

**ITEM 1**  
**COVER PAGE**

**Owl Creek Asset Management, L.P.**  
**Part 2A of Form ADV**  
**The Brochure**

640 Fifth Avenue  
New York, NY 10019  
Tel: (212) 688-2550  
Fax: (212) 753-2760

Updated: November 2014

This brochure (this "Brochure") provides information about the qualifications and business practices of Owl Creek Asset Management, L.P. (the "Investment Manager," and together with Owl Creek Advisors, L.L.C. ("Owl Creek Advisors"), and Owl Creek Hong Kong Limited, as applicable, "Owl Creek"). If you have any questions about the contents of this Brochure, please contact us at 212-688-2550. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Owl Creek is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Owl Creek is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 - Material Changes

Owl Creek's most recent update to Part 2 of Form ADV was made in March 2014. Owl Creek's business activities have not changed materially since the time of that update. This Brochure updates our Assets under Management and updates disclosures regarding Owl Creek serving as a sub-adviser to three registered investment company accounts and the addition of another private fund, the Argentina Fund (as defined below).

## Item 3 - Table of Contents

Item 2 - Material Changes .....	2
Item 3 - Table of Contents.....	2
Item 4 - Advisory Business .....	2
Item 5 - Fees and Compensation .....	4
Item 6 - Performance Based Fees and Side-by-Side Management .....	10
Item 7 - Types of Clients .....	11
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss.....	11
Item 9 - Disciplinary Information.....	29
Item 10 - Other Financial Industry Activities and Affiliations .....	29
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..	30
Item 12 - Brokerage Practices .....	33
Item 13 - Review of Accounts.....	37
Item 14 - Client Referrals and Other Compensation .....	37
Item 15 - Custody .....	37
Item 16 - Investment Discretion .....	37
Item 17 - Voting Client Securities.....	38
Item 18 - Financial Information .....	39

## Item 4 - Advisory Business

Owl Creek primarily provides investment management services to private pooled investment vehicles. These private investment vehicles are structured as Delaware limited partnerships and Cayman Islands exempted companies or limited partnerships. Owl Creek also provides investment management services to the Sub-Accounts (as defined below).

In connection with providing investment management services to its clients, Owl Creek has been appointed as investment manager with discretionary trading authority. Additional detailed information about Owl Creek is provided below, including information about Owl Creek's advisory services, investment approach, personnel, affiliations and brokerage practices.

The Investment Manager serves as the investment manager to six investment partnerships organized under the laws of the State of Delaware: Owl Creek I, L.P. ("Owl Creek I"), Owl Creek II, L.P. ("Owl Creek II"), Owl Creek Argentina Recovery Fund, L.P. ("Argentina Fund"), Owl Creek Asia I, L.P. ("Owl Creek Asia I"), Owl Creek Asia II, L.P. ("Owl Creek Asia II"), and Owl Creek Credit Opportunities Fund, L.P. (the "Credit Domestic Fund," and together with Owl Creek I, Owl Creek II, Argentina Fund, Owl Creek Asia I and Owl Creek Asia II, the "U.S. Funds"). Owl Creek Advisors, a limited liability company organized under the laws of the State of

Delaware affiliated with the Investment Manager, serves as the general partner of the U.S. Funds (the "General Partner"). Interests in Owl Creek I and Owl Creek Asia I are offered on a private placement basis, and in reliance on Section 3(c)(1) of the Investment Company Act of 1940, as amended (the "Company Act"), to persons who generally are "accredited investors" as defined under the Securities Act of 1933, as amended (the "Securities Act"), and subject to certain other conditions, which are set forth in the offering documents for Owl Creek I and Owl Creek Asia I. The interests in Owl Creek II, Owl Creek Asia II, Credit Domestic Fund, and Argentina Fund are offered on a private placement basis, and in reliance on Section 3(c)(7) of the Company Act, to persons who generally are "accredited investors" as defined under the Securities Act and "qualified purchasers" as defined under the Company Act, and who are subject to certain other conditions, which are set forth in the offering documents for Owl Creek II, Owl Creek Asia II, the Credit Domestic Fund and the Argentina Fund.

The Investment Manager is also the investment manager to the following investment funds organized under the laws of the Cayman Islands: Owl Creek Overseas Fund, Ltd. ("Owl Creek Overseas"), Owl Creek Asia Fund, Ltd. ("Owl Creek Asia Overseas"), Owl Creek Socially Responsible Investment Fund, Ltd. ("Owl Creek SRI"), Owl Creek Credit Opportunities Fund, Ltd. ("Credit Offshore Fund," and together with Owl Creek Overseas, Owl Creek Asia Overseas, and Owl Creek SRI, the "Offshore Funds," and collectively with the U.S. Funds, the Credit Intermediate Fund (as defined below) and the Master Funds (as defined below), the "Funds"). Shares in the Offshore Funds are generally offered to persons (x) who are not "U.S. Persons," as defined under Regulation S of the Securities Act, or who are tax-exempt U.S. Persons (or entities substantially comprised of tax-exempt U.S. Persons) on a private placement basis, and (y) who are subject to certain other conditions, which are fully set forth in the offering documents for the Offshore Funds.

To effect their respective investment objectives, Owl Creek Overseas invests its assets in Owl Creek Overseas Master Fund, Ltd. ("Owl Creek Overseas Master Fund"), Owl Creek Asia Overseas invests its assets in Owl Creek Asia Master Fund, Ltd. ("Owl Creek Asia Master Fund") Owl Creek SRI invests its assets in Owl Creek SRI Master Fund, Ltd. ("Owl Creek SRI Master Fund"), and the Domestic Credit Fund invests its assets in Owl Creek Credit Opportunities Master Fund, L.P. (the "Owl Creek Credit Master Fund") and the Offshore Credit Fund invests its assets in Owl Creek Credit Opportunities Intermediate Fund, L.P. (the "Credit Intermediate Fund"), a Cayman Islands limited partnership, which in turn invests in the Owl Creek Credit Master Fund (Owl Creek Overseas Master Fund, Owl Creek Asia Master Fund, and Owl Creek Credit Master Fund, each, a "Master Fund" and collectively, the "Master Funds"). Each of the Master Funds is a Cayman Islands exempted company, except Owl Creek Credit Master Fund which is organized as a Cayman Islands limited partnership. The Investment Manager also serves as the investment manager to each Master Fund and the Intermediate Fund. Owl Creek Advisors serves as the management company to Owl Creek Overseas Master Fund, Owl Creek Asia Master Fund and Owl Creek SRI Master Fund and in that capacity has the overall responsibility for the investment strategy of such Master Funds, subject to the policies and control of the board of directors of each such Master Fund. In such capacity, Owl Creek Advisors is referred to herein as the "Manager." Owl Creek Advisors also serves as the general partner of the Owl Creek Credit Master Fund and the Intermediate Fund.

The Investment Manager may also serve as a sub-adviser and provide investment advisory services to one or more accounts (each, an “Account,” and collectively, the “Accounts”) comprised of assets of open-end investment companies registered under the Company Act (“RICs”) sponsored and advised by unaffiliated investment advisers.

Owl Creek I, Owl Creek II, Owl Creek Overseas, Owl Creek Overseas Master Fund, Owl Creek SRI and Owl Creek SRI Master Fund are referred to herein as the "Flagship Funds," Owl Creek Asia I, Owl Creek Asia II, Owl Creek Asia Overseas and Owl Creek Asia Master Fund are referred to herein as the "Asia Funds," and Domestic Credit Fund, Offshore Credit Fund, and Owl Creek Credit Master Fund are referred to herein as the “Credit Funds.” The Flagship Funds, Asia Funds, Credit Funds and Sub-Accounts are collectively referred to herein as the “Clients” (and each such Fund or Sub-Account shall be referred to as a “Client”).

Owl Creek has full discretionary authority with respect to investment decisions, and its advice with respect to the Clients is tailored according to each Client’s investment objectives, guidelines, and requirements as set forth in their respective offering memoranda, sub-investment advisory agreements, or investment guidelines.

#### New Classes/Side Letter Agreements

Owl Creek and the Funds may establish new classes of shares/interests and has issued other classes of shares/interests to, and entered into "side letter" agreements with, certain investors which terms differ from the shares/interests generally offered to investors with respect to, among other things, the Incentive Compensation (as defined below) and Management Fee (as defined below), redemption and withdrawal rights (including more frequent redemption or withdrawal dates), informational rights and other rights. Owl Creek and/or a Fund may establish new classes of shares/interests or enter into "side letter" arrangements without providing prior notice to, or receiving consent from, existing investors. The terms of such classes and "side letters" will be determined by Owl Creek and/or such Fund in their sole discretion.

#### Ownership and AUM

Owl Creek was founded in 2001 and is primarily owned by Jeffrey Altman. As of September 30, 2014, Owl Creek managed \$3.957 billion (after taking into account all withdrawals and redemptions effective as of such date) on a discretionary basis, on behalf of 18 clients. Assets under management reflect net assets invested by external investors and our related parties in our Funds. Note “Regulatory Assets Under Management” as of the same date were \$6,058 billion (after taking into account withdrawals effective as of such date). Regulatory Assets Under Management (as defined by the SEC) reflect the Balance Sheet value of Gross Assets. Gross exposure (being the market value of long and short positions) may exceed Regulatory Assets under Management.

### **Item 5 - Fees and Compensation**

The fees and expenses applicable to each Fund are set forth in detail in each of the Fund's respective offering documents. A brief summary of those fees and expenses is provided below. A summary of the fees in respect of the Sub-Accounts is also included below.

### U.S. Funds—Management Fees

With respect to Owl Creek I and Owl Creek II, each Fund generally pays Owl Creek at the beginning of each quarter, an amount ("Management Fee") equal to 0.375% (1.5% annualized) of a limited partner's beginning capital account for such quarter (prorated for partial periods). With respect to Owl Creek Asia I and Owl Creek Asia II, each Fund generally pays Owl Creek at the beginning of each quarter, a Management Fee equal to 0.375% (1.5% annualized) of a limited partner's beginning capital account for such quarter (prorated for partial periods). With respect to the Credit Domestic Fund, the Fund generally pays Owl Creek at the beginning of each quarter a Management Fee equal to 0.375% (1.5% annualized) of a limited partner's beginning capital account for such quarter (prorated for partial periods). No management fee is payable with respect to the Argentina Fund.

With respect to all of the U.S. Funds, a pro rata portion of any Management Fee paid in advance will be repaid by Owl Creek to the relevant Fund and distributed to any limited partner that is permitted to withdraw prior to the end of a quarter. For the purpose of calculating the Management Fee, a limited partner's capital account shall include the fair value, as determined by Owl Creek, of certain investments which Owl Creek believes either lack a readily assessable market value or should be held until the resolution of a special event or circumstance ("Special Investments") in which such limited partner has an interest.

If, after giving effect to a withdrawal, a capital account would be completely withdrawn from a U.S. Fund except for its interest in one or more Special Investments, the General Partner may determine to reserve or hold back a portion of the proceeds with respect to such withdrawal that is required, in its reasonable discretion, to pay for the Management Fees expected to be earned over the life of the Special Investments in which such capital account has an interest (the "Management Fee Reserve"). The Management Fee Reserve is not segregated from the applicable Fund's assets and does not earn interest. Any remaining amount of the Management Fee Reserve will be distributed to the holder of such capital account together with the withdrawal proceeds upon the realization of such Special Investments. If the Management Fee Reserve is insufficient, the relevant U.S. Fund will bill the holder of such capital account quarterly for Management Fees attributable to the Special Investments in which such capital account has an interest. If the full amount of an invoice is not paid by the date provided on such invoice, the General Partner may, in its sole discretion, reduce the amount of any proceeds paid with respect to such Special Investments by an amount equal to the unpaid invoice, together with interest thereon at a market rate, as determined by the General Partner.

Owl Creek may, in its discretion, elect to reduce or waive the Management Fee with respect to any limited partner of the U.S. Funds, including, but not limited to, any affiliate of Owl Creek. Management fees are deducted from investors' accounts.

### U.S. Funds—Incentive Allocation

The General Partner is generally entitled to an amount (the "Incentive Allocation") equal to 20% of the net capital appreciation of each U.S. Fund (excluding the Argentina Fund Incentive Allocation - described below). Except as provided below with respect to Special Investments, net capital appreciation includes both realized gains and losses and unrealized gains and losses of securities held in each U.S. Fund's portfolio. Generally, any net capital depreciation in a fiscal

year allocated to any limited partner is carried forward so that no Incentive Allocation is borne by such limited partner unless the losses have been recouped, subject to certain adjustments. A portion of each U.S. Fund's assets may be invested in Special Investments that may be maintained in special situation sub-accounts, in which case they are generally not subject to any Incentive Allocations until a gain is realized (or deemed realized). Such Special Investments generally are subject to the Management Fees described above and will be carried at fair value, as determined by the General Partner, for the period that they are maintained in such special sub-accounts. The Incentive Allocation in respect of the Argentina Fund will generally be equal to 15% of net profits after investor capital is returned.

The General Partner may, in its discretion, elect to reduce or waive the Incentive Allocation with respect to any limited partner of the U.S. Funds, including, but not limited to, any affiliate of the General Partner.

The General Partner reserves the right to waive or impose different fees or allocations or otherwise modify the fee or allocation arrangements of an existing investor in a U.S. Fund with the consent of such investor. In addition, each U.S. Fund reserves the right to impose different fees or allocations on future investors. In exchange for increased fees or allocations, such investors may receive more frequent withdrawal dates and less notice required upon withdrawal than other investors in such Fund. Owl Creek has provided certain investors in the U.S. Funds other significant rights, such as reduced fees, more frequent liquidity terms, access to information and capacity rights, which are not offered generally to other investors in the U.S. Funds. See "New Classes/Side Letter Agreements" in Item 4.

#### Offshore Funds—Management Fees

With respect to Owl Creek Overseas and Owl Creek SRI, each Fund generally pays Owl Creek a Management Fee, payable quarterly (prorated for partial periods), in advance, equal to 0.375% (1.5% annualized) for Owl Creek Overseas and 0.5% (2.0% annualized) for Owl Creek SRI of the net asset value ("NAV") of each series of shares as of the beginning of the quarter prior to any accrual for Incentive Compensation.

With respect to Owl Creek Asia Overseas, Owl Creek Asia Master Fund generally pays Owl Creek a Management Fee, payable quarterly (prorated for partial periods), in advance, equal to 0.375% (1.5% annualized) of the NAV of each series of shares of Owl Creek Asia Master Fund corresponding to the shares of Owl Creek Asia Overseas as of the beginning of the quarter.

With respect to the Offshore Credit Fund, the Credit Offshore Fund generally pays Owl Creek a Management Fee, payable quarterly (prorated for partial periods), in advance, equal to 0.375% (1.5% annualized) of the NAV of each series of shares of the Fund as of the beginning of the quarter.

With respect to all of the Offshore Funds, a pro rata portion of any Management Fee paid in advance will be repaid by Owl Creek to the relevant Fund and distributed to any shareholder that is permitted to redeem prior to the end of a quarter.

Owl Creek may designate an investment made by Owl Creek Overseas, Owl Creek SRI, and the Offshore Credit Fund as a Special Investment, in which case, a pro rata portion of each series of

shares will be automatically exchanged by way of redemption and issuance of a new class of shares (generally Class C Shares). In calculating the Management Fees paid, these shares are valued at fair value.

If, after giving effect to a redemption, a shareholder only owns shares relating to Special Investments, the relevant Fund may determine to reserve or hold back a portion of the proceeds with respect to such redemption in order to establish a Management Fee Reserve to pay for the Management Fees expected to be earned over the life of such Special Investments. The Management Fee Reserve is not segregated from the applicable Fund's assets and does not earn interest. Any remaining amount of the Management Fee Reserve will be distributed to the Fund, and in turn, to the shareholder together with the redemption proceeds upon the realization of such Special Investments. If the Management Fee Reserve is insufficient, the relevant Offshore Fund will bill the shareholder quarterly for Management Fees attributable to the Special Investments attributable to such shareholder. If the full amount of an invoice is not paid by the date provided on such invoice, such Offshore Fund may, in its sole discretion, reduce the amount of any proceeds paid with respect to such Special Investments by an amount equal to the unpaid invoice, together with interest thereon at a market rate, as determined by such Offshore Fund.

In the sole discretion of Owl Creek, the Management Fee may be reduced or waived with respect to any shareholder of the Offshore Funds, including, but not limited to, any affiliate of Owl Creek. Management fees are deducted from investors' accounts.

#### Offshore Funds—Incentive Compensation

Generally, at the end of the fiscal year of each of the Offshore Funds an Incentive Allocation equal to 20% of the net realized and unrealized appreciation (taking into account gains and losses with respect to realized or deemed realized Special Investments allocated during such year) in the NAV of each series of shares of the relevant Master Fund corresponding to a series of shares of the corresponding Offshore Fund during each fiscal year (after adjustments for any redemption of shares in such series and accruals for the Incentive Allocation made with respect to redemptions made during such year (if any) and after taking into account the Management Fee and any net expenses that are charged at the Offshore Fund level and are not otherwise reflected in such Master Fund's NAV) will be reallocated from the NAV of such Master Fund series to the NAV of the Class M Shares of such Offshore Fund (which are held by the Manager); provided, however, that an Incentive Allocation will only be made with respect to the net realized and unrealized appreciation in the NAV of a series of shares of such Master Fund in excess of its Prior High Net Asset Value.

The "Prior High Net Asset Value" of a series of shares of a Master Fund is the NAV of that series immediately following, and after reduction for, the most recent calculation of the Incentive Allocation with respect to such series (or if no Incentive Allocation has yet been determined with respect to such series, the NAV of the series immediately following its initial offering). The Prior High Net Asset Value of a series will be adjusted for redemptions (including redemptions of any shares of a series exchanged for Class C Shares) and distributions (excluding any distributions relating to the Management Fee and for expenses charged at the corresponding Offshore Fund level (each with respect to Owl Creek Overseas Master Fund and Owl Creek SRI Master Fund only)) made subsequent to the date on which the last Incentive Allocation with respect to such

series was determined. Special Investments, represented by Class C Shares, generally are not subject to Incentive Allocation until a gain is realized (or deemed realized).

For purposes of calculating the Incentive Compensation with respect to any Special Investment held by either Owl Creek Overseas or Owl Creek SRI on June 30, 2010, the portion of any gains realized or deemed realized with respect to such Special Investment attributable to the period beginning on the date the Special Investment was created and ending on June 30, 2010 will be subject to an incentive fee that is calculated on substantially the same basis as the Incentive Allocation and paid by Owl Creek Overseas or Owl Creek SRI, as applicable, to the Investment Manager with respect to each shareholder with an interest in such Special Investment. Any subsequent gains with respect to such Special Investment will be subject to an Incentive Allocation.

With respect to the Offshore Credit Fund, at the end of each fiscal year of the Intermediate Fund (December 31), the General Partner will generally allocate to the General Partner an Incentive Allocation equal to 20% of the net realized and unrealized appreciation (taking into account gains and losses realized or deemed realized by Owl Creek with respect to Special Investments) allocated to the Intermediate Fund capital account corresponding to each series of shares of the Offshore Credit Fund (each, a "Series Capital Account") for such fiscal year (after adjustments for any redemption of shares in such series and accruals for the Incentive Allocation made with respect to redemptions made during such year (if any) and after taking into account the Management Fee and any net expenses that are incurred at the Offshore Credit Fund level that are not otherwise reflected in the Intermediate Fund's net asset value).

The Intermediate Fund maintains a memorandum loss recovery account (a "Loss Recovery Account"), sometimes called a "high water mark," for each Series Capital Account. For each fiscal year, each Loss Recovery Account is debited with the aggregate net capital depreciation, if any, allocated to such Series Capital Account for such fiscal year (taking into account gains and losses realized or deemed realized from Special Investments, Special Investment Income and expenses of the Offshore Credit Fund) and credited, but not beyond zero, with the aggregate net capital appreciation, if any, allocated to such Series Capital Account for such fiscal year (taking into account gains and losses realized or deemed realized from Special Investments, Special Investment Income and Feeder Expenses). The General Partner will not be allocated any Incentive Allocation with respect to a Series Capital Account until such Series Capital Account has recovered any negative balance in its Loss Recovery Account. The amount which must be recovered will be adjusted for withdrawals of capital.

The aggregate incentive compensation received by or allocated to Owl Creek or the Manager, as applicable (whether in the form of an incentive fee or an incentive allocation), is referred to herein collectively as the "Incentive Compensation." Compensation is charged to and deducted from investors' series of shares.

In the sole discretion of Owl Creek or the Manager (as applicable), the Incentive Compensation may be reduced or waived with respect to any shareholder of Owl Creek Overseas, Owl Creek SRI, Owl Creek Asia Overseas or the Offshore Credit Fund, including, but not limited to, any affiliate of Owl Creek.



Owl Creek and the Manager reserve the right to waive or impose different fees or allocations or otherwise modify the fee or allocation arrangements of an existing investor in an Offshore Fund with the consent of such investor. In addition, Owl Creek and the Manager reserve the right to impose different fees or allocations on future investors in the Offshore Funds. In exchange for increased fees or allocations, such investors may receive more frequent redemption dates and less notice required upon redemption than other investors in such Fund. Owl Creek has provided certain investors in the Offshore Funds other significant rights, such as reduced fees, enhanced liquidity, access to information and capacity rights, which are not offered generally to other investors in the Offshore Funds. See "New Classes/Side Letter Agreements" in Item 4.

Owl Creek and its personnel may invest in the Funds and neither Owl Creek nor its personnel are subject to the Incentive Compensation or Management Fees.

The Flagship Funds have entered into agreements with certain investors whereby such investors have agreed to be subject to a redemption fee, which will be retained by the relevant Master Fund for the benefit of the non-redeeming Master Fund shares, in the event such investors redeem on certain dates.

#### Sub-Accounts Fees

Owl Creek receives fixed management fees from the investment advisers to the applicable RICs for serving as sub-investment adviser to the Accounts. Such fees may vary, but are generally based on average daily assets under management in each Sub-Account and are generally payable monthly.

#### Expenses

As fully described in each Fund's offering documents, each Fund bears expenses related to its operations, which may include, without limitation, investment related expenses such as brokerage commissions (see the Brokerage Practices section below for more information), research expenses, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, bank service fees, withholding and transfer fees, taxes, clearing and settlement charges, professional fees (including, without limitation, expenses of consultants and experts) relating to investments, fees and other expenses related to the purchase, sale or transmittal of Fund investments, travel expenses related to investments, legal, accounting, valuation, audit and tax preparation expenses, fees of one or more third party administrators, Management Fees, fees and expenses relating to software tools, programs and other technology utilized in managing the Funds, corporate licensing fees, organizational and offering expenses, costs related to errors and omissions of directors and officers insurance, and other similar expenses related to such Fund and any extraordinary expenses as the General Partner (for the U.S. Funds) or the Board of Directors (for the Offshore Funds) determines in its sole discretion. Brokerage and research expenses of a Fund may be paid for through the use of "soft dollars" (see the Brokerage Practices section below for more information). The Firm has implemented policies and procedures to seek to ensure that investment-related and research expenses attributable to one or more Clients or their investments are allocated in a fair and equitable manner. In this regard, although the Funds bear their investment and research related expenses pursuant to their governing agreements and applicable disclosures to investors as described above, the Sub-

Accounts generally do not bear such expenses. Since certain investment and research expenses may benefit these accounts as well as the Funds, the Firm's policy is to bear a portion of such expenses to the extent they apply to those accounts' investments.

From time to time, the Funds may invest in unaffiliated registered mutual funds and/or exchange-traded funds, which charge management fees and expenses, as described in such fund's prospectus.

Owl Creek generally bears its own normal and recurring operating expenses incurred in connection with the investment and other management services that it provides to Clients, including office space and utilities, telephone, secretarial, clerical and other personnel services and salaries.

At the discretion of the General Partner (for the U.S. Funds) or the Board of Directors (for the Offshore Funds), any investment expense relating specifically to a Special Investment shall be charged against the capital accounts or shares of the investors participating in such Special Investment in proportion to their respective participating percentage interests therein. In the event an investor has withdrawn its investment and continues to have an interest in any Special Investment(s), the General Partner (for the U.S. Funds) or the Board of Directors (for the Offshore Funds) may determine to hold back a portion of the proceeds with respect to such withdrawal or redemption, as applicable, that is required, in its reasonable discretion, to pay for the expenses expected to be incurred over the life of such Special Investment(s). Upon the realization or deemed realization of all such Special Investments, any unapplied holdback amounts will be distributed to such investor.

## **Item 6 - Performance Based Fees and Side-by-Side Management**

Owl Creek and its affiliates may receive performance-based fees or allocations in respect of the Funds as described in Item 5 above. In allocating investment opportunities between accounts, performance-based fee/allocation arrangements may also create an incentive to favor accounts from which an adviser will receive a greater performance fee/allocation over accounts from which an adviser will receive a lesser performance fee/allocation (e.g., if a Fund is below its "high water mark" and another Fund is not). Performance-based compensation arrangements may also create an incentive for an investment adviser to recommend investment opportunities that may be riskier or more speculative given the adviser's potentially greater participation in upside performance than would be the case in fixed asset based fee arrangements. However, Owl Creek has adopted investment allocation policies designed to ensure that investments are suitable for Clients and all Clients are treated fairly and equitably and to prevent these conflicts of interest from influencing the allocation of investment opportunities among Clients. .

Although Owl Creek and its affiliates may receive performance-based compensation from the Funds, Owl Creek only receives fixed asset-based fees in respect of the Sub-Accounts. The side-by-side management of accounts subject to performance-based compensation arrangements and accounts which are not subject to such compensation arrangements presents a conflict of interest, as the compensation payable may be higher for accounts subject to performance-based compensation arrangements. Owl Creek has adopted investment allocation policies and procedures designed to allocate investment opportunities among Clients (including the Sub-Accounts, where consistent with their investment objectives and guidelines) to ensure that investments are allocated in a fair and

equitable basis over time among all suitable Clients, regardless of the fee and compensation arrangements. In allocating investment opportunities among Clients, Owl Creek takes into account a number of factors, including, without limitation, the relative amounts of capital available for new investments, Client suitability and eligibility, regulatory and legal requirements, tax considerations, investment guidelines, and the investment programs and portfolio positions of the Accounts for which participation is appropriate. See Item 12 for more information on the firm's allocation policies and procedures.

## **Item 7 - Types of Clients**

Owl Creek provides advice to the U.S. Funds and the Offshore Funds, which are private investment funds, as described above. Investors in the Funds may include some or all of the following: individuals, banks or thrift institutions, investment companies, pension and profit sharing plans, trusts, estates or charitable organizations, or corporations or business entities other than those listed previously, private investment funds or other entities.

Investors in the Funds are generally required to make minimum initial investments of at least \$5 million. The Board of Directors (for the Offshore Funds) or the General Partner (for the U.S. Funds) may waive the minimum initial investment amount. Additional investments in the Funds by existing investors generally must be in the minimum amount of \$100,000.

Investors in the Funds are persons who generally are (x) "accredited investors" as defined under the Securities Act or (y) not U.S. Persons (as defined under Regulation S of the Securities Act). In addition, investors in Owl Creek II, Owl Creek Overseas, Owl Creek SRI, Owl Creek Asia II, Owl Creek Asia Overseas, the Domestic Credit Fund and Offshore Credit Fund who are U.S. Persons (as defined under Regulation S of the Securities Act) must generally be "qualified purchasers" as defined under the Investment Company Act.

Owl Creek also provides investment management services as a sub-investment adviser to the Sub-Accounts. The sponsors and advisers of the applicable RICs determine the types of investors that may invest in the RICs and the minimum investment requirements for the RICs as described in the applicable RICs prospectus.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

The investment strategies, methods of analysis, and (material) risks applicable to each Fund are set forth in detail in each of the Fund's respective offering documents. A brief summary of those investment strategies, methods of analysis, and (material) risks is provided below.

The descriptions set forth in this Brochure of specific advisory services that Owl Creek offers to clients, and investment strategies pursued and investments made by Owl Creek on behalf of its Clients, should not be understood to limit in any way Owl Creek's investment activities. Owl Creek may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Owl Creek considers appropriate, subject to each Client's investment objectives and guidelines. The investment strategies Owl Creek pursues are speculative and entail substantial risks. Clients should be prepared to bear a

substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.

### Investment Strategies and Methods of Analysis

The investment objective of the Flagship Funds and the Asia Funds is to seek above average returns through an opportunistic event-driven value strategy and with respect to Owl Creek SRI, consistent with that fund's socially responsible investment criteria. Owl Creek generally employs an investment strategy for the Flagship Funds and Asia Funds, which includes, among other strategies, (i) event driven investing, (ii) fundamental, value driven long/short equities, and (iii) long/short credit incorporating long distressed investments. The Asia Funds invest primarily in the Asian and Australasian markets or in companies with a principal place of business within such regions, but may invest up to 25% of their portfolios in securities whose issuers (i) are not within Asia (including, without limitation, Russia) or Australasia (e.g., Australia and New Zealand) or (ii) do not have their principal place of business within such regions. The Flagship Funds have made an investment in the Asia Funds and the Credit Funds.

Owl Creek analyzes each potential investment using a “bottom-up” analysis. The conclusions reached from this “bottom-up” approach are used to purchase or sell short a variety of financial instruments including, but not limited to, listed and unlisted common stocks, preferred stocks, convertible securities, American Depositary Receipts, public and private debt issues (including bank loans and trade claims), rights, warrants, put and call options, swaps, forward contracts, when-issued securities and other derivatives, including futures contracts. In addition to investing directly, the Funds may invest indirectly from time to time through special purpose vehicles. Owl Creek may use leverage in connection with the Clients' investment program. Generally, leverage is utilized as determined by Owl Creek, subject to applicable investment guidelines and legal and regulatory limitations. Owl Creek may invest a portion of the Clients' assets in registered investment companies, including, but not limited to, exchange-traded funds and closed-end funds, subject to Company Act limitations and applicable investment guidelines. Advisers to such funds charge a management fee and performance compensation in addition to fees charged by Owl Creek.

The investment objective of the Credit Funds is to generate positive absolute returns, while minimizing the risk of loss of principal. The Credit Funds seek to achieve this investment objective through opportunistic investments across the credit spectrum. Owl Creek generally employs a fundamental, value investment approach in selecting investments on behalf of the Credit Funds. Owl Creek generally utilizes a fundamental, “bottom-up” investment process.

The Credit Funds focus on various credit-related investment strategies, including distressed, event-driven and long-short investment strategies. The Credit Funds seek to exploit the mispricing of securities and other instruments via both long and short positions. The Credit Funds invest primarily in bank debt, including revolving credit facilities, bridge financings, debtor-in-possession financings, corporate bonds, including high-yield debt, receivables and trade claims, sovereign debt, and credit default swaps (“CDS”) and other credit-related derivatives. The Credit Funds may also invest in futures and forward contracts, options, and convertible securities, preferred stock and equities of private and public issuers, as well as asset-backed securities, mortgages, loans, and real estate and real-estate related securities.

The investment objectives of the Sub-Accounts may vary and are determined by the investment adviser to the applicable RICs. The investment objectives in respect of a Sub-Account are set forth in the Prospectus and/or investment guidelines for the applicable RIC. In making investment recommendations for the Sub-Accounts, Owl Creek will utilize the same “bottom-up” investment approach as described in respect of the Flagship Funds, but will focus on relatively liquid long and short equity investments due to the investment guidelines and legal and regulatory considerations applicable to the Sub-Accounts.

*Event Driven Transactions:*

Across both distressed debt and equities, both long and short, Owl Creek will pursue opportunities that are event driven in nature. It is the belief of Owl Creek that mispriced securities are most abundant in situations where a company or industry is undergoing a large, material change. Furthermore, securities which have a risk/reward profile which is dependent on the outcome of a certain situation will have some lesser amount of overall market exposure as a result, which we consider important to generate above average returns. Some examples of event driven situations include restructurings, mergers, asset injections, recapitalizations, rights offerings, divestitures and spin-offs, post-bankruptcy equities, litigation plays, potential changes in laws and regulations, and situations where an activist investor is trying to unlock value buried in a company. Owl Creek may also play an activist role if in doing so it believes it will help a particular security realize its full value, but this will be a secondary alternative as the primary objective is to be a passive long-term investor.

*Long/Short Equities:*

Owl Creek typically takes positions in equity securities of companies that Owl Creek has identified as undervalued (long equity positions) and overvalued (short equity positions). Owl Creek generally will purchase equity securities of companies with strong long-term fundamentals when the securities can be purchased at a discount to the perceived present value of a future stream of cash flows to the stockholder, or which in other ways represent assets with an attractive risk/reward profile. As Owl Creek focuses on the long-term cash generating potential of companies, it will seek to take advantage of price volatility caused by shorter-term concerns, such as temporarily disappointing financial performance, and purchase equity securities at attractive levels. Alternatively, Owl Creek usually will short equity securities of overvalued companies when an identifiable catalyst exists for eliminating the spread between price and fair value.

*Research, Analysis, Sources of Information:*

In order to determine whether a specific investment meets the Clients' investment guidelines, the Investment Manager typically performs extensive financial analysis of the company's underlying business fundamentals. The Investment Manager does research which may include making a determination of the company's competitive position, financial needs, liquidity, industry prospects as well as a liquidation value analysis. The Investment Manager may do an analysis of the company's financial statements, including a comparative analysis of margins and changes in balance sheet items in comparison with the company's competitors. The analysis of both equity and debt may include discounted cash flow analysis and centers on absolute (not relative) value. The Investment Manager also considers low cash flow multiples with solid long-term fundamentals. The Investment Manager looks for drivers or catalysts that will serve to close the value gap within the investment time horizon, which will usually be within a range of nine to twenty-four months.

Owl Creek utilizes many sources of information in its analyses of investments. These sources include, but are not limited to, financial filings; business, economic, financial and other publications; trade journals; third-party data services; outside research; and one-on-one conversations with company management teams, suppliers, customers, end users and sector specialists, as well as lawyers, lobbyists and academic specialists. In addition, Owl Creek may employ third-party consultants, other investment managers and other third parties to provide it with fundamental and technical research, including, but not limited to, information regarding various markets, industries, assets and companies.

### Risk of Loss

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Funds or the Sub-Accounts. These risk factors include only those risks Owl Creek believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by Owl Creek.

All investing involves a risk of loss that clients should be prepared to bear. The investment strategies offered by Owl Creek could lose money over short or long periods of time. Identifying undervalued securities and other assets is difficult, and there are no assurances that Owl Creek's investment strategies will succeed. Furthermore, Clients may be forced to hold such investments for a substantial period of time (e.g., Special Investments in the case of certain Funds) before realizing any anticipated value. Owl Creek cannot give any guarantee that it will achieve a Client's investment objectives or that any Client will receive a return of its investment.

Investors should ultimately refer to the Funds' respective offering documents or, in the case of the Sub-Accounts, the Prospectus of the applicable RICs in for which Owl Creek provides sub-advisory services for detailed risk disclosures that specifically address risks of each Client's investment strategies, methods of analysis, and/or particular types of securities recommended. Below is a summary of potentially material risks for each significant Owl Creek investment strategy used, the methods of analysis used, and/or the particular type of security recommended. Please note that Owl Creek's use of the term "investor" in this section may refer to either a limited partner in a U.S. Fund or a shareholder in an Offshore Fund, or RICs in the case of the Sub-Accounts.

- General Investment and Trading Risks - Clients invest in equity securities and other financial instruments using investment techniques with significant risk characteristics. The Clients' investment programs utilize such investment techniques as short sales, leverage, options, swaps and other derivatives investments, including futures contracts, which practices can, in certain circumstances, maximize the adverse impact to which the Clients may be subject.
- Leverage and Financing Risk - The Investment Manager uses leverage in connection with the Clients' investment programs. Accordingly, Clients may pledge their securities in order to borrow additional funds for investment purposes. Clients may also leverage their investment return with options, commodity futures contracts, short sales, swaps, forwards and other derivative instruments. The amount of borrowings which Clients may have

outstanding at any time may be substantial in relation to their capital. While leverage presents opportunities for increasing Clients' total returns, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by the Clients would be magnified to the extent Clients are leveraged. The cumulative effect of the use of leverage by Clients in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients which would be greater than if the Clients were not leveraged. In the futures and forward markets, margin deposits are typically low relative to the value of the futures contracts purchased or sold. Such low margin deposits are indicative of the fact that any futures or forward contract trading is typically accompanied by a high degree of leverage. Low margin deposits mean that a relatively small price movement in a contract may result in immediate and substantial losses to the investor. In general, the use of short-term margin borrowings results in certain additional risks to the Clients. For example, should the securities pledged to brokers to secure the Clients' margin accounts decline in value, the Clients could be subject to a "margin call," pursuant to which the Clients must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Clients' assets, the Clients might not be able to liquidate assets quickly enough to satisfy their margin requirements. Due to an increase in margin requirements or other changes in the terms of financing relationships, there can be no assurance that the Clients will be able to maintain adequate financing arrangements or avoid having to close out positions at losses which if held would have been profitable.

Although the Company Act and applicable investment guidelines may limit a Sub-Accounts use of leverage or instruments with embedded leverage (e.g., futures and other derivatives), the risks described above still apply in respect of the Sub-Accounts to the extent they may utilize leverage.

- Illiquid Investments - The Funds may invest in securities which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable and the Funds may not be able to sell them when they desire to do so or to realize what they perceive to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale.
- Special Investments - The Funds may invest in Special Investments, which are assets or securities which the Investment Manager believes either lack liquidity or a readily assessable market value or should be held until the resolution of a special event or circumstance. Special Investments are illiquid and difficult to value, and may require a significant amount of time from the date of initial investment before disposition. Sales of Special Investments may not be possible and, if possible, may be made at substantial

discounts from costs. Additional information about Special Investments is available in the *Fees and Compensation* section above.

- Hedging - The success of the hedging strategy of a Client will be subject to the Investment Manager's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Client's hedging strategy will also be subject to the Investment Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Client may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a Client than if it had not engaged in any such hedging transactions. For a variety of reasons, the Investment Manager may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a Client from achieving the intended hedge or expose a Client to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of a Client's portfolio holdings. Subject to a Client's applicable investment guidelines, the Investment Manager may not hedge or elect not to fully hedge certain risks in its discretion.
- Short Selling - Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which a Client engages in short sales depends upon the Investment Manager's investment strategy and opportunities, and the Client's investment guidelines. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Client of buying those securities to cover the short position. There can be no assurance that a Client will be able to maintain the ability to borrow securities sold short. In such cases, a Client can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.
- Forward Trading - Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have



refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by a Client due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of a Client. Market illiquidity or disruption could result in major losses to a Client.

- Swap Agreements - A Client may enter into swap agreements. Swap agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease a Fund's exposure to long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. A Client is not limited to any particular form of swap agreement if consistent with a Client's investment objective and policies. Swap agreements tend to shift a Client's investment exposure from one type of investment to another. For example, if a Client agrees to exchange payments in dollars for payments in non-U.S. currency, the swap agreement would tend to decrease a Client's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a Client's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from a Fund. If a swap agreement calls for payments by a Client, a Client must be prepared to make such payments when due. This is only true in default and not part of mark-to-market. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by a Client.
- Other Derivative Instruments - A Client may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of a Client and legally permissible. Special risks may apply to instruments that are invested in by a Client in the future that cannot be determined at this time or until such instruments are developed or invested in by a Client. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

- Call Options - There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security offset by the gain by the premium received if the option expires out of the money, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing the premium if the option expires out of the money. Although the Clients have not typically sold uncovered call options, in the event they do sell such options, they will assume the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss.
- Put Options - There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sale price of the short position of the underlying security offset by the premium if the option expires out of the money, and thus the gain in the premium, and the option seller gives up the opportunity for gain on the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing the premium if the option expires out of the money. Although the Clients have not typically sold uncovered put options, in the event they do sell such options, they will assume the risk of a decline in the market price of the underlying security below the exercise price of the option, which decline in market price may be substantial.
- Futures Contracts - Each Client may trade in futures contracts (and options on futures). Futures positions may be illiquid because, for example, most U.S. commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures contract prices on various commodities or financial instruments occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent a Client from promptly liquidating unfavorable positions and subject a Client to substantial losses. In addition, a Client may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or a regulator (such as the SEC or the U.S. Commodity Futures Trading Commission (the "CFTC")) may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. In addition, the CFTC and various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized

activities that may entail greater than ordinary investment or trading risks. Furthermore, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss.

- Counterparty Default - The stability and liquidity of financing agreements, swap transactions, forward transactions and other over-the-counter derivative transactions depend in large part on the creditworthiness of the parties to the transaction. The Clients monitor on an on-going basis the creditworthiness of firms with which it has such arrangements. If there is a default by the counterparty to such a transaction, the Clients will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Clients being less than if the Clients had not entered into the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. If one or more of a Client's counterparties were to become insolvent or the subject of insolvency proceedings in the United States (either under the Securities Investor Protection Act or the United States Bankruptcy Code), there exists the risk that the recovery of a Client's securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer. In addition, a Client may use counterparties located in jurisdictions outside the United States. Such local counterparties are subject to laws and regulations in non U.S. jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to a Client's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on a Client and its assets. Investors should assume that the insolvency of any counterparty would result in a loss to a Client, which could be material.
- Non-U.S. Investments - Investments in non-U.S. issuers (including non-U.S. governments) and investments denominated or whose prices are quoted in non-U.S. currencies pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include, expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of funds or other assets of the Clients, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding investments of non-U.S. issuers and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers. Transaction costs of investing in non-U.S. investment markets are generally higher than in the U.S. There is generally less government supervision and regulation of exchanges, brokers and issuers

than there is in the U.S. The Clients might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect Client performance.

- Investing in Asian and Australasian Securities -

- General Economic and Market Conditions - The success of the Clients' activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, and changes in law and regulation, trade barriers, currency exchange controls and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of the Clients' investments. Volatility or illiquidity could impair the Clients' profitability or result in losses. This volatility may be increased by the relatively shallow level of trading in certain Asian and Australasian markets, the relatively large impact of overseas funds moving in and out of Asian and Australasian markets, the relatively poor level of information disclosure by companies in certain markets in the region, the relative lack of stringency of regulations covering the corporate governance of listed companies and the relatively under-developed nature of regulations covering the trading of securities in many countries in the region. Additionally, the relatively high level of indebtedness of many Asian and Australasian countries and dependence on foreign borrowing also adds to the level of macroeconomic risk.

The economies of individual Asian and Australasian markets may differ favorably or unfavorably from the U.S. and Western European economies in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, the economies of Asian and Australasian markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade. The economies of certain of these countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

With respect to certain countries, there is the possibility of nationalization, expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds, limitations on the removal of funds or other assets of a Client, political changes, government regulation, social instability or diplomatic development (including war), any of which could affect adversely the economies of such countries or the value of a Client's investments in those countries.

Where a Client's assets are invested in narrowly-defined markets or sectors of a given economy, risk is increased by the inability to broadly diversify investments and by potentially adverse developments within those markets or sectors.

- Securities Markets - Securities markets in Asian and Australasian and other foreign countries may have substantially less volume of trading and are generally more volatile than securities markets in the U.S. In certain periods, there may be little liquidity in such markets. There is often less government regulation of stock exchanges, brokers and listed companies in Asian and Australasian countries than in the United States. Dealing and dealing-related costs, such as bid-offer spreads, commissions and price sensitivity to trading volume, in Asian and Australasian countries are generally higher as compared to such costs in highly developed markets. In addition, settlement of trades may be much slower and subject to higher failure rates than in U.S. markets.
- Natural Disasters - In the past, certain parts of Asia and Australasia have experienced earthquakes, tidal waves and other natural disasters varying in degrees of severity, causing significant loss of life and property damage and disruptions in Asian and Australasian markets and in global markets. The risks of such phenomena, and damage resulting therefrom, continue to exist.
- Issuer Factors and Other Credit Risks Related to Investing in Asia and Australasia - Historically, some Asian and Australasian issuers, particularly government agencies, have experienced substantial difficulties in servicing their external debt obligations and have restructured or rescheduled payments in respect thereof. In many cases, a Client may have limited legal recourse against a defaulting Asian or Australasian issuer and may, even if successful in obtaining legal redress, find enforcement difficult. In addition, in some cases, holders of debt securities, including the Clients, may be requested to extend additional monies to issuers and/or to agree to rescheduled and/or reduced payments. In such cases, other participants in the relevant obligations may be more directly involved in renegotiating the terms thereof and, accordingly, may have greater information than that which is available to the Clients and their advisors. The foregoing risks may be intensified in some Asian and Australasian countries where the debt and equity markets are often dominated by a small number of issuers; and, accordingly, the Clients may be exposed to high concentrations of credit risk vis-à-vis the issuers of some Asian and Australasian investments in which the Clients invest.
- Accounting and Ratings Factors Related to Investing in Asia and Australasia - Generally accepted international accounting standards are not necessarily followed by Asian and Australasian issuers, and financial reporting standards and practices, and the quality and reliability of official economic data and statistics, in some Asian and Australasian countries generally fall short of those followed in the United States and Western Europe. In addition, the transparency and adequacy of financial reporting and securities disclosure of issuers in the region generally falls below the standards of issuers in the United States and Western Europe. Therefore, less information, and less reliable information, generally will be available with

respect to some Asian and Australasian securities than is the case with respect to similar securities of issuers from the United States and Western Europe. Local rating services may exist in some Asian and Australasian countries where the Clients may invest, but their ratings may not be reliable because of these deficiencies in accounting and reporting practices.

- Tax and Other Legal Factors Related to Investing in Asia and Australasia. In the recent past, the tax systems of some Asian and Australasian countries have been marked by rapid change, which has sometimes occurred without warning and has been applied with retroactive effect. In these countries, a large national budget deficit often gives rise to an acute government need for tax revenues, while the condition of the economy has reduced the ability of potential taxpayers to meet their tax obligations. In some cases, there is widespread non-compliance with tax laws, insufficient personnel to deal with the problem and inconsistent enforcement of the laws by inexperienced tax inspectors. In addition, tax laws and regulations, which may historically not have been enforced or which have been interpreted in a particular manner, may sometimes as a result of new policy be suddenly enforced or interpreted in a new manner, or on a selective or arbitrary basis. In addition, the income, gains and gross sale or disposition proceeds of a Client may be subject to withholding taxes imposed by foreign governments.

Similarly, as a general matter, the nascent legal systems of some Asian and Australasian countries are undergoing rapid and radical changes, with the introduction of laws dealing with fields such as property, corporations, banking, securities, trade regulation and bankruptcy. In some cases, the legal framework remains in a state of flux and legal uncertainty continues to exist in many areas, in part, because significant legislative gaps remain and regulations necessary to implement legislation have not been adopted and, in part, because recently-adopted laws have not yet been interpreted or their interpretation is inconsistent. Reliance on oral administrative guidance from regulators and procedural inefficiencies hinder legal remedies in many areas, including bankruptcy and the enforcement of creditors' rights. There is also uncertainty about whether changes in the political environment may result in changes, including changes with retroactive effect, in the law. As a general matter, for a foreign investor, like the Clients, there is also uncertainty about the ability to protect and enforce contractual rights. There is little experience with commercial dispute resolution in some Asian and Australasian countries, and the panoply of procedural and remedial protections that exists in countries with long-established civil legal systems may not be available in the developing judiciaries of these countries. Majority equity shareholders of Asian and Australasian issuers have found their shareholder rights diluted, retracted or ignored in several instances, and they have not always succeeded in finding legal recourse. Further uncertainty for the Clients, as investors, exist because some of their investments may be made in Asian and Australasian investments of a sovereign or other public-sector issuer, and there is always uncertainty about the ability to enforce claims against governments and their agencies or instrumentalities or government enterprises. These uncertainties to

which the Clients are exposed in connection with their investments translate into risks to be considered by any prospective investor in the Clients.

Certain income and capital gains relating to the Clients' investment activities in Asian and Australasian countries may be subject to taxation in such countries. There is uncertainty as to the application of withholding taxes for such investment activities as well as the mechanism, process and procedures for making payments of such taxes for non-resident collective investment vehicles making investments in certain Asian and Australasian countries. In addition, currently, the tax rules and regulations prevailing in certain Asian and Australasian countries are, as a general matter, either new or under varying stages of review and revision, and there is considerable uncertainty as to whether new tax laws will be enacted and, if enacted, the scope and content of such laws. There can be no assurance that current taxes will not be increased or that additional sources of revenue or income, or other activities, will not be subject to new taxes, charges or similar fees in the future. Any such increase in taxes, charges or fees payable by the Clients may reduce the returns for investors in the Clients. Given the uncertainty in certain Asian and Australasian countries regarding the Funds' tax liabilities and the payment of such tax liabilities, such tax liabilities could, if material, in certain circumstances, result in a qualification of the Clients' audited financial statements. In addition, there is the possibility that future losses and tax expenses may have to be recognized in later periods, and thus such losses and expenses may not correspond to the accounting periods with the related gains. Moreover, changes to tax treaties (or their interpretation) between countries in which the Clients invest, and countries through which the Clients conduct their investment program, may have significant adverse effects on the Clients' ability to efficiently realize income or capital gains. Consequently, it is possible that the Clients may face unfavorable tax treatment resulting in an increase in the taxes payable by the Funds on their investments. Any such increase in taxes could reduce the investment returns that might otherwise be available to investors in the Clients.

Many of the laws that govern private and foreign investments, securities transactions and other contractual relationships in Asian and Australasian markets are new and largely untested. As a result, the Clients may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of the Asian and Australasian markets in which assets of the Clients will invest. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Clients and their operations. Furthermore, it may be difficult to obtain and enforce a judgment in a court outside of the United States.

Some Asian and Australasian countries have laws and regulations that currently preclude direct foreign investment in the securities of their companies or in

obligations of local issuers, whether in the public or private sector. However, indirect foreign investment in these countries may be permitted through investment funds or other vehicles which have been specifically authorized. If the Clients invest in such investment funds, the investors of the Clients will bear not only the expenses of the Clients, but also will indirectly bear similar expenses of the underlying investment funds.

In addition to the foregoing investment restrictions, prior governmental approval for foreign investments may be required under certain circumstances in some Asian and Australasian countries, and the extent of foreign investment in domestic companies may be subject to limitation in other Asian and Australasian countries. Moreover, the Clients may experience delays in Asian and Australasian countries when obtaining governmental licenses and approvals.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some Asian and Australasian countries. Investors in the Clients could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation, or by the imposition of withholding taxes by Asian and Australasian countries on interest or dividends paid on securities held by the Clients or on gains from the disposition of such securities.

- Foreign Exchange Controls in Asia - Governments in Asia may impose foreign exchange controls making it impossible to convert local currency into other currencies. These controls may effectively prevent capital from being removed from a country. In addition, certain Asian countries do not have fully convertible currencies. The imposition of currency controls by an Asian government may negatively impact performance and liquidity in the Clients as capital becomes trapped in that country.
- Risks of Event Driven Investing - Event driven investing requires the investment manager to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. For example, the adoption of new business strategies or completion of asset dispositions or debt reduction programs by a company may not be valued as highly by the market as the Investment Manager had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value and fail to implement it, resulting in losses to investors. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Clients of the security in respect of which such distribution was made. The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors, including: (i) opposition of the management or stockholders of the target company, which will often result in litigation to enjoin the proposed transaction; (ii) intervention of a federal or state regulatory agency; (iii) efforts by the target company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a



company other than the offeror; (iv) in the case of a merger, failure to obtain the necessary stockholder approvals; (v) market conditions resulting in material changes in securities prices; (vi) compliance with any applicable U.S. federal or state securities laws; and (vii) inability to obtain adequate financing. Because of the inherently speculative nature of event driven investing, the results of the Clients' operations may be expected to fluctuate from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results that may be expected in future periods.

- Investments in Undervalued Equity Securities - One of the objectives of the Clients is to invest in the equity securities of undervalued companies. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of risk and can result in substantial losses. In addition, the Clients may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Clients' funds would be committed to the securities purchased, thus possibly preventing the Clients from investing in other opportunities.
- Risks Associated with Debt Securities Generally. The Funds may invest in private and government debt securities and instruments. The Funds may invest in debt instruments that are unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions.
- Risks Associated with Investments in Distressed Securities. The Clients may invest in securities of companies that are experiencing significant financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such investments may result in significant returns to a Client, they involve a substantial degree of risk. Any one or all of the issuers of the securities in which a Client may invest may be unsuccessful or not show any return for a considerable period of time. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that the Investment Manager will correctly evaluate the value of the assets collateralizing a Client's investments in loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which a Client invests, the Client may lose its entire investment, may be required to accept cash or securities with a value less than the

Client's original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Client's investments may not compensate the investors of the Client adequately for the risks assumed.

Troubled company and other asset-based investments require active monitoring and may, at times, require participation in business strategy or reorganization proceedings by the Investment Manager. To the extent that the Investment Manager becomes involved in such proceedings, a Client may have a more active participation in the affairs of the issuer than that assumed generally by an investor. In addition, involvement by the Investment Manager in an issuer's reorganization proceedings could result in the imposition of restrictions limiting a Client's ability to liquidate their position in the issuer.

The Funds may invest in bonds or other fixed income securities, including, without limitation, "higher yielding" (and, therefore, higher risk) debt securities, when the Investment Manager believes that such securities offer opportunities for capital growth. Such securities may be below "investment grade" and face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower rated debt securities tend to reflect individual corporate developments to a greater extent than do higher rated securities, which react primarily to fluctuations in the general level of interest rates. It is likely that a major economic recession could have a materially adverse impact on the value of such securities. In addition, adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the value and liquidity of securities rated below investment grade.

- Risks Associated with Bankruptcy Cases. The Funds may invest in bankruptcy claims, which are amounts owed to creditors of companies that are debtors in pending bankruptcy cases. Bankruptcy claims typically are illiquid, generally do not pay interest and there can be no guarantee that the debtor will ever be able to satisfy the obligation on the bankruptcy claim. Because bankruptcy claims are frequently unsecured, holders of such claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy case.

Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Funds. Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such when they take over management and functional operating control of a debtor. In those cases where the Funds, by virtue of such action, are found to exercise "domination and control" of a debtor, the Funds may lose their priority if the debtor can demonstrate that its business was adversely impacted or other creditors and equity holders were harmed by the Funds.

Generally, the duration of a bankruptcy case can only be roughly estimated. Unless the Funds' claim in such case is secured by assets having a value in excess of such claim, no interest will be permitted to accrue and, therefore, the Funds' return on investment can be

adversely affected by the passage of time during which the plan of reorganization of the debtor is being negotiated, approved by the creditors, and confirmed by the bankruptcy court. The risk of delay is particularly acute when a creditor holds unsecured debt or when the collateral value underlying secured debt does not equal the amount of the secured claim. It should also be noted that reorganizations outside of bankruptcy are also subject to unpredictable and potentially lengthy delays.

The administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the debtor's estate prior to any return to creditors (other than out of assets or proceeds hereof, which are subject to valid and enforceable liens and other security interests) and equity holders. In addition, certain claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high.

The Investment Manager, on behalf of the Funds, may elect to serve on creditors' committees or other groups to ensure preservation or enhancement of the Funds' position as a creditor. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. If the Investment Manager concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Funds, it will resign from that committee or group, and the Funds may not realize the benefits, if any, of participation on the committee or group. In addition, and also as discussed above, if the Funds are represented on a committee or group, they may be restricted or prohibited under applicable law from disposing of their investments in such company while they continue to be represented on such committee or group.

The Funds may purchase creditor claims subsequent to the commencement of a bankruptcy case. Under judicial decisions, it is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser.

- Sovereign Debt - Sovereign debt instruments, which are debt obligations issued or guaranteed by a governmental entity, are subject to the risk that the governmental entity may delay or fail to pay interest or repay principal on debt that it has issued or guaranteed, due to, for example, cash flow problems, insufficient foreign currency reserves, political considerations, relationships with other lenders such as commercial banks, the relative size of the governmental entity's debt position in relation to the economy or the failure to put in place economic reforms required by the International Monetary Fund or other multilateral agencies. If a governmental entity defaults, it may ask for more time to pay or for further loans, or it may ask for forgiveness of interest or principal on its existing debt. Furthermore, a governmental entity may be unwilling to renegotiate the terms of its sovereign debt. There may be no established legal process for bondholders (such as the Funds) to enforce their rights against a governmental entity that does not fulfill its obligations, nor are there bankruptcy proceedings through which all or part of the sovereign debt that a governmental entity has not may be collected.

- Effect of the Socially Responsible Investment Principles (Owl Creek SRI Only) - To the extent a Fund's socially responsible investment principles prevents the Fund from making an investment it otherwise would have made or requires the Fund to divest an investment, the Fund may earn less profit than it otherwise would have earned had it not been for such prohibition.
- Investment Company Restrictions - The Sub-Accounts are comprised of assets of investment companies registered under the Company Act. The Company Act and other applicable laws and regulations (e.g., Subchapter M of the Internal Revenue Code) may impose limitations or restrictions on the investment activities of the Sub-Accounts or the RICs of which they are part of. For example, the Sub-Accounts are subject to concentration and liquidity limitations that may not otherwise apply to the Funds. As such, the performance and holdings of the Sub-Accounts and Funds will vary. In addition, Owl Creek may be required to make investment decisions in respect of the Sub-Accounts due to legal, regulatory or tax considerations applicable to the Sub-Accounts which may cause them to experience investment losses (e.g., the Sub-Accounts may be forced to sell positions to bring them in line with legal or regulatory requirements). In addition, pursuant to leverage requirements under the Company Act, the size of total positions in forwards, futures, swaps, short sales, options, and futures are limited by the amount of assets available for segregation. Investment Company Act Rules relating to transactions with affiliates may restrict certain Sub-Accounts from making certain investments and restrict the ability of the Firm to use certain affiliated brokers on behalf of certain Sub-Accounts. Investors in the underlying RIC should also refer the risk factors outlined in the RIC's prospectus.
- Identity of Beneficial Ownership and Withholding on Certain Payments (Offshore Funds only) - In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the Offshore Funds and the Master Funds generally will be required to register with the Service by December 31, 2014, and agree to identify certain direct and indirect U.S. account holders (including debtholders and equityholders). The Cayman Islands have signed a Model 1B (non-reciprocal) inter-governmental agreement with the United States (the "US IGA") to give effect to the foregoing withholding and reporting rules. Although the US IGA has been signed, it will still need to be brought into force in the Cayman Islands and enabling legislation in the Cayman Islands will need to be enacted to give effect to the terms of the US IGA under Cayman Islands law. If the US IGA is applicable to the Offshore Funds and the Master Funds, so long as the Offshore Funds and the Master Funds comply with the US IGA and the enabling legislation, they will not be subject to the related U.S. withholding tax. A non-U.S. investor in the Offshore Funds will generally be required to provide to such Fund information which identifies its direct and indirect U.S. ownership. Under the US IGA, any such information provided to the Fund will be shared with the Cayman Islands Tax Information Authority or its delegate (the "Cayman TIA"), unless such U.S. ownership is exempt from the reporting and withholding rules. The Cayman TIA will exchange the information reported to it with the Service annually on an automatic basis. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the IRC will generally be required

to register with the Service by June 30, 2014 (or such later date applicable to certain entities located in jurisdictions with Model 1 inter-governmental agreements), and agree to identify certain of its own direct and indirect U.S. account holders (including debtholders and equityholders). A non-U.S. investor who fails to provide such information to the Fund or register and agree to identify such account holders (as applicable) may be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund, and the Board of Directors may take any action in relation to an investor's shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or comply with such requirements gave rise to the withholding.

Non-U.S. shareholders may also be required to make certain certifications to the Fund as to the beneficial ownership of the shares and the non-U.S. status of such beneficial owner, in order to be exempt from U.S. information reporting and backup withholding on a redemption of shares.

Shareholders should consult their own tax advisers regarding the possible implications of these rules on their investments in the Funds.

## **Item 9 - Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Owl Creek's advisory business or the integrity of Owl Creek's management.

## **Item 10 - Other Financial Industry Activities and Affiliations**

Owl Creek and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

As indicated above, the General Partner serves as the general partner to the U.S. Funds. Each of the Investment Manager and General Partner is registered as a commodity pool operator. The Investment Manager is also registered as a commodity trading advisor.

The General Partner is associated with Owl Creek and provides investment advisory services to each U.S. Fund and Master Fund. The General Partner is not separately registered as an investment adviser with the SEC, but instead relies on Owl Creek's registration with the SEC in not registering in accordance with the American Bar Association, Business Law Division (Jan. 18, 2012) no-action letter. The General Partner will comply, in all respects, with SEC rules that apply to registered advisers.

Owl Creek has a sub-advisory relationship with the following affiliated entity:

- Owl Creek Hong Kong Limited ("Owl Creek Hong Kong") – Owl Creek Hong Kong was formed in October 2007, and commenced operations in February 2008. Owl Creek Hong Kong has been registered with the Hong Kong Securities and Futures Commission since May 2011. Owl Creek Hong Kong's registration entitles it to engage in Type 9 (Asset Management) regulated activity.

Owl Creek Hong Kong is associated with Owl Creek and provide investment advisory services to each U.S. Fund and Master Fund. Owl Creek Hong Kong is not separately registered as an investment adviser with the SEC, but instead relies on Owl Creek's registration with the SEC in not registering in accordance with the American Bar Association, Business Law Division (Jan. 18, 2012) no-action letter. Owl Creek Hong Kong will comply, in all respects, with SEC rules that apply to registered advisers.

## **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Owl Creek and its personnel do not purchase or sell any securities for their own accounts from or to Clients. However, subject to applicable laws as well as each Fund's respective investment guidelines and restrictions, Owl Creek may effect internal cross transactions between the Funds for the purpose of rebalancing the portfolios of such Funds (certain Funds may be deemed to be principal accounts under applicable SEC guidance). Such transactions may be effected by direct purchases and sales of securities (and other instruments) by/from one Fund from/to another Fund or by increasing or decreasing a Fund's participation in securities that are held through special purpose vehicles in which two or more of the Funds are members. Owl Creek effects these transactions at a predetermined time, generally after the close of the market on the last business day of each month, pursuant to a formula that will result in each Fund holding substantially similar securities relative to each Fund's respective net asset value. With respect to publicly traded securities, Owl Creek effects these transactions based on the then current independent market price and consistent with valuation procedures established by Owl Creek. With respect to bank debt and similar securities held through special purpose vehicles, Owl Creek adjusts ownership participation through relative participating percentages. Neither Owl Creek nor any related party receives any compensation in connection with these rebalancing transactions. These cross transactions generally will be made without brokerage commissions being charged. A majority of securities owned by the Funds are currently being rebalanced. There may be a percentage of investments that Owl Creek does not rebalance due to, among other things, regulatory, business or tax considerations. Owl Creek may also effect cross transactions for non-rebalancing purposes in accordance with applicable law and the policies set forth herein.

The Sub-Accounts will generally not engage in any internal cross transactions with other Owl Creek Clients (including other Sub Accounts).

By executing a partnership agreement, each limited partner of a U.S. Fund has authorized the General Partner, on behalf of such limited partner, to select one or more persons, who will not be affiliated with the General Partner, to serve on a committee or as an independent representative, the purpose of which will be to consider and, on behalf of the limited partners, approve or disapprove, to the extent required by applicable law, principal transactions and certain other related party transactions. The General Partner has appointed the independent directors of the Offshore Funds to do so for the U.S. Funds. Such independent directors also act on behalf of the shareholders of the Offshore Funds for the same purpose. In no event, however, shall any such transaction be entered into unless it complies with applicable law.

In addition, the Flagship Funds have invested a portion of their assets in the Asia Funds and the Credit Funds. Such investments are not subject to Management Fees, Incentive Compensation or redemption fees.

A principal or employee of Owl Creek or a related person may, from time to time, serve as a director with respect to companies, the securities of which are purchased on behalf of the Clients. In the event Owl Creek or a related person (i) obtains material non-public information in such capacity with respect to any such company or (ii) is subject to trading restrictions pursuant to the internal policies of Owl Creek, Owl Creek may be prohibited from engaging in transactions with respect to the securities or instruments of such company, which prohibition may have an adverse effect on the Clients.

#### Additional Considerations

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of Owl Creek, its affiliates and its personnel (each an “Advisory Affiliate” and, collectively, the “Advisory Affiliates”). Owl Creek has established policies and procedures to monitor and resolve conflicts and will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

In addition, Owl Creek may give advice or take action with respect to the investments of one or more Clients that may not be given or taken with respect to other Clients with similar investment programs, objectives, and strategies. Accordingly, although the Clients have similar strategies, they may not hold the same securities or instruments or achieve the same performance. These activities also may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Clients.

The Advisory Affiliates may also have ongoing relationships with companies whose securities are in or are being considered for the Clients. Owl Creek recognizes that conflicts may arise under such circumstances and will endeavor to treat all Clients fairly and equitably.

#### Code of Ethics

Owl Creek strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. In seeking to meet these standards, Owl Creek has adopted a Code of Ethics (the “Code”). The Code incorporates the following general principles that all employees are expected to uphold: employees must at all times place the interests of clients first; all personal securities transactions must be conducted in a manner consistent with the Code and any actual or potential conflicts of interest or any abuse of an employee’s position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their positions; information concerning the identity of securities and financial circumstances of the Clients, including the Clients’ investors, must be kept confidential; and independence in the investment decision-making process must be maintained at all times.

The Code also places restrictions on personal trades by employees, including that they disclose their personal securities holdings and transactions to Owl Creek on a periodic basis. Owl Creek generally prohibits purchases or short-selling by employees of individual securities or purchases of IPOs. However, employees may be permitted to sell securities held in their personal accounts,

purchase securities to cover short positions held in their personal accounts, and engage in certain other transactions, in each case, with appropriate prior written approval. Employees are permitted to purchase and sell uncovered securities (including index funds, treasury securities and certain exchange-traded funds). Some clients may invest in the same or similar instruments. The Code includes restrictions designed to supervise the giving or receiving of gifts and entertainment, and employees' outside business activities. The Code also includes restrictions on certain political contributions and related solicitation activities.

*Investors may request a copy of the Code by contacting Owl Creek at the address or telephone number listed on the first page of this document.*

The Jeffrey A. Altman Foundation, Inc.

The Jeffrey A. Altman Foundation, Inc. (the "Foundation"), a charitable foundation managed by Jeffrey Altman, may purchase or sell the same securities as the Clients; however, Owl Creek has established a policy, as reflected in the Compliance Manual, whereby investment opportunities are generally first allocated to the Clients. Owl Creek may occasionally also place trades on behalf of the Foundation. Accordingly, the Foundation may be deemed to be a client of Owl Creek. However, neither Mr. Altman nor Owl Creek receive any compensation in respect of the Foundation and Owl Creek does not provide investment recommendations to the Foundation.

Owl Creek also maintains insider trading policies and procedures (the "Insider Trading Policies") that are designed to prevent the misuse of material, non-public information. Owl Creek's personnel are required to certify to their compliance with the Code, including the Insider Trading Policies, on a periodic basis.

Restrictions Due to Insider Information

Owl Creek's Insider Trading Policies prohibit Owl Creek and its personnel from trading for the Clients or themselves, or recommend trading, in securities of a company while in possession of material, non-public information ("Inside Information") about the company, and from disclosing such information to any person not entitled to receive it. By reason of its various activities, Owl Creek may have access to Inside Information or be restricted from effecting transactions in certain investments that might otherwise have been initiated. Owl Creek has designed and implemented policies and procedures reasonably designed to shield its investment professionals in most cases from access to Inside Information so that investment decisions may be made on the basis of public information only. Among other things, such policies seek to control and monitor the flow of Inside Information to and within Owl Creek, as well as prevent trading based on Inside Information. Accordingly, Owl Creek may not have access to Inside Information that other market participants or counterparties are eligible to receive.

Notwithstanding such policies and procedures, there may be certain cases where Owl Creek either may receive Inside Information due to its various activities on behalf of itself or the Clients or may be restricted in acting for the Clients, resulting in limited liquidity or using such information for the benefit of certain clients in specific securities. Owl Creek seeks to minimize those cases whenever possible, consistent with applicable law and its Insider Trading Policies, but there can be no assurance that such efforts will be successful and that such restrictions will not occur.



## **Item 12 – Brokerage Practices**

In selecting and approving brokers to effect portfolio transactions for the Clients, the factors Owl Creek considers include, but are not limited to: quality of execution, reputation, financial strength, stability, block trading and block positioning capabilities, willingness to execute difficult transactions, willingness and ability to commit capital, access to underwritten offerings and secondary markets, ongoing reliability and financial responsibility, overall costs of a trade, nature of the security and the available market makers, desired timing of the transaction and size of the trade, confidentiality of trading activity, market intelligence regarding trading activity, idea generation, conferences, the receipt of brokerage or research services, and the brokers' facilities. Owl Creek need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Accordingly, if Owl Creek determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker, the Clients may pay commissions to such broker in an amount greater than the amount another broker might charge.

### Soft Dollar Usage

Owl Creek intends that the use of commissions or "soft dollars" to pay for "research" or "brokerage" products or services will come within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended.

Generally, eligible research and brokerage products and services provided by broker-dealers may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, market data, market research related to securities (including pre-trade and post-trade analytics, software and other products that depend on market information to generate market research, including research on optimal execution venues and trading strategies) and other products and services providing lawful and appropriate assistance to Owl Creek in the performance of its investment decision-making responsibilities. Eligible brokerage products and services under Section 28(e) also may include communication systems related to the execution, clearing and settlement of securities transactions (i.e., connectivity services to broker-dealers and other relevant parties such as custodians, including dedicated lines and message services used to transmit orders), trading software used to route orders to market centers and software used to transmit orders. Consistent with Section 28(e), Owl Creek will make a good faith determination that client commissions paid to a broker are reasonable in relation to the value of the products or services provided by such broker.

Also, consistent with Section 28(e), research and brokerage products or services obtained with "soft dollars" generated by one or more Clients may be used by Owl Creek to service one or more other Clients, including Clients that may not have paid for the soft dollar benefits. Owl Creek does not seek to allocate soft dollar benefits to Clients in proportion to the soft dollar credits the Clients generate. Where a product or service obtained with soft dollars provides both research and non-research assistance to Owl Creek (i.e., "a "mixed use" item), Owl Creek will make a reasonable allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of Owl Creek's allocation of the costs of such benefits and services between those that primarily benefit Owl Creek and those that primarily benefit the Clients. Historically, such "mixed use" allocation of soft dollars was applied in respect of the

EZE order management system and Bloomberg information services. The portion of these services that was utilized for non-research or brokerage within Section 28(e) (e.g., compliance, operational and accounting functions) was borne by Owl Creek, and not the Clients. Although at present the firm does not pay for any mixed use items, the Firm may elect to do so again in the future. In such case, the portion utilized for non-research or brokerage services will be borne by the Firm.

When Owl Creek uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, Owl Creek receives a benefit because it does not have to produce or pay for such products or services. Owl Creek may consider its receipt of such research or other products or services, as well as other factors, in determining what broker-dealer to select or recommend.

All proposed soft dollar research agreements must be approved by the Compliance Officer, General Counsel, the Chief Operating Officer or the firm's Brokerage Committee. Certain designated Owl Creek employees, subject to oversight from the Compliance Officer, General Counsel, and the Chief Operating Officer, and/or the Brokerage Committee, in the case of commission sharing arrangements ("CSAs"), review soft dollar products and services periodically to: (1) determine compliance with Section 28(e); (2) confirm soft dollar balances; (3) ensure soft dollar bills are appropriately paid and; (4) as applicable, conduct a mixed-use analysis. The firm's Brokerage Committee periodically reviews the Firm's overall soft dollar activities. Owl Creek intends to maintain reasonable documentary evidence to substantiate its soft dollar compliance processes.

CSAs are a form of soft dollar arrangement which allow the use of all or a portion of commissions from an executing broker to a third party who has supplied execution services and/or research to an investment manager. The firm participates in CSAs to pay for research in a manner intended to come within the Section 28(e) safe harbor. Such arrangements are reviewed and approved by the Brokerage Committee periodically as described above.

At least annually, Owl Creek considers the amount and nature of research and research services provided by broker-dealers, as well as the extent to which such services are relied upon, and attempts to allocate a portion of the brokerage business of its clients on the basis of that consideration. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can (and often does) exceed the suggested level, because transactions are allocated on the basis of all of the considerations described above. In no case will Owl Creek make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products or services. The soft dollar disclosures in this section are a concise description of the procedures followed by Owl Creek in determining how to direct Client transactions to a particular broker-dealer in return for soft dollar benefits received.

#### Additional Brokerage Considerations

From time to time, brokers (including prime brokers such as Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Clearing Corp., and Morgan Stanley & Co.) may assist the Funds in raising additional funds from investors, and representatives of Owl Creek may speak at conferences and programs sponsored by such brokers for investors interested in investing in hedge funds. Through such "capital introduction" events, prospective investors in the Funds would have the opportunity to meet with representatives of Owl Creek. Currently, neither Owl Creek nor the Clients compensate any broker for organizing such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the future. Clients may accept subscriptions from investors who also provide services to the Clients, including brokers and their affiliates. Relationships such as these could be viewed as creating a conflict of interest that potentially could affect Owl Creek's ability to seek best execution. While our relationship with brokers may influence Owl Creek in deciding whether to use such broker in connection with brokerage, financing and other activities of the Clients, Owl Creek will not commit to allocate a particular amount of brokerage to a broker in any such situation. Furthermore, Owl Creek conducts periodic best execution reviews in an effort to identify and mitigate compliance risks associated with brokerage relationships, and to determine that Owl Creek is obtaining best execution for clients' accounts.

#### Trade Allocation and Aggregation Policies and Procedures

Owl Creek will generally execute transactions for the Accounts (as defined below) the firm manages on an aggregated basis when Owl Creek believes that to do so will allow it to seek best execution and to negotiate more favorable commission rates or other transaction costs that might have otherwise been paid had such orders been placed independently. Instances in which client orders will not be aggregated include, but are not limited to, the following:

- Clients directing Owl Creek to use certain broker/dealers, in which case such orders shall be separately effected;
- Traders and/or portfolio managers determining that the aggregation is not appropriate because of market conditions;
- Situations where portfolio managers must effect the transactions at different prices, making aggregation unfeasible;
- Legal and regulatory restrictions or limitations applicable to the Sub-Accounts under applicable policies or the Company Act (e.g., restrictions on the use of affiliated broker-dealers); and
- A determination by the portfolio managers not to aggregate orders because of tax, legal, regulatory or administrative reasons.

When aggregating orders, all Clients will be treated in a fair and equitable manner. Owl Creek will not aggregate orders unless aggregation is consistent with its duty to obtain best execution. Each Account that participates in an aggregated order will participate equitably, with transaction costs shared *pro rata* based on each Account's participation in the transaction. It is the policy of Owl Creek to allocate investment opportunities for the Clients fairly and equitably, to the extent possible, over a period of time. Owl Creek, however, will have no obligation to purchase, sell or exchange any security or financial instrument for one Client which Owl Creek may purchase, sell or exchange for another Client if Owl Creek believes in good faith at the time the investment

decision is made that such transaction or investment would be unsuitable, impractical or undesirable for a particular Client.

Participation in specific investment opportunities may be appropriate for one or more Clients (collectively "Accounts"). Participation in such opportunities will be allocated on a fair and equitable basis, taking into account such factors as the relative amounts of capital available for new investments, (investor) eligibility, regulatory and legal requirements, tax considerations, investment guidelines, and the investment programs and portfolio positions of the Accounts for which participation is appropriate, among other relevant factors. Orders may be combined for all such Accounts, and if any order is not filled at the same price, they may be allocated on an average price basis. Similarly, if an order on behalf of more than one Account cannot be fully executed under prevailing market conditions (e.g., partial fills), the order may be allocated among the different Accounts on a basis which Owl Creek considers fair and equitable. Although the Accounts may pursue investment objectives that are similar, the portfolios of the Accounts may differ as a result of purchases and withdrawals being made at different times and in different amounts, inflows and outflows of capital, as well as because of different tax and regulatory considerations, including Company Act restrictions. Owl Creek may give advice and recommend securities to certain Accounts which may differ from advice given to, or securities recommended or bought for, other Accounts. It is possible, for example, that a particular Account may have a long position in (or be a buyer of) a security in which one or more of the other Accounts have a short position (or are sellers).

In accordance with their applicable investment guidelines, the Sub-Accounts will generally not participate in allocations of securities offerings such as IPO's and secondary offerings.

#### Trade Errors

Pursuant to the exculpation and indemnification provisions in the management agreements, Owl Creek, the General Partner or their respective affiliates or personnel will generally not be liable to the Funds for any error of judgment or for any action or inaction, absent willful misconduct, gross negligence or bad faith, and the Funds will generally be required to indemnify such persons against any losses they may incur by reason of any error of judgment, or any act or omission related to the Funds, absent willful misconduct, gross negligence or bad faith. As a result of these provisions, the Funds (and not Owl Creek, the General Partner or their respective affiliates or personnel) will be responsible for any losses resulting from trading errors and similar human errors, absent gross negligence, willful misconduct or bad faith. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements. Given the large volume of transactions executed by Owl Creek on behalf of the Funds, investors should assume that trading errors (and similar errors) will occur and that the Funds will be responsible for any resulting losses, even if such losses result from the negligence (but not gross negligence) of Owl Creek's personnel. Gains caused by trade errors (or similar errors) will be credited to the affected Funds.

Each Sub-Account is subject to its own trade error policy, which generally provide that the Sub-Accounts will received the benefit of any trade errors, but generally will not be responsible for losses resulting from trade errors.

### **Item 13 - Review of Accounts**

Owl Creek performs various daily, weekly, monthly, quarterly and periodic reviews of the Clients' portfolios. Such reviews are conducted by the portfolio managers, assistant portfolio managers, senior analysts, senior traders, operations and accounting, legal and compliance teams and the Chief Operating Officer.

Investors in the Funds receive a periodic written letter from Owl Creek documenting the performance of the Fund(s) in which they invest. Owl Creek may provide certain investors with information on a more frequent basis if agreed to by Owl Creek. In addition, Owl Creek issues investors written audited financial statements at least annually for the Funds in which they invest, generally within 90 days (but no later than the 120 days prescribed by the Custody Rule) after the end of period to which the audit relates. Owl Creek also issues investors in the U.S. Funds tax reports with respect to their investments in the relevant Funds. Owl Creek provides the advisor to each Sub-Account with periodic reporting as required pursuant to its sub-advisory agreements with such advisor and the policies and procedures applicable to such Sub-Accounts.

### **Item 14 - Client Referrals and Other Compensation**

There are no sales charges payable to Owl Creek in connection with the offering of interests and shares in the Funds or in respect of the Sub-Accounts. Owl Creek has entered, and may again in the future enter, into agreements with placement agents in connection with the solicitation of investors in the Funds and such agreements may provide for payment to the relevant placement agent of a portion of the subscription amount by investors or ongoing payments to the relevant placement agent based upon a percentage of the Management Fee or Incentive Compensation attributable to the investments introduced by such placement agent. At present, only Owl Creek Asia Overseas, Owl Creek II and Owl Creek Overseas have entered into arrangements with placement agents. Unless otherwise expressly disclosed to an investor, any fees paid to placement agents that are paid by a Fund will offset the Management Fee or Incentive Compensation otherwise payable or allocable to Owl Creek. If a subscriber is introduced to the Funds through a placement agent, the arrangement, if any, with such placement agent will be disclosed to, and acknowledged by, the subscriber.

### **Item 15 - Custody**

Owl Creek is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year. Custody of the Sub-Accounts' assets is maintained by a qualified custodian in accordance with the Company Act.

### **Item 16 - Investment Discretion**

As noted previously, Owl Creek has full discretionary authority to manage the Clients, including authority to make decisions with respect to which securities are bought and sold, the amount and

price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Owl Creek's authority is limited by its own internal policies and procedures and each Client's investment guidelines.

## **Item 17 - Voting Client Securities**

### Proxy Voting Policies and Procedures

The SEC adopted Rule 206(4)-6 under the Advisers Act, which requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. In compliance with such rules, Owl Creek has adopted proxy voting policies and procedures (the "Proxy Policies"). The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of the Clients, as determined by Owl Creek in its discretion, taking into account the following factors: (i) the impact on the value of the investments; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; and (iv) industry and business practices. In limited circumstances, Owl Creek may abstain or affirmatively decide not to vote a proxy where Owl Creek believes it is in the best interest of the Clients, considering such factors as costs and legal restrictions. When applicable, Owl Creek will generally refrain from moving securities out of margin accounts for the express purpose of ensuring the ability to vote, unless Owl Creek determines that it would be in the best interests of the Clients to do so. Not actively segregating securities could potentially result in a loss of the ability to vote shares, if they are re-hypothecated or otherwise unregistered to vote as of record date. The Clients generally do not have the ability to direct voting for a particular situation. Owl Creek's Proxy Policies include procedures to identify and address conflicts or potential conflicts that could arise between Owl Creek's own interests and those of the Clients. In the event that a material conflict of interest is found between Owl Creek and the Clients in voting proxies, Owl Creek will follow requirements in its Proxy Policies to ensure the proxy is voted in the best interests of the Clients. Owl Creek utilizes Glass, Lewis & Co. to assist in the coordination, voting, and record-keeping of proxies. Notwithstanding the foregoing, Owl Creek may not have authority to vote proxies in respect of certain Sub-Accounts or may be explicitly instructed by the advisors to the applicable Sub-Account's RIC not to vote proxies in respect of such Sub-Account. In such cases, the advisors to such RICs will retain proxy voting authority and responsibility (Owl Creek will not be responsible for providing proxy materials in such cases), but Owl Creek may consult with the advisors to such accounts if it elects to do so. Owl Creek may also assist advisors with any questions they may have on specific voting matters, if requested.

*Investors may request a copy of the Proxy Policies and the proxy voting record by contacting Owl Creek at the address or telephone number listed on the first page of this document.*

### Class Action Lawsuits

From time to time, Owl Creek may receive notices or initiate claims regarding class action lawsuits involving securities that are or were held by the Clients. Owl Creek reserves the right to serve as the lead plaintiff in class action matters. Owl Creek may refrain from submitting proofs of claim where it believes that either the recovery amounts are likely to be negligible or it cannot be assured of confidential treatment of the data submitted in connection with the proof of claim.

## **Item 18 - Financial Information**

Owl Creek is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.