

# American Securities Opportunities Management, LLC

## Part 2A of Form ADV The Brochure

299 Park Avenue, 33<sup>rd</sup> Floor  
New York, New York 10171  
1-212-476-8000

March 31, 2014

This brochure provides information about the qualifications and business practices of American Securities Opportunities Management, LLC. If you have any questions about the contents of this brochure, please contact us at 1-212-476-8000. 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. Registration with the SEC as an investment adviser does not imply any certain level of skill or training.

Additional information about American Securities Opportunities Management, LLC is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since the filing of the most recent version of this brochure with the SEC by American Securities Opportunities Management, LLC (“ASOM” or the “Company”), there have been no material changes to this brochure.

### Item 3 – Table of Contents

Material Changes .....	2
Table of Contents .....	3
Advisory Business.....	4
Fees and Compensation.....	4
Performance Based Fees and Side-by-Side Management.....	6
Types of Clients.....	6
Methods of Analysis, Investment Strategies and Risk of Loss .....	7
Disciplinary Information.....	11
Other Financial Industry Activities and Affiliations .....	11
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	12
Brokerage Practices.....	14
Review of Accounts.....	16
Client Referrals and Other Compensation .....	16
Custody .....	17
Investment Discretion .....	17
Voting Client Securities.....	17
Financial Information .....	18
Requirements for State-Registered Advisers.....	18

## Item 4 – Advisory Business

ASOM, a Delaware limited liability company, serves as an investment manager to related private investment vehicles (the “ASOM Funds”) organized primarily to invest in a broad range of stressed and distressed securities, securities trading at stressed or distressed valuations and securities of companies which are distressed or undergoing operational, financial or other stress, which offer an attractive risk adjusted rate of return. The ASOM Funds may invest in debt or equity securities that ASOM believes are trading at significant discounts to their intrinsic values. As of the date hereof, the ASOM Funds had \$786,258,427 in aggregate capital commitments and assets managed on a discretionary basis by ASOM.<sup>1</sup>

American Securities Opportunities Advisors, LLC (“ASOA”) the predecessor to ASOM, was founded in 2006 by Anthony Grillo and American Securities LLC (“American Securities”), an investment manager to private investment vehicles that specializes in private equity and related investments. ASOM is a wholly-owned subsidiary of American Securities. The principal owner of American Securities is Michael G. Fisch, either directly or through his affiliates.

Investment advice is provided directly to each ASOM Fund and not individually to the limited partners or investors in the ASOM Funds. The Company has discretion to commit the ASOM Funds to invest in a variety of investment instruments consistent with the respective investment programs of each ASOM Fund. ASOM provides, either directly or through its related entities, investment advice to the ASOM Funds regarding debt and equity securities and other assets with a range of liquidity profiles. The ASOM Funds may make controlling or non-controlling investments. For non-controlling investments ASOM’s investment professionals nevertheless may work with an issuer’s management. The terms by which ASOM provides investment advice to the ASOM Funds are described in each ASOM Fund’s governing documents, which may include a confidential offering memorandum, an investment management agreement, and a limited partnership agreement, among other things.

ASOM does not manage any assets on a non-discretionary basis or participate in any wrap fee programs.

## Item 5 – Fees and Compensation

### Management Fees and Carried Interest:

As described in each ASOM Fund’s confidential offering materials, ASOM or an affiliate receives a management fee and, as described more thoroughly in Item 6, general partner entities affiliated with ASOM may receive a performance-based carried interest. ASOM charges management fees which are paid semi-annually, partially in arrears and partially in advance. The management fees equal 1.5% of the invested capital for the life of the ASOM Fund; however, for American Securities Opportunities Fund II, L.P. and American Securities Opportunities Fund II(B), L.P., ASOM’s management fees

---

<sup>1</sup> Such amount has been calculated using the same methodology for computing “regulatory assets under management” required for Item 5.F in Part 1A of this Form ADV, and includes the current market value of the ASOM Funds’ assets and the amount of any uncalled commitments.

equal up to 1.5% of invested capital for aggregate capital commitments during a commitment period subject to certain limitations and adjustments as set forth in the limited partnership agreement for the applicable ASOM Fund, and 1.5% of invested capital after the commitment period for the remaining life of the ASOM Fund. The governing documents for the ASOM Funds do not provide for any refunds for management fees paid in advance. ASOM deducts management fees from the account of each ASOM Fund.

The management fee and carried interest may be waived or reduced at the discretion of ASOM or its affiliates. As described in each of the ASOM Fund's governing documents, the general partner of each ASOM Fund, which is an affiliate of ASOM, may admit certain investors who receive terms that are more favorable than those offered to other investors, including, among other things, reduced or eliminated carried interest and management fees. Please see Item 7 for more information regarding the vehicles through which these investors subscribe to the ASOM Funds.

### **Additional Fees and Expenses:**

In addition to management fees, carried interest payments and other fees described above, investors will bear indirectly the fees and expenses charged to each ASOM Fund. Those fees and expenses will vary, but typically will include organizational costs, fees paid to financial advisors of an ASOM Fund, legal, auditing, consulting and accounting expenses (including expenses associated with the preparation of partnership financial statements, tax returns and K-1s), expenses of the investment committee and the ASOM Fund's board of advisors and annual investor meetings (at which some non-investors may be in attendance and whose meal expenses are paid by the ASOM Funds), insurance and other expenses associated with the acquisition, holding and disposition of its investments, maintenance and/or management of the ASOM Fund, all third-party expenses in connection with transactions (whether consummated or not) and extraordinary expenses (such as indemnification and litigation expenses). Other expenses associated with the offering of the ASOM Funds and sale of their interests such as commissions and fees of placement agents or finders will be borne by ASOM or its related entities from its own resources, as further described in the governing documents of the respective ASOM Fund. More detailed information about the fees and expenses borne by the ASOM Funds are included in each ASOM Fund's confidential offering materials.

In some cases, expenses might be attributable to more than one ASOM Fund, or to ASOM or an affiliate and one or more ASOM Funds. In such cases, ASOM and its affiliates will apply an expense allocation methodology that is believed to be fair to affected ASOM Funds and consistent with the ASOM Funds' confidential offering materials and limited partnership agreements. ASOM and its affiliates may experience a conflict of interest when determining and applying an allocation methodology.

ASOM or its affiliates may also earn monitoring fees and other compensation from issuers in which the ASOM Funds invest, transaction counterparties and others. ASOM or its affiliates may also earn fees in connection with unconsummated transactions. ASOM or its employees may receive compensation and expense reimbursement for serving on an issuer's board of directors. See Item 14 for more information regarding conflicts relating to such director fees and reimbursement.

Investors admitted to an ASOM Fund after an initial closing may be required to pay fees and expenses retroactively, as described in each ASOM Fund's confidential offering materials.

See Item 12 for more information regarding the payment of brokerage fees.

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

In addition to the management fees described in Item 5, general partner entities affiliated with ASOM may receive a performance-based carried interest. Carried interest generally equals a specified percentage of realized fund profits net of all expenses and is subject to preferred return and catch-up provisions described in each ASOM Fund’s confidential offering materials. Carried interest distributions from the ASOM Funds may create an incentive for ASOM or an affiliate to make more speculative decisions regarding the purchase, management or sale of an ASOM Fund’s assets. ASOM seeks to mitigate this potential conflict of interest by more closely aligning the economic interests of the Company and its senior employees with those ASOM Funds investors through “clawback” provisions in the partnership agreements governing the ASOM Funds. As described in the confidential offering materials and the partnership agreements governing the ASOM Funds, carried interest will be paid to the general partners of the ASOM Funds when making distributions to investors to which a performance-based allocation relates.

All performance compensation will be charged in accordance with Section 205 of the Investment Advisers Act of 1940, as amended, and Rule 205-3 thereunder.

To the extent set forth in the limited partnership agreements governing each of the ASOM Funds, ASOM may establish at its discretion one or more co-investment vehicles to invest alongside an ASOM Fund in one or more investments. Co-investment vehicles generally are required to purchase and sell investment opportunities at substantially the same time and same terms as the applicable ASOM Fund that is invested in such opportunity. ASOM does not consider co-investment vehicles to be clients. Historically, neither ASOM nor its predecessor ASOF have established co-investment vehicles and therefore ASOM has not historically charged management fees or carried interest relating to such vehicles. For more information on conflicts of interest relating to co-investment vehicles and ASOM’s management of these conflicts of interest, please see Items 11 and 12.

## **Item 7 – Types of Clients**

The Company provides investment advice to private investment vehicles, which are structured as U.S. limited partnerships or limited liability companies, all of which are pooled investment vehicles that are exempt from the requirement to register as an investment company under Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940.

In order to facilitate investment by foreign and certain other investors, the general partner of an ASOM Fund may create one or more parallel investment entities (“Parallel Investment Vehicles”). Such Parallel Investment Vehicles will invest and divest side-by-side with the respective parallel partnership vehicle at the same time and on the same general terms, will share in each portfolio investment pro rata in proportion to their commitments and similarly will share any related investment expenses. Such vehicles are generally structured with the intention of achieving an alignment of interests that the Company believes is in the best interest of the ASOM Funds. ASOM’s Chief Compliance Officer monitors any such investment structures for potential conflicts of interest. Material conflicts of interest may be disclosed to the applicable ASOM Fund’s limited partner

advisory board or to all limited partners depending on the nature and severity of the conflict. Employees and other affiliated persons may invest in Parallel Investment Vehicles. For more information on American Securities' oversight of employee investments in Parallel Investment Vehicles, please see Item 11.

Subject to the discretion of ASOM to accept less, the minimum investment threshold for investment in the ASOM Funds is typically \$5 million.

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

The ASOM Funds tend to seek investments in issuers with \$100 million to \$1.5 billion in annual revenue, current or near-term profitability, positive free cash flow before interest expenses, experienced management and a defensible position of market leadership. The ASOM Funds typically seek investments in such companies that have an over-leveraged capital structure and that may benefit from restructuring. Most investments are expected to be made in U.S. issuers, but some investments may be made in Canada and other countries.

ASOM seeks to achieve attractive risk-adjusted returns without the use of ASOM Fund-level leverage. The Company may source investment opportunities from professional relationships cultivated by employees of ASOM and/or American Securities, proprietary research and industry reviews conducted by ASOM, and third party research reports.

Due diligence processes vary depending on the type and size of each prospective investment, but may include fundamental analysis of the issuer's operations and performance, capital structure, investment price and terms, return projections, industry and competitive position, and restructuring plans and exit opportunities, among other things.

After an investment has been made, ASOM seeks to maximize the recovery of its investment through ongoing assessments of achievable value. This involves determining the potential long term value of the investment, selling the investment at the appropriate time depending on market pricing, and/or participating in negotiations as circumstances evolve. As there are many parties in interest in any reorganization or other restructuring, the ability to effectively negotiate and affect the restructuring process often drives recovery rates. ASOM's senior executives may seek to play active roles in restructurings in which an ASOM Fund is involved, commensurate with the size of the ASOM Fund's investment position.

ASOM believes that it can build value after an issuer is reorganized by providing management assistance as appropriate. Post-reorganization, commensurate with an ASOM Fund's investment position in the issuer, ASOM's senior executives may work with the issuer's management team to refine strategies and improve operations. ASOM intends to leverage its relationship with American Securities and work with management teams to identify and implement financial, strategic, and operational improvements that are expected to enhance investment returns.

Acquiring an interest in an ASOM Fund involves a number of risks. An investment in an ASOM Fund may be deemed a speculative investment and is not intended as a complete investment program. It is designed for qualified and sophisticated investors who fully understand and/or are

capable of bearing the risk. No guarantee or representation is made that an ASOM Fund will achieve its investment objective or that investors will receive a return of their capital.

All investing involves a risk of loss and the investment strategy offered by ASOM could lose money over short or even long periods. The description contained below is a brief overview of different risks related to the ASOM Funds.

**Risks Inherent in ASOM Fund Investments.** ASOM's investment program will concentrate on investments in securities and assets that have significant risks as a result of business, financial, market or legal uncertainties. Although such investments may result in significant returns, there can be no assurance that ASOM will correctly evaluate the nature and magnitude of the various factors that could affect the value of a return on ASOM Fund investments. Prices and market movements of investments may be volatile, and a variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Company's activities and the value of the ASOM Funds' investments. The debt securities in which the ASOM Funds will invest may be unsecured and subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. In addition, these securities may not be protected by financial covenants or limitations upon additional indebtedness and may have limited liquidity. Finally, with respect to investments in troubled issuers, it frequently may be difficult to obtain information as to the conditions of such issuers.

**Credit Risk and Interest Rate Risk.** Debt securities are subject to credit and interest rate risks. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt security may affect its credit risk. Credit risk may change over the life of an instrument, and debt obligations, which are rated by rating agencies, are often reviewed and may be subject to downgrade. "Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt security indirectly (especially in the case of fixed rate debt securities) and directly (especially in the case of debt securities whose rates are adjustable). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

**Risks Associated with Bankruptcy Cases.** The ASOM Funds may purchase securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy, reorganization or liquidation proceedings. Although distressed securities may result in significant returns to the ASOM Funds, they involve a substantial degree of risk and may not show any return for a considerable period of time, if ever. Such investments could, in certain circumstances, subject the ASOM Funds to certain additional potential liabilities that may exceed the value of the original investments therein. Such investments may involve reorganization proceedings that entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of the loan. In addition there are a significant number of risks inherent in the bankruptcy process. First, many events in a bankruptcy case are the product of contested matters and adversary proceedings determined by a court with equitable power and are beyond the control of specific creditors. While creditors are generally given an opportunity to object to significant actions, there can be no assurance that a bankruptcy court in the exercise of its broad powers would not approve actions that would be contrary to the interests of an ASOM Fund. Second, the effect of a bankruptcy filing on a company may adversely and permanently affect the



company. The company may lose its market position and its key employees and otherwise become incapable of restoring itself as a viable entity. If for this, or for any other reason, a Chapter 11 reorganization is converted to or becomes a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy case is difficult to predict. A creditor's return on investments can be adversely affected by delays while the plan of reorganization is being negotiated, approved by the parties in interest and confirmed by the bankruptcy court (until it ultimately becomes effective). For example, in general, unsecured creditors' claims for interest accrued between the bankruptcy filing and a reorganization plan's consummation are not allowed. Fourth, the administrative costs to the debtor and official or unofficial committees in connection with a bankruptcy case are frequently high and will be paid out of the debtor's estate prior to any return to general unsecured creditors. If a bankruptcy case involves protracted or difficult litigation, or turns into a liquidation, substantial assets may be devoted to such administrative costs and, as a result, a creditor's costs in monitoring and enforcing of its claim may also substantially increase. Fifth, bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization. Because the standard for classification is vague, there exists the risk that the ASOM Fund's influence with respect to the class of securities it owns can be lost by increases in the number and amount of claims in that class or by different classification and treatment. Sixth, in the early stages of the bankruptcy process, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. In addition, an ASOM Fund may purchase participations in loans or other debt obligations. In such cases, the ASOM Fund will not be the holder of record of the debt obligation and may have limited rights with respect to voting the interest.

**Trade and Other General Unsecured Claims.** The ASOM Funds may acquire interests in claims of trade creditors and other general unsecured claim holders of a debtor ("Trade Claims"). Trade Claims generally include, but are not limited to, claims of suppliers for goods delivered and not paid, claims for unpaid services rendered, claims for contract rejections and claims related to litigation. Trade Claims are typically unsecured and may, in unusual circumstances, be subordinated to other unsecured obligations of the debtor. The repayment of Trade Claims is subject to significant uncertainties, including potential set-off by the debtor as well as the other uncertainties described herein with respect to other distressed securities. A Trade Claim may be transferred or assigned before or after a petition in bankruptcy is filed, including after a proof of claim has been filed. An ASOM Fund's investments in Trade Claims and high risk receivables may also entail special risks including, but not limited to, fraud on the part of the assignor of the trade claim as well as logistical issues which may affect the ability of the ASOM Fund or its agent to collect the claim in whole or in part.

**Equity Investments.** The ASOM Funds may acquire, either directly or through conversion of its debt investments, equity securities. Equity securities generally involve a high degree of risk and will be subordinate to the debt securities and other indebtedness of the issuers of such equity securities. Prices of equity securities generally fluctuate more than prices of debt securities and are more likely to be affected by poor economic or market conditions. In some cases, the issuers of such equity securities may be highly leveraged or subject to other risks such as limited product lines, markets or financial resources.

**Leveraged Nature of Investments.** The companies in which the ASOM Funds will invest may employ considerable leverage, a significant portion of which may be subject to floating interest rates. The leveraged capital structure of issuers will increase the exposure of the ASOM Funds' investments

to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates. The ASOM Funds investments may be among the most junior financing in an issuer's capital structure, potentially including equity. If an issuer is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the ASOM Fund may suffer a partial or total loss of capital invested in respect of the issuer, which could adversely affect the return of the ASOM Fund.

**Role of Investment Professionals.** The success of any ASOM Fund will depend in substantial part upon the skill and expertise of ASOM's professionals. There can be no assurance that such professionals will continue to be associated with ASOM. The loss of key personnel could have a material adverse effect on an ASOM Fund.

**Highly Competitive Market for Investment Opportunities.** The activity of identifying, completing and realizing attractive investments is highly competitive and involves a high degree of uncertainty. The ASOM Funds face competition from numerous competitors in all fields of activity. The ASOM Funds will be competing for investments with a variety of other investment vehicles, as well as individuals, financial institutions and other institutional investors. There can be no assurance that the ASOM Funds will be able to locate and complete investments that satisfy their investment objectives or permit the full investment of all available capital.

**Valuation of Assets.** Securities owned by the ASOM Funds may not be publicly traded and may be required to be fair valued. When estimating fair value, the Company will apply a methodology based on its best judgment that is appropriate in light of the nature, facts and circumstance of the investments. To the extent there is any public market for the securities held by an ASOM Fund, such securities may be subject to more abrupt and erratic market price movements than those of larger, more established companies.

**Illiquid and Long-Term Investments.** Although ASOM's investments may generate current income from time to time, a substantial portion of the return of capital and the realization of gains, if any, from an investment will often occur upon the partial or complete disposition of such investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment is made. In the case of certain investments, there may not be a public market for the securities held by an ASOM Fund at the time of their acquisition and such ASOM Fund will not be able to sell its securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases an ASOM Fund may be prohibited by contract from selling certain securities for a period of time.

**No Market for Interests in ASOM Funds.** Interests in the ASOM Funds have not been registered under the Securities Act of 1933, the securities laws of any state or the securities laws of any other jurisdiction and, therefore, cannot be resold unless they are subsequently registered, or an exemption from registration is available. It is not contemplated that registration of the interests will ever be effected. There is no public market for interests in the ASOM Funds, and one is not expected to develop. An investor will not be permitted to assign, sell, transfer, pledge or otherwise dispose of its interests in the ASOM Funds, except by operation of law, without the prior written consent of the ASOM Fund's general partner, which may be given or withheld in such general partner's sole and absolute discretion. Except in extremely limited circumstances, voluntary withdrawals from an ASOM

Fund will not be permitted. Investors must be prepared to bear the risks of owning interests for an extended period of time.

Prospective investors in an ASOM Fund should review the confidential offering documents and other governing documents for a more extensive discussion of the risks and potential conflicts of interest. This brochure and such documents are not intended to serve as and are not an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operation of the ASOM Funds.

## **Item 9 – Disciplinary Information**

ASOM and its employees have not been involved in any legal or disciplinary events since its inception that the Company believes would be material to a client's or prospective client's evaluation of the Company or its personnel.

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

### **Broker-Dealer Registration:**

ASOM and its employees are not registered, nor do they have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. ASOM and its employees are also not registered, nor do they have any application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

### **Investment Funds/General Partners/Investment Advisers:**

ASOM currently serves as the investment adviser to the following private funds:

- American Securities Opportunities Fund III, LP
- American Securities Opportunities Fund III(B), LP

ASOM is under common control with ASOF Associates III, LLC, the general partner to the private funds listed above.

The affiliations between ASOM, the private funds for which it provides investment advice and the general partner to these private funds are disclosed in the ASOM Funds' confidential offering materials. ASOM believes that the structure of these entities reflects common industry practice and is appropriate.

### **Affiliations with American Securities and American Securities Opportunities Management:**

ASOM is an affiliate of American Securities and ASOA. Most or all of the employees responsible for managing the ASOM Funds will have the same responsibilities with respect to the funds (the "ASOF Funds") managed by ASOA which are the predecessor funds to the ASOM Funds. The ASOM Funds pursue the same investment strategy as the ASOF Funds and an investment opportunity may

arise which may be suitable for both the ASOF Funds and the ASOM Funds. ASOM and its affiliates, in accordance with their respective allocation policies, will endeavor to allocate investment opportunities fairly; nevertheless, from time to time as any given conflict situation arises, such conflict may be resolved in a manner detrimental to a particular client of ASOM. For more information on ASOM's allocation policies, please see Item 12.

In addition, certain members of ASOM's investment committee are managing members of the general partners to funds managed by American Securities. Situations may occur where an ASOM Fund could be disadvantaged because of activities conducted by American Securities for its clients. For example, American Securities may come into possession of material non-public information about companies in the course of its management of private equity investments. There are no information walls between ASOM and American Securities. Possession of material non-public information about a company by American Securities may limit the ability of the ASOM Funds to buy or sell a security or otherwise to participate in an investment opportunity. Conversely, in order to avoid these trading limitations, American Securities may decline to pursue an investment opportunity. To the extent that ASOM and American Securities both believe that an investment is suitable for their respective funds, an ASOM Fund might, but has to date not, invest alongside the other adviser's fund or such investment opportunity may not be available for the ASOM Fund. If such co-investments are made, they will be reviewed by ASOM's Chief Compliance Officer for fairness to the affected ASOM Fund.

The fact that ASOM personnel devote portions of their time and professional energies to the activities of American Securities may pose a conflict of interest. However, the governing documents of each ASOM Fund may disclose these risks and provide the limited partners with certain rights if certain principals of ASOM fail to devote the amount of time specified in the relevant governing documents, partially mitigating this risk.

#### **Affiliations with Other Investment Advisers:**

ASOM is affiliated with ICV Partners, LLC ("ICV"), a private fund adviser that specializes in the acquisition of majority ownership interests in smaller middle-market private companies with annual revenues ranging between \$25 million and \$250 million, and Capital Yuan Tao Advisors, LLC ("Capital Yuan Tao"), an adviser to private funds of funds that specialize in China-focused private investment partnerships. Although there are no information walls between ASOM and ICV or Capital Yuan Tao, American Securities does not believe that the investment activities of ICV or Capital Yuan Tao pose any material conflicts of interest to the ASOM Funds.

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

#### **Code of Ethics:**

ASOM's employees are subject to a Code of Ethics (the "Code") in accordance with Rule 204A-1 under the Investment Advisers Act of 1940. The Code is available by contacting ASOM's Chief Compliance Officer, Eric L. Schondorf, at (212) 476-8000.

The Code reflects the fiduciary duty owed by ASOM to its clients and sets out standards of business and personal conduct for each employee. Guidelines and reporting requirements for personal trading in the Code are intended to mitigate and monitor potential conflicts of interest. A related Insider Trading policy prohibits employees from trading securities personally or on behalf of an ASOM Fund while in possession of material non-public information.

### **Personal Trading:**

To mitigate possible conflicts of interest arising from personal trading and others that may arise, ASOM has established policies requiring all of its employees (“Access Persons”) to obtain pre-clearance before investing in certain reportable securities such as stocks, bonds, private placements, co-investments (described below under “Participation or Interest in Client Transactions”) and investments in Parallel Investment Vehicles. In addition, ASOM monitors for conflicts of interest on a periodic basis and its policies prohibit any Access Person from buying or selling securities for his own accounts at or about the same time that it buys or sells securities for client accounts if it feels that there is a possibility that the personal trade would benefit from the Company’s or an affiliated firm’s investment activities (“Related Firms”).

All employees are required to certify annually that they have complied with the Code and to make annual reports regarding their personal securities account holdings and quarterly reports regarding their personal securities trading activity.

### **Gifts and Entertainment:**

ASOM has policies in place governing the types and value of gifts and forms of entertainment that employees may accept from, or give to, broker-dealers, vendors, and current or prospective limited partners of the ASOM Funds or funds managed by Related Firms. All giving and receipt of non-personal gifts and entertainment in excess of \$500 is reported to the Chief Compliance Officer. Employees are prohibited from receiving extravagant gifts or entertainment through ASOM’s business relationships.

### **Participation or Interest in Client Transactions:**

ASOM does not anticipate purchase or sale transactions between any ASOM Fund and ASOM or its officers and employees or officers and employees of any of the Related Firms. Any such transaction, in the event it were to occur, would be in accordance with Section 206(3) of the Investment Advisers Act and the rules promulgated thereunder.

Certain employees and officers of ASOM and the Related Firms invest in the ASOM Funds, either through the general partners of the ASOM Funds or as limited partners of Parallel Investment Vehicles that may not bear carried interest. From time to time, either the Company or certain employees and officers thereof may acquire (with the consent of the general partner) secondary interests in an ASOM Fund from unaffiliated limited partners. Please see Item 6 for more information about ASOM’s side-by-side management of client accounts and Item 12 for more information about its allocation policy and any related conflicts of interest.

## **Item 12 – Brokerage Practices**

### **Best Execution, Broker Selection and Soft Dollars:**

ASOM invests in assets which may include market traded securities, including debt instruments and equity, for which there may be a broker-dealer or counterparty involved in the transaction to execute a trade. ASOM has the sole authority to select the brokers or dealers used for this purpose. ASOM or its related entities have the authority to determine the financial intermediaries to be used in connection with such transactions and to negotiate the amount of commission or other compensation to be paid to such intermediaries in connection with such transactions. ASOM generally seeks to trade with counterparties offering the most favorable net price available, but other factors may influence the selection of trading counterparties including maintaining its ability to trade with certain counterparties who have access to specific debt securities. In many cases, ASOM may seek to transact assets where there are few active counterparties, so the willingness to transact in the relevant asset is a key consideration. Other relevant factors can include:

- Reputation and financial strength;
- Specialization in particular geographic markets or asset classes;
- The ability to transact quickly in volume;
- Responsiveness, speed of settlement, and the absence of errors; and
- The value of market color and research provided.

The Company's compliance with its best execution policy is reviewed by its legal and compliance department on a periodic basis. Among its other duties, the Company's legal and compliance department is responsible for developing, evaluating and changing, when necessary, the Company's best execution practices.

The Company does not participate in any soft dollar arrangements. However, the Company, in the ordinary course of its business, receives from brokers and dealers research available to other institutional investors. Research services received from brokers and dealers are supplemental to the Company's own research efforts. To the best of ASOM's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. The Company does not separately compensate such broker-dealers for the research and does not believe that it "pays-up" for such broker-dealers' services.

ASOM may pay for referral or lead databases that provide information about accredited investors who are interested in private fund investments similar to the ones advised by ASOM. Such databases may be obtained from financial institutions that provide services to the ASOM Funds.

### **Allocation and Aggregation Policies:**

The Company has adopted an allocation policy that directs the Company to allocate investment opportunities among its clients fairly. Typically only one of the ASOM Funds or ASOM Funds is actively making new investments at any given time. If only one such fund is actively investing then new investments will be allocated exclusively to that fund. To the extent that more than one fund is actively investing within its commitment period, allocations of investment opportunities will be allocated pro rata based upon unpaid capital commitments. While ASOM and its affiliates endeavor to treat clients fairly and reasonably, deviations from a pro rata allocation may be made depending upon whether or not a client has an existing portfolio investment in the issuer, the unfunded commitments of the respective funds, the size of the investment opportunity, the anticipated hold period for the investment, the construction of each fund's portfolio and other potential conflicts of interest. Each fund participating in an investment opportunity will participate on the same terms and share proportionately in transaction costs. In some circumstances, follow-on investments may be made in connection with one or more such funds' existing holdings. Follow-on investments will generally be allocated to those funds that made the associated initial investment, pro-rata, based on capital investment by each such fund in the initial investment. However, other factors may require a different allocation, such as, the minimum block size and the available capital of each fund.

In order to minimize execution costs and obtain best execution for all clients, ASOM may aggregate orders for multiple ASOM Funds, its related Parallel Investment Vehicles or with affiliated funds. Orders will only be aggregated if they are in the best interests of each participating entity. Clients generally pay more when trades are not aggregated, as seeking to place separate, non-simultaneous transactions in the same security for multiple clients may have a negative effect on market price, transaction costs and/or trade execution.

The partnership agreements governing the ASOM Funds permit employees of ASOM and the Related Firms and limited partners of the ASOM Funds to invest directly or through co-investment vehicles described more thoroughly in Item 6. Co-investment vehicles are appropriate when ASOM determines that the amount of an investment opportunity exceeds the amount that it considers appropriate for the participating ASOM Funds. ASOM does not consider these co-investment vehicles to be clients. Nevertheless, ASOM will perform management, advisory, investment banking and other services for the issuers in which these co-investment vehicles invest alongside the ASOM Funds.

As disclosed in the confidential offering materials governing the ASOM Funds, ASOM and its affiliates intend (but are under no obligation) to provide co-investment opportunities to limited partners of the ASOM Funds before making such opportunities available to third parties. Nevertheless, decisions regarding whether and to whom to offer co-investment opportunities are made in the sole discretion of ASOM and its affiliates and may be offered to some and not other investors in the ASOM Funds. For example, ASOM may permit one or more strategic investors to participate in a co-investment vehicle if ASOM determines in good faith that such investment would benefit the consummation of the participating ASOM Funds' investment (including where an investor can invest or commit to invest a significant amount of capital in a short period of time) and the Company's operation and oversight of the investment. As a result, limited partners may receive co-investment allocations that are different from their proportionate investments in the ASOM Funds. Because third party co-investors may provide ASOM, its affiliates and its clients with capital and/or potential investment opportunities, this may be deemed to be a conflict of interest. ASOM believes that these relationships are in the best interests of the ASOM Funds and are consistent with market practice.

Under certain circumstances, deviations from the allocation procedures may be in the best interest of any of the ASOM Funds or ASOM Funds or an individual investment of either. Any such deviations will be approved by the Chief Compliance Officer.

#### **Cross Transactions:**

ASOM has never executed cross transactions between the ASOM Funds or between the ASOM Funds and any funds managed by the Related Firms. They may, however, be effected in rare instances. In the event that such cross transactions are affected, the terms of such transaction will be comparable to what could be obtained through an arm's length transaction with an unaffiliated third party and if required the limited partner board(s) for the respective ASOM Funds shall approve such transactions in accordance with the partnership agreements governing the ASOM Funds.

#### **Trade Errors:**

In the event that a trade error occurs with respect to a trade executed for a client account, each trade error will be corrected (once discovered) in an expeditious manner. Trade errors occur when an order is not executed according to the Company's intent and instructions due to a mistake of fact, processing error or other similar reason. If a trade error results in a net loss with respect to a client, an amount equal to such net loss will be credited to such client. The Company will reimburse such client, or cause such client to be reimbursed, as soon as reasonably practicable; provided that, to the extent of any losses due to a trade error caused by the mistake of a third party, such as a broker, the Company shall endeavor to recover such losses from such third party. If the trade error results in a net gain with respect to a client, such amount will be credited to the relevant client.

### **Item 13 – Review of Accounts**

#### **Review of Accounts:**

ASOM's investment professionals monitor investments on an ongoing basis. The Company's investment committee is responsible for conducting periodic reviews of each investment. Focused reviews, which may include input from numerous investment professionals, may be triggered by issuer-specific performance metrics, economic developments, changes in staffing, and changes in the competitive environment, among other things.

#### **Reporting:**

ASOM and the ASOM Funds will furnish audited financial statements and Schedule K-1 statements annually to all investors. On a quarterly basis, each investor will be furnished with unaudited financial statements and capital account information. Investors also will receive descriptive investment information for each of their respective ASOM Fund's investments on a quarterly basis. ASOM may furnish additional information from time to time as any investor may reasonably request.

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



ASOM and its affiliates do not directly or indirectly compensate any person who is not a supervised person of the Company for client referrals. However, ASOM has in the past and may in the future enter into placement agent or solicitation agreements pursuant to which it or an ASOM Fund will compensate third-party intermediaries for investor referrals. Such compensation may take the form of a retainer and/or a percentage of introduced capital.

ASOM or its affiliates may earn monitoring fees and other compensation from issuers in which the ASOM Funds invest, transaction counterparties and others. ASOM or its affiliates may also earn fees in connection with unconsummated transactions. ASOM or its employees may receive compensation for serving on an issuer's board of directors. The receipt of fees and other compensation described above may pose a conflict of interest between ASOM and its clients. This conflict is mitigated by the fact that such fees and reimbursements are generally disclosed to clients in each ASOM Fund's confidential offering materials and disclosed to investors semi-annually. The entirety of such fees and expenses offset management fees otherwise payable by the ASOM Funds.

## **Item 15 – Custody**

ASOM has custody, as defined in Rule 206(4)-2 under the Investment Advisers Act (the "Custody Rule"), of the assets of the ASOM Funds as a result of the service of certain of ASOM's affiliates as general partners of the ASOM Funds. In order to comply with SEC requirements and ensure that the ASOM Funds' assets are appropriately protected, ASOM and its affiliates have arranged for annual audits of the ASOM Funds' financial statements by a nationally recognized independent public accounting firm. The limited partnership agreement of each ASOM Fund states that these audits are to be distributed to investors by ASOM within 120 days of each ASOM Fund's fiscal year-end. ASOM and its affiliates also have arranged for all of the ASOM Funds' cash and any certificated securities required to be custodied under the Custody Rule to be held with qualified custodians.

## **Item 16 – Investment Discretion**

ASOM serves as the ASOM Funds' investment adviser with discretionary authority to implement investment decisions for each ASOM Fund. This authority is described in advisory agreements with each ASOM Fund, as well as the ASOM Funds' other governing documents. The Company will make investments that are consistent with the mandates described in the ASOM Funds' governing documents, but otherwise has broad authority to select investments on a discretionary basis.

## **Item 17 – Voting Client Securities**

ASOM or its representatives may have the opportunity to vote on a variety of corporate actions on behalf of the ASOM Funds. The Company has adopted written policies and procedures in an effort to ensure that any such voting opportunity is exercised with diligence, care, and loyalty. For corporate actions that do not pose a conflict of interest, the Managing Director with primary responsibility for overseeing the asset in question will determine how ASOM should direct the ASOM Funds to vote. For corporate actions that pose an actual or apparent conflict of interest, ASOM's Chief Compliance Officer will determine if another Managing Director is able to make an independent determination, and if not, the matter will be presented to the applicable ASOM Fund's

limited partner advisory board in accordance with the applicable ASOM Fund's governing documents. Investors cannot direct the way in which the Company will vote on behalf of the ASOM Funds.

Current and prospective investors in the ASOM Funds may request a copy of ASOM's written policies and procedures governing the voting of corporate actions. Current investors may also request information about the way in which ASOM voted in connection with assets held by their respective ASOM Funds.

The ASOM Funds sometimes approve one or more ASOM employees to act as representatives on the board of directors of an issuer. In situations where ASOM votes the proxy for an issuer in which an employee or employees serve on the board of directors, ASOM has determined that this does not inherently present a conflict of interest as the employee is on the board of directors as a representative of the ASOM Fund. ASOM believes that the ASOM Funds' and the representative's role are aligned with respect to voting opportunities.

## **Item 18 – Financial Information**

ASOM has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to impair its ability to manage or meet its contractual obligations to the ASOM Funds.

## **Item 19 – Requirements for State-Registered Advisers**

Not applicable.