

# Oak Hill Advisors, L.P. Part 2A of Form ADV The Brochure

1114 Avenue of the Americas, New York, NY 10036  
[www.oakhilladvisors.com](http://www.oakhilladvisors.com)

Updated: March 31, 2015

This brochure provides information about the qualifications and business practices of Oak Hill Advisors, L.P. (“**OHA**” or the “**Registrant**”). If you have any questions about the contents of this brochure, please contact us at 212-326-1500 or at [cg@oakhilladvisors.com](mailto:cg@oakhilladvisors.com). 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. Additional information about OHA is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

## Material Changes

OHA's most recent update to Part 2 of Form ADV was made on March 31, 2014. Since that time, OHA's business activities have not changed materially.

## Table of Contents

Material Changes .....	2
Table of Contents .....	2
Advisory Business .....	3
Fees and Compensation .....	3
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 .....	24
Other Financial Industry Activities and Affiliations .....	24
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	24
Brokerage Practices .....	26
Review of Accounts .....	28
Client Referrals and Other Compensation .....	29
Custody .....	29
Investment Discretion .....	29
Voting Client Securities .....	30
Financial Information .....	30

## **Advisory Business**

OHA provides investment advisory services to its advisory clients (collectively, “**Clients**”) which include private investment funds such as credit hedge funds, distressed funds, opportunistic funds, structured products funds, collateralized debt and loan obligations and other pooled investment funds, a business development company, single investor vehicles and separately managed accounts for which OHA and certain of its affiliates serve as the general partner and/or investment adviser (or in a similar capacity). Investment advisory services provided to each Client are tailored to such Client’s specific investment strategy, objectives and restrictions, as set forth in each investment advisory agreement, private placement memorandum, offering circular and/or other Client constituent document, as applicable. In addition, from time to time, OHA provides capital markets advisory services to certain public or private issuers of debt or equity securities and other Clients.

The Registrant invests primarily in leveraged bank loans, high yield bonds, distressed securities and obligations, structured products (including collateralized debt and loan obligations and residential mortgage backed securities), whole loans, specialty finance in areas where the Registrant has experience, such as aircraft finance, real estate, shipping, swap transactions including interest rate swaps and currency swaps, total return swaps and credit default swaps (including numerous index products) and equity securities (including common or preferred stock, closed-end funds and similar securities and warrants). The vast majority of investments are made in private securities and obligations, but the Registrant does also invest in publicly traded securities. The Registrant focuses primarily on issuers and companies headquartered and/or doing business in the United States, Canada and Europe, but a substantial portion of its investments are made in companies headquartered and doing business in the United States. The Registrant makes control and non-control investments and takes both long and short positions on behalf of its Clients.

OHA (through a predecessor entity) was founded in 1991 and is owned by Oak Hill Advisors GenPar, L.P., as the general partner, and General Atlantic OHA, LLC and FW Credit Partners, L.P., as the limited partners. As of January 1, 2015, OHA managed approximately \$25.2 billion on a discretionary basis. OHA maintains its principal place of business in New York City and has additional offices, including in Fort Worth, Texas, Houston, Texas, Los Angeles, California, London, England, Sydney, Australia and Luxembourg.

## **Fees and Compensation**

The relationship between the Registrant and its Clients is governed by investment advisory agreements and/or other Client constituent documents, as applicable. Fees for advisory services are negotiable. In most cases, with respect to single investor vehicles and separately managed accounts, either the Registrant or the Client may terminate the investment advisory agreement, without penalty, upon 30-90 days’ prior written notice to the other party. Certain Clients may be subject to termination fees if the account is closed prior to a defined commitment period, as negotiated by the Registrant and the applicable Client. Fees are generally payable quarterly in arrears. However, certain Clients may be charged monthly or quarterly in arrears or in advance. Pursuant to the terms of applicable investment advisory agreements, and/or other Client constituent documents, as applicable, Clients who pay fees in advance would be refunded a *pro rata* portion of the fee if the

advisory relationship was terminated prior to the end of the relevant billing period. Depending on the type of Client, fees are generally based on capital commitments, assets under management, the nature of the management services to be provided by the Registrant, actively-invested capital, cost basis, the net asset value of a Client; otherwise a fixed fee will apply. Each of the investment advisory agreements and/or other Client constituent documents, as applicable, generally provides for a management fee of up to 0.50% per quarter of the basis of calculation. In addition, certain advisory agreements or other Client constituent documents, as applicable, provide for an incentive fee, carried interest or incentive allocation of up to 20% of all income, gains and losses derived from portfolio investments. Certain strategic investors may receive a portion of the incentive fee, carried interest or incentive allocation. Certain advisory agreements and/or other constituent documents, as applicable, provide for a preferred rate of return or hurdle rate of return of up to 5-12% to the investors of each Client and some provide for a “high water mark.” All compensation arrangements in which the Registrant receives a fee based on a share of capital gains or capital appreciation will comply with the requirements of Rule 205-3 of the U.S. Investment Advisers Act of 1940 (the “**Advisers Act**”).

The Registrant may charge Clients for investment and operations fees and expenses pursuant to the terms of applicable Client constituent documents. Generally, such expenses include but are not limited to costs incurred in connection with:

- the evaluation of potential investments and the acquisition, monitoring and disposition of investments;
- the carrying or management of investments;
- legal and accounting services;
- preparing and disseminating financial and tax statements and other notices and reports;
- annual meetings of Clients;
- insurance services and regulatory and litigation matters;
- computing the value of Clients’ assets (including, without limitation and as applicable, fees and expenses associated with independent pricing services and third party valuation consultants);
- obtaining or maintaining systems, data and other information with respect to Client accounts;
- indemnification obligations of Clients; and
- travel, late car and/or late meal (after 8:00 pm) expenses for the Registrant’s employees.

The Registrant allocates expenses among Clients pursuant to its Expense Allocation Policy. In general, (i) investment related expenses that are associated with a specific investment are allocated *pro rata* among Clients holding securities or obligations of the issuer; (ii) investment related expenses that are associated with a specific investment that has not been consummated are allocated *pro rata* among Clients previously allocated the opportunity or, if no allocation has been made, Clients eligible to invest in the security or obligation; and (iii) investment related and other expenses that do not relate to a specific investment are allocated *pro rata* among Clients. Certain Clients pay expenses on a fixed fee basis. OHA pays the allocated portions of expenses for those Clients whom it is not permitted to charge or for whom it waives such expenses. The Registrant, its related person

general partner and/or its advisory affiliates have waived or reduced fees and/or expenses for the Registrant's employees who invest in certain Client pooled investment funds and a limited number of strategic partners and friends and family of the Registrant. Clients and investors may negotiate fees and expenses. Clients may contact the Registrant for a copy of its Expense Allocation Policy.

Costs and expenses related to the evaluation, discovery, investigation, development, acquisition, monitoring, carrying or disposition of investments (whether or not consummated) include, but are not limited to, loan fees, private placement fees, brokerage and sales commissions, fund administration fees and expenses, operations fees and expenses, reconciliation expenses, dealer spreads, servicer fees (including fixed and/or performance fees), appraisal fees, taxes (including, without limitation, transfer taxes and premiums and entity-level taxes and fees associated with corporate licensing), interest and clearing and settlement charges, expenses relating to short sales, research fees and fees and expenses related to market data (including, without limitation, expenses incurred in connection with any multimedia, analytical, database, news or third-party research or information services and any computer hardware and connectivity hardware (*e.g.*, terminals and telephone and fiber optic lines) incorporated into the cost of obtaining such research and market data), commitment fees, underwriting commissions and discounts, accounting, legal, investment banking, consulting (including fixed and/or performance fees) and other professional fees, systems, software (including any and all fees and expenses incurred in implementing or maintaining third-party or proprietary software tools, programs or other technology for the benefit of Clients (including, without limitation, any and all costs and expenses of any investment, books and records, portfolio compliance and reporting systems such as "Wall Street Office," "Everest" (Black Mountain), "Salesforce.com" and similar systems and services, including, without limitation, consultant, software licensing, data management and recovery services fees and expenses)), custodial, trustee, recordkeeping and reporting, insurance, communications, (including internet access fees and cellular phone charges associated with the Registrant's investment professionals) travel, costs and expenses incurred in connection with organizing, maintaining and operating entities controlled by the Registrant or an affiliate which facilitate Client investments (including rent, salaries and ancillary costs of such entities, and costs and expenses of administrators of such entities) and other such expenses. These expenses are either paid by or reimbursed to the Registrant by the Clients.

Some services may be provided at cost by the Registrant's employees (*e.g.*, legal and accounting), as further described below, or by OH Administration Corp. (*e.g.*, insurance), a separate firm for which OHA related persons may serve as a director and/or officer. OH Administration Corp. also provides services to separate firms that bear or once bore the Oak Hill name, which OHA believes ultimately permits it to achieve certain economies of scale. In-house accountants include employees of the Registrant who conduct, and/or supervising persons who conduct, portfolio reconciliation, portfolio compliance and portfolio reporting.

OHA does not earn a profit for the services provided by in-house legal and accounting professionals. OHA's policy on charging for in-house legal and accounting professionals seeks to ensure that the applicable rates are at least as favorable as the rates that would be charged had a third party performed the services. Specifically, OHA assesses Clients the lesser of (a) actual applicable cost (including allocated portions of compensation and benefits, overhead such as rent, executive assistants and general support staff and services and other indirect costs) or (b) an amount not to exceed the reasonable estimated cost had the service been performed by an outside firm of national

reputation, as determined in good faith by OHA. With respect to Oak Hill Special Opportunities Fund and other Client accounts, primarily with respect to aircraft or aircraft-related investments, the policy set forth above includes in-house professionals of OHA and Oak Hill Capital Management, LLC, an unaffiliated investment advisor.

Also, certain office services are provided by Bass Enterprises Production Co., an unaffiliated service provider partially owned by an affiliate of FW Credit Partners, L.P. Fees for these services are negotiated on an arm's length basis.

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

OHA and its related general partners and/or advisory affiliates charge certain Clients performance based fees which are fees based on a share of income from, capital gains on, or capital appreciation of, such Clients' assets.

The fact that OHA and its related general partners are compensated based on the profits of such Clients may create an incentive for OHA to make investments on behalf of such Clients that are riskier or more speculative than would be the case in the absence of such compensation. In addition, such performance based fees received by OHA and its related general partners and/or advisory affiliates are based primarily on income that includes realized and unrealized gains and losses. As a result, the performance based fees earned could be based on unrealized gains that Clients may never realize. Also, the Registrant could be incentivized to favor accounts that pay a performance fee over accounts that do not.

OHA and its related general partners and/or advisory affiliates charge certain Clients management fees. In some cases, management fees are based on invested capital (and not on cash), and the Registrant could be incentivized to favor allocations to such accounts, or to use leverage (if permitted) where fees are charged on invested assets.

To mitigate these conflicts, the Registrant has implemented a Trade Allocation Policy, as described in the Brokerage Practices section herein, and has implemented controls that seek to ensure fair and equitable allocation and conducts reviews of the performance of accounts with similar investment objectives.

## **Types of Clients**

OHA provides investment advisory services to private investment funds such as credit hedge funds, distressed funds, opportunistic funds, structured products funds, collateralized debt and loan obligations and other pooled investment funds, a business development company, single investor vehicles and separately managed accounts for which OHA and certain of its affiliates serve as the general partner and/or investment adviser (or in a similar capacity). The Registrant's single investor vehicles and separately managed account Clients and fund investors include pension funds, sovereign wealth funds, insurance companies, financial institutions, foundations, endowments, fund of funds and family offices. All investors in private funds Clients are required to be either "qualified purchasers" or employees who are deemed to be "knowledgeable employees" under the Investment Company Act of 1940, or must otherwise be permitted to invest under applicable securities laws.

The Registrant does not have a formal minimum assets-under-management threshold with respect to separately managed accounts and single investor vehicles, but it may set minimum thresholds on a case-by-case basis. Private investment funds for which the Registrant or an affiliate serves as general partner and/or investment adviser generally impose a minimum investment requirement for admission as a limited partner or an equity investor, although in most cases the general partner and/or the investment adviser of the applicable fund may, in its sole discretion, accept commitments of lesser amounts (subject to applicable law). Additional suitability requirements for investment in each of the private fund Clients are more fully discussed in the disclosure and subscription documents for each fund.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

### Method of Analysis and Investment Strategies

The Registrant's corporate credit investment analysis is typically based on: (i) intensive, fundamental credit analysis; (ii) relative value analysis; and (iii) active portfolio management.

- *Intensive, fundamental credit analysis* is the cornerstone of the Registrant's investment strategy and includes: (i) business analysis, which involves a comprehensive fundamental evaluation of a company and includes historical and projected financial modeling; (ii) capital structure analysis, which evaluates the terms and structure of a company's debt and equity securities relative to the company's business risk; and (iii) valuation analysis, which considers the enterprise value of a company in both the public and private markets.

The main sources of information OHA uses in conducting research and diligence include, without limitation:

- Annual and quarterly company reports, prospectuses and press releases;
  - Credit Agreements, indentures, shareholder agreements, offering circulars and related documents;
  - Bankruptcy and other court filings;
  - Company books and records and corporate activities;
  - Investment manager and trustee reports;
  - Financial newspapers and magazines;
  - Third party research and governmental agency reports; and
  - Corporate rating services.
- *Relative value analysis* involves identifying relative value among industries, issuers and financial instruments. This process focuses on evaluating the risks assumed by investors relative to the returns implied by asset prices. The Registrant believes that different industries possess different components of risk, which may include cyclical, technology, litigation, regulatory, valuation, financing and other risks. Further, the Registrant believes that different companies possess different components of risk, which may include competitive, financial, management, ownership and other risks. Finally, each instrument or layer in a company's capital structure has a different measure of risk based on collateral,

subordination, covenants, liquidity, interest rate sensitivity, amortization and other considerations.

- *Active portfolio management* involves the continuous integration of credit and relative value analyses combined with opportunistic management of the portfolio. The Registrant believes that active portfolio management is an important component of its investment strategy because market conditions and companies' credit quality continually change.

In addition, the Registrant employs a common investment process across the various sectors within the structured products and whole loan markets. The investment process is based on: (a) collateral analysis; (b) structural and documentation analysis; (c) collateral manager / servicer review; (d) scenario analysis; (e) relative value analysis; and/or (f) surveillance and portfolio management.

- *Collateral analysis* is the cornerstone of the investment process and involves an extensive analysis and deep understanding of the underlying collateral for each structured product investment. Specifically, the analysis of the collateral pool is done largely on an asset-by-asset basis. The individual assets in the collateral pool are analyzed for historical and current performance and, most importantly, the assets are evaluated for future performance. For the portfolio assets, this analysis and evaluation focuses on their (i) future expected cash flow and value, (ii) default propensity, (iii) timing of potential default and (iv) potential loss severity.
- *Structural and documentation analysis* involves analyzing the structural elements of each investment and doing an in-depth review of the key governing transaction documents. The structural review includes a capital structure analysis, which evaluates the terms and structure of a transaction's various asset classes. The documentation review is performed by OHA, and in certain instances is supplemented through review by outside counsel.
- *Collateral manager / servicer review* involves analyzing the motivations, historical performance, and general quality of a particular collateral manager or servicer. In residential mortgage-backed securities ("RMBS") and whole loan transactions, a servicer is employed who, among other functions, collects payments from borrowers, manages delinquent borrowers and can modify the terms of mortgages in the underlying pool. The Registrant believes that an in-depth understanding of these organizations can materially impact investment returns and relies on both in-depth ongoing reviews and long-standing market experience in order to analyze collateral managers and servicers.
- *Scenario analysis* involves projecting the future cash flows of a collateral pool and modeling how the returns of a particular investment tranche vary as the projections of the underlying cash flows are modified under different scenarios. The scenarios can be varied based on asset-specific considerations as well as macro-economic factors. The scenario analysis seeks to integrate the analyses performed on the collateral, structure, documentation, and collateral manager / servicer, so that the boundaries of risk and return can be reasonably calculated and understood, prior to making an investment decision.
- *Relative value analysis* involves identifying relative value among different sectors in the structured products markets (*i.e.*, CLOs vs. RMBS vs. CMBS, etc.) as well as within specific



sectors. This process focuses on evaluating the risks assumed by investors relative to the returns implied by asset prices. This analysis also incorporates relative risk and return across the various tranches and capital structures available for investment in the structured products markets.

- *Surveillance and portfolio management* involves performing investment surveillance on each portfolio asset on a regular basis, in addition to monitoring overall portfolio risks. Generally, the performance to date of each investment is evaluated relative to projected performance at the time the investment was made. Taking into account current market pricing and expected ongoing collateral performance, future projected returns are calculated and a buy/sell/hold decision is made. This process also allows relative value decisions to be made both among investments already in the portfolio and those available for purchase in the markets. Portfolio concentration risks and macroeconomic risks are continually evaluated, and hedging strategies may be employed to mitigate certain of these risks.

The Registrant's investment team performs three primary functions: research, trading and portfolio management.

- **Research:** Research professionals are responsible for all aspects of credit and structured products analysis and due diligence, as described above. In addition, as part of the research process, research professionals may: (i) conduct intensive diligence meetings with management, selected customers, suppliers, competitors, service providers and industry analysts; (ii) engage outside consultants and legal and accounting experts, as necessary; and (iii) prepare internal research reports and recommendations for the portfolio manager. The industry-focused research professionals regularly monitor both existing and prospective investments as well as fundamental trends in their respective industry segments.
- **Trading:** Trading professionals are responsible for managing the trading process and for providing the investment team with insight on relative value and capital markets issues. The trading professionals also generate market-oriented investment ideas for the research group.
- **Portfolio Management:** The portfolio managers approve all investment decisions and supervise the research and trading professionals. The approval process is typically based on meetings with research and trading professionals on each investment. Investment decisions are based on, among other factors, credit analysis, relative value, diversification and/or market conditions with the objective of maximizing risk adjusted returns.

### Risk of Loss

The description contained herein is an overview of certain risks to Clients and investors relevant to the Registrant's investment strategy and is not intended to be complete. A detailed description of applicable risk factors are set forth in Client private placement memoranda, public filings (e.g., Forms 10-K and 10-Q) and/or other Client constituent documents and disclosures as applicable, which the Registrant will make available to current Clients, investors and qualified prospective investors upon request. All investments involve a risk of loss and the investment strategy offered by the Registrant could lose money over the short or long term. Performance could be negatively affected by a number of different risks including, but not limited to:

### A. *Business Risks*

**Investment and Trading Risks.** All investments in securities and obligations risk the loss of capital, including the risk of a total loss of invested capital. The Registrant believes that its investment programs and research techniques may moderate this risk through a careful selection of securities, obligations and other financial instruments. No guarantee or representation is made that a Client's program will be successful. Past performance is not necessarily indicative of future performance. Clients' investment programs may utilize such investment techniques as leverage, margin transactions, short sales, swaps, options on securities and forward contracts, which practices may, in certain circumstances, increase the adverse impact to which the Clients may be subject. Clients may invest in leveraged bank loans, high yield bonds, structured products, convertible securities, options, swaps and other financial instruments with fixed-income characteristics. Such securities will primarily 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 timely meet interest and principal payments. The market prices of such instruments are also subject to abrupt and erratic market movements and changes in liquidity and above-average price volatility, and the spread between the bid and asked prices of such instruments may be greater than those prevailing in other financial markets.

**General Economic Conditions and Recent Events.** Various sectors of the global financial markets have been experiencing an extended period of adverse conditions. In recent years, market uncertainty globally has increased dramatically. These conditions have resulted in disruption of the global credit markets, periods of reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency. These volatile and often difficult global credit market conditions have episodically adversely affected the market values of equity, fixed-income and other financial instruments and these circumstances may continue or potentially deteriorate even further. The Registrant's investments are expected to be sensitive to the performance of the overall global economy. A negative impact on economic fundamentals and consumer and business confidence would likely increase market volatility and reduce liquidity, both of which could have a material adverse effect on Clients' performance and these or similar events may affect the ability of Clients to execute their investment strategies.

**High Yield Fixed Income Securities and Obligations.** Risks associated with investing in high yield fixed income securities (*e.g.*, leveraged loans and high yield bonds) include:

- the issuer's inability to pay interest or repay principal;
- illiquidity in the markets may make the securities and obligations difficult or impossible to sell;
- the issuer or company may repay the security or obligation prior to maturity;
- companies that issue such securities and obligations are often highly leveraged and may not have available to them more traditional methods of financing; and
- high yield issuers and companies generally do not issue publicly traded securities making it more difficult to hedge the risks associated with such investments.

**Bank loans and Participations.** The Registrant may invest for Clients in bank loans and participations. In addition to the risks for such fixed income obligations set forth above, bank loans and participations entail other risks such as (i) the invalidation of an investment as a fraudulent conveyance under creditors' rights laws, (ii) environmental liabilities that may arise with respect to collateral securing the obligations, (iii) limitations on the ability of the Registrant to directly enforce its rights with respect to participations and (iv) extended settlement periods. The Registrant will generally not be entitled to negotiate the covenants restraining the activities of the borrower under the bank loans and participations that it invests in on behalf Clients. As a result, such loans or participations may not include certain financial covenants and may not sufficiently protect the Client's income stream.

**High Yield Bonds.** The Registrant may invest for Clients in high yield bonds (*i.e.*, bonds that are rated in the sub-investment rating categories by credit rating agencies). In addition to the risks for such fixed income securities set forth above, the market values of certain of these lower-rated and unrated 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, and tend to be more sensitive to economic conditions than higher-rated securities. Also, high yield bonds tend to be more volatile than higher-rated securities and may not be protected by financial covenants or limitations on additional indebtedness.

**Lower Credit Quality Investments.** There may be no restrictions on the credit quality of the investments of certain Clients. Instruments in which the Registrant may invest for certain Clients may be deemed by rating companies to have substantial vulnerability to default in payment of interest and/or principal. Other investments may be unrated. Lower-rated and unrated instruments in which the Registrant may invest for Clients are subject to significant uncertainties or major risk exposures to adverse conditions, and are considered to be predominantly speculative. Generally, such investments offer a higher return potential than higher-rated investments, but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these investments (such as subordinated securities) also tend to be more sensitive to changes in economic conditions than higher-rated instruments. Declining real estate values, in particular, will increase the risk of loss upon default, and may lead to a downgrading of the applicable investments by rating agencies. The value of such investments may also be affected by changes in the market's perception of the entity issuing or guaranteeing them, or by changes in government regulations and tax policies. In general, the ratings of nationally recognized rating organizations represent the opinions of these agencies as to the quality of the investments that they rate. These ratings may be used by the Registrant as initial criteria for the selection of portfolio investments. Such ratings, however, are relative and subjective; they are not absolute standards of quality and do not evaluate the market value risk of the investments. It is also possible that a rating agency might not change its rating of a particular issue on a timely basis to reflect subsequent events.

**Illiquid Investments.** Investments selected by the Registrant may be illiquid, due to transfer restrictions, the size of an interest held or for other reasons. As a result, it may be necessary to hold these investments for an indefinite period of time. Generally, a less liquid investment bears more risk than a more liquid one. For example, if the Registrant is unable to liquidate an investment as its value declines, the Registrant will be unable to limit Clients' losses on such investment. Similarly, if a Registrant is unable to liquidate an investment at a time when cash is needed, the

Registrant may miss other investment opportunities or be forced to sell other investments at unfavorable times.

**Distressed Investments.** The Registrant may invest for Clients in securities and other obligations of companies that are experiencing significant financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These investments involve a substantial degree of risk. Any one or all of the issuers of the instruments in which the Registrant may invest for Clients 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 Registrant will correctly evaluate the value of the assets collateralizing Clients' distressed investments or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Registrant invests for a Client, such Client may lose its entire investment or may be required to accept cash, securities or other instruments with a value less than the Client's original investment. Under such circumstances, the returns generated from a Client's investments may not compensate such Client adequately for the risks assumed.

**Closed-End Mutual Funds and ETFs.** The Registrant may cause a Client to invest a portion of its assets in one or more closed-end mutual funds, exchange-traded funds or similar securities. When such investments are made, such Client (and, indirectly, any investor in such Client) will effectively be paying, in addition to the compensation payable to the Registrant, such Client's proportionate share of any management fees or other compensation charged by the manager of such mutual fund, exchange-traded fund or similar security, as well as its *pro rata* portion of the expenses incurred by such entity.

**Restructuring Situations.** The Registrant may invest for Clients in companies that face financial or operational difficulties or are otherwise in need of restructuring. The Registrant may not be able to implement a restructuring in a timely manner or at all, and the companies may go out of business or become subject to bankruptcy proceedings. Previous payments from the company to the Registrant could be reclaimed if they are deemed to be fraudulent conveyances or preferential payments, and a bankruptcy court could disallow, subordinate or disenfranchise Clients' claims to the company's assets. Other factors could adversely affect a Client's investment in such a situation, including the Registrant's misjudgment of the time required to complete a restructuring, failing to adequately monitor the company and the creditors' committees or incurring liability as an insider or fiduciary of the company. Failure to successfully correct the company's problems could lead to a total loss of such Client's invested capital.

**Event-Oriented Situations.** The price offered for securities or other obligations of a company involved in an announced deal can generally represent a significant premium above the market price prior to the announcement. Therefore, the value of such investments may decline in the event the proposed transaction is not consummated and if the market price of the securities or other instruments returns to a level comparable to the price prior to the announcement of the deal. Furthermore, the difference between the price paid by the Clients for securities or other instruments of a company involved in an announced deal and the anticipated value to be received for such securities or other instruments upon consummation of the proposed transaction will often be very

small. If the proposed transaction appears likely not to be consummated or, in fact, is not consummated or is delayed, the market price of the securities or other instruments will usually decline, perhaps by more than the Clients' anticipated profit. In addition, when a Client has sold short the securities or other instruments it anticipates receiving in an exchange or merger, and the proposed transaction is not consummated, such Client may be forced to cover its short position in the market at a higher price than its short sale, with a resulting loss. If a Client has sold short securities or other instruments that are the subject of a proposed cash tender offer or cash merger and the transaction is consummated, such Client also may be forced to cover its short position at a loss.

**Opportunistic/Macro Investing.** Clients may invest on an opportunistic basis, seeking to take advantage of trends in the market. Unlike traditional investing, in which investment decisions may be based entirely on the fundamental financial condition of an issuer, opportunistic investing relies on the ability of the Registrant to identify trends in the market and to invest in such trends before the rest of the market, and then sell before a trend ends. Opportunistic investing can be very volatile and involve heavy short-term trading. Short-term trading can generate high trading costs and produce gains taxable at higher rates.

**Use of Leverage.** The Registrant may use leverage in its investment program, including the use of borrowed funds and investments in certain types of options, such as puts, calls and warrants. Leverage strategies increase the risk of loss. To the extent the Registrant purchases securities and/or obligations with borrowed funds, net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The interest costs associated with such borrowing will reduce Clients' returns. If the interest expense on borrowings were to exceed the return on the investments made with borrowed funds, the use of leverage would result in a lower rate of return than if leverage was not used, magnifying the potential loss on amounts invested and therefore increasing the risks associated with such an investment. Borrowings will typically be secured by Clients' securities and other assets. Under certain circumstances, the lender may demand an increase in the collateral that secures the Clients' obligations and if the Clients were unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy such Clients' obligations to the lender. Liquidation in such manner could have extremely adverse consequences.

**Financial Instruments.** The Registrant will, from time to time, utilize a variety of financial instruments such as derivatives, swaps, caps and floors, options, futures, and forward contracts, for risk management purposes, including to hedge against fluctuations in the relative values of its portfolio positions from changes in commodity prices, currency prices and market interest rates, and, for speculative or financing purposes. Hedging against a decline in the values of the Registrant's portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can offset the decline in the value of such portfolio positions. Such hedging transactions may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Furthermore, there is a risk that the Registrant may not anticipate a particular risk so as to hedge against it or may choose not to hedge a known potential risk.

**Litigation.** Reorganizations can be contentious and adversarial. It is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. The

Registrant anticipates that during the term of the Clients, the Registrant may be named as a defendant in civil proceedings. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments may be borne by such Clients.

**Provision of Managerial Assistance.** Clients may obtain rights to participate substantially in and to influence substantially the conduct of the management of the issuers in which the Registrant invests on their behalf. Clients may designate directors (and non-executive chairmen) to serve on the boards of directors of issuers. The designation of directors and other measures contemplated could expose the assets of such Clients to claims by an issuer, its security holders and its creditors. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability which the limited liability characteristic of business operations usually ignores. If these liabilities were to occur, such Clients could suffer losses in its investments. While the Registrant intends to manage the Clients in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

**Synthetic Securities.** In addition to credit risks associated with holding non-investment grade loans and high yield debt securities, Clients investing in synthetic instruments will usually have a contractual relationship only with the counterparty of such synthetic instruments, and not the issuer of the underlying or linked obligation (whether an equity, debt or other instrument). Clients generally will have no right to directly enforce compliance by the underlying or linked issuer, nor any rights of set-off against such issuer, nor have any voting rights with respect to the underlying or linked obligation. Clients will not benefit directly from the collateral supporting that obligation or have the benefit of the remedies that would normally be available to a holder of that obligation. If a Client enters into a derivative instrument whereby it agrees to receive the return of a security or financial instrument or a basket of securities or financial instruments it will typically contract to receive such returns for a predetermined period of time. During such period, the Client may not have the ability to increase or decrease its exposure. In addition, such customized derivative instruments can be highly illiquid and it is possible that the Client will not be able to terminate such derivative instruments prior to their expiration date or that the penalties associated with such a termination might impact the Client's performance in a material adverse manner. In addition, in the event of insolvency of the counterparty to such a contract, Clients will be treated as general creditors of such counterparty. As a result, concentrations of synthetic instruments in any one counterparty subject these investments to an additional degree of risk with respect to defaults by the counterparty as well as by the issuer of the underlying or linked obligation.

**Real Estate.** The value of the real property and related assets underlying mortgage loans is subject to market conditions. Changes in the real estate market may adversely affect the value of the collateral and thereby lower the value to be derived from a liquidation. In addition, adverse changes in the real estate market increase the probability of default, as the incentive of the borrower to retain equity in the property declines. Furthermore, many of the properties which will secure real estate loans originated or purchased by Clients may be suffering varying degrees of financial distress or may be located in economically distressed areas.

**Whole Loans.** Whole loans generally are not government guaranteed or privately insured. A whole loan is directly exposed to losses resulting from default and foreclosure on the underlying collateral.

Therefore, the value of the underlying collateral, the creditworthiness of the borrower, and the priority of the lien are each of great importance. A decrease in real estate or other prices relating to the underlying collateral may reduce the equity component in such real estate or other collateral and may result in higher loan-to-value ratios. If the fair market value of the collateral securing a whole loan falls below the remaining principal balance of the loan, the loan has greater risk of payment default as well as a risk that the net proceeds of any foreclosure will not cover the entire loan. In addition, there can be no assurance as to the adequacy of the protection of the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, claims may be asserted that might interfere with enforcement of the rights of Clients. In the event of a foreclosure, Clients may assume direct ownership of the underlying collateral. The liquidation proceeds upon sale of such collateral may not satisfy the Client's basis or outstanding balance of principal and interest on the loan, resulting in a loss to the Clients. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying collateral will further reduce the proceeds and thus increase the loss.

**Structured Products.** The Registrant may invest for Clients in instruments backed by, or representing interests in, certain underlying instruments ("**structured products**"), including, but not limited to, RMBS, collateralized debt obligations, equipment trust certificates, secured leases, collateralized mortgage obligations, collateralized bond obligations, collateralized loan obligations, investments collateralized by tangible aircraft and related property, equity interests in financing vehicles and other pooled investment vehicles holding interests, directly or indirectly, in aircraft loans, aircraft leases and/or tangible aircraft and related property or tangible shipping and related property, equity interests in financing vehicles and other pooled investment vehicles holding interests, directly or indirectly, in shipping loans, shipping leases and/or tangible shipping and related property, or similar instruments. The performance of a structured product will be affected by a variety of factors, including, without limitation, its priority in the capital structure of the issuer, the availability of any credit enhancement, the level and timing of payments and recoveries on and the characteristics of the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. The extent of payments made with respect to structured products is dependent on the extent of the cash flow on the underlying instruments.

**Equity Investments.** When the Registrant invests for Clients in senior secured loans or mezzanine loans, it may acquire common or preferred equity securities as well. In addition, the Registrant may occasionally invest directly in the equity securities of issuers. In either case, the Registrant's goal is ultimately to exit such equity interests and realize gains upon its disposition of interests. However, the equity interests the Registrant acquires may not appreciate in value and may end up declining in value. Accordingly, the Registrant may not be able to realize gains from its equity interests, and any gains that it does realize on the disposition of any equity interests may not be sufficient to offset any other losses it experiences.

**Residential Mortgage-Backed Securities.** The Registrant may invest for Clients in RMBS and its Clients may become holders of RMBS. Holders of RMBS bear various risks, including credit, market, interest rate, structural, service and legal risks. RMBS represent interests in pools of residential mortgage loans secured by residential mortgage loans. Such loans may be prepaid at any

time. Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity, although such loans may be securitized and the securities issued in such securitization may be guaranteed or credit enhanced. The rate of defaults and losses on residential mortgage loans will be affected by a number of factors, including general economic conditions and those in the area where the related mortgaged property is located, geographic risks such as natural hazards, the borrower's equity in the mortgaged property, the standards by which the loan was originated and the financial circumstances of the borrower. In addition, residential mortgage loans may include so-called "Jumbo" mortgage loans, having original principal balances that are higher than is generally the case for residential mortgage loans and mortgage loans with balloon payments, each of which involves greater risk to a lender. If a residential mortgage loan is in default, foreclosure of such residential mortgage loan may be a lengthy and difficult process, and may involve significant expenses. Furthermore, the market for defaulted residential mortgage loans or foreclosed properties may be very limited.

**Non-Performing Nature of Loans.** There are varying sources of statistical default and recovery rate data for loans and other debt securities and numerous methods for measuring default and recovery rates. The historical performance of the credit market or the leveraged loan market is not indicative of future results. It is anticipated that certain of the loans that the Registrant may invest in for Clients may be non-performing and possibly in default. Furthermore, the obligor and/or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments with respect to the loans. Although the Registrant will attempt to manage these risks, there can be no assurance that such investments will increase in value or that such Clients will not incur significant losses.

**Senior Loans.** Senior secured loans are usually rated below investment grade or may also be unrated. As a result, the risks associated with senior secured loans are similar to the risks of below investment grade fixed income instruments, although senior secured loans are senior and secured in contrast to other below investment grade fixed income instruments, which are often subordinated or unsecured. Investment in senior secured loans rated below investment grade is considered speculative because of the credit risk of their issuers. Such companies are more likely than investment grade issuers to default on their payments of interest and principal owed to Clients, and such defaults could have a materially adverse effect on such Clients' performance. An economic downturn would generally lead to a higher non-payment rate, and a senior secured loan may lose significant market value before a default occurs. Moreover, there is a risk that the collateral securing such loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, the Clients' liens could be subordinated to claims of other creditors. Consequently, the fact that a loan is secured does not guarantee that the Clients will receive principal and interest payments according to the loan's terms, or at all, or that the Clients will be able to collect on the loan should it be forced to enforce its remedies. There may be less readily available and reliable information about most senior secured loans than is the case for many other types of securities and obligations, including securities issued in transactions registered under the U.S. Securities Act of 1933, as amended, or registered under the U.S. Securities Exchange Act of 1934, as amended. As a result, the Registrant will rely primarily on its own evaluation of a borrower's



credit quality rather than on any available independent sources. Therefore, Clients are particularly dependent on the analytical abilities of the Registrant when investing in senior loans.

**Loans to Private Companies.** Loans to private and middle market companies involve a number of particular risks that may not exist in the case of large public companies, including: (i) these companies may have limited financial resources and may be unable to meet their obligations under the debt securities that a Client holds, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Client realizing on any guarantees the Client may have obtained in connection with its investment; (ii) these companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns; (iii) limited public information exists about many of these companies, and the Registrant is required to rely on the ability of the Registrant's investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies, and if the Registrant is unable to uncover all material information about these companies, it may not make a fully informed investment decision, and Clients may lose money on such investments; (iv) these companies are more likely to depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations; (v) these companies generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position; and (vi) these companies may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding indebtedness upon maturity.

**Consumer Loans.** The Registrant may invest for Clients in consumer loans. Such loans may be at the time of acquisition, or may become after acquisition, non-performing for various reasons. With respect to collateralized loans, the underlying property may be too highly leveraged, poorly managed or substantially in need of rehabilitation. Such non-performing and sub-performing loans may require a substantial amount of workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of the loan. Finally, there is unlikely to be a liquid secondary market for these types of investments. Consequently, such investments may not be able to be disposed of at prices that reflect their value or the amount paid for them.

**Loan Origination.** The Registrant may seek, on behalf of its Clients, to originate loans, including, but not limited to, secured and unsecured notes, senior and second lien loans, mezzanine loans, and other similar investments. Clients retain all fees received in connection with originating or structuring the terms of any such investment. Clients may subsequently offer such investments for sale to third parties, which could include certain other investment funds, single investor vehicles or separately managed accounts managed by the Registrant or its affiliates; however, there is no assurance that a Client will complete the sale of such an investment. If a Client is unable to sell, assign or successfully close transactions for the loans that it originates, such Client will be forced

to hold its interest in such loans for an indeterminate period of time. This could result in such Client's investments being over-concentrated in certain borrowers.

**Aircraft.** Commercial aircraft operators are engaged in economically sensitive, highly cyclical and competitive businesses. In connection with their acquisition of aircraft or aircraft-backed securities, Clients are affected by all the risks facing a commercial aircraft operator, which are beyond the company's control. A commercial aircraft operator's results of operations depend, in part, on the financial strength of its customers and its customers' ability to compete effectively in the market and manage their risks. Risks to which a commercial operator may be subject include, among others: general economic conditions in the countries in which its customers operate, including changes in gross domestic product and currency fluctuations; demand and rates for air travel and air cargo shipments; changes in interest rates and the availability and terms of credit; concerns about security, terrorism, war, public health and political instability; environmental compliance and other regulatory costs; labor contracts, labor costs and stoppages; aircraft fuel prices and availability; technological developments; maintenance costs; airport access and air traffic control infrastructure constraints; insurance and other operating costs; industry capacity, utilization and general market conditions; and market prices for aviation equipment.

**Shipping.** The shipping industry is both cyclical and volatile in terms of charter rates and profitability. In addition, it is a highly competitive industry that is capital intensive and highly fragmented. In connection with their acquisition of shipping vessels or shipping asset-backed securities, Clients are affected by all of the risks facing an operator of ocean-going shipping vessels, which are beyond the company's control. The demand for containership capacity is influenced by, among other things: the supply and demand for products suitable for shipping in containers; changes in global production of products transported by containerships; the globalization of manufacturing; global and regional economic and political conditions; developments in international trade; changes in seaborne and other transportation patterns; and environmental and other regulatory developments. In addition, the shipping industry is subject to a number of unique risks, such as the risks of piracy, governmental seizure of vessels during wartime, terrorist attacks and other international hostilities, and the availability of ports of call, and is subject to significant regulation and liability under environmental and operational safety laws. In some sectors of the shipping industry, there may be, or there already is, an oversupply of shipping capacity, and charter rates have been depressed as a result. In addition, the asset values of shipping vessels have historically been volatile, resulting in a general decline in the willingness of banks and other financial institutions to extend credit. This has hurt the shipping industry as it is highly dependent on the availability of credit to finance and expand operations. If this trend continues, this could result in a decline in the value of the Clients' investments in this industry.

**Non-U.S. Investments.** Investments outside the U.S. or denominated in non-U.S. currencies pose currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include, depending on the country involved, expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding non-U.S. investments and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Transaction costs of investing outside the U.S. are generally higher than in the U.S. There is generally less

government supervision and regulation of exchanges, broker-dealers and funds than there is in the U.S. Non-U.S. investments pose certain legal risks, including that laws and regulations governing investments in financial instruments may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation, both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries and Clients may encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments 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 Clients' performance. Greater tax risks and complexities also may be associated with these investments.

**Valuation.** The Registrant is responsible for valuing the assets of certain Clients. Such valuation will affect reported Client performance. Although the Registrant will be performing its valuation of Client assets pursuant to certain written guidelines, which generally involve current market price information, there will be investments as to which current or reliable market price information is unavailable, in which event the Registrant has discretion in determining the appropriate means of valuation. There can be no assurance that the value assigned to an investment at a certain time will equal the value that such Clients are ultimately able to realize.

#### *B. Client Risks*

**Dependence Upon Professionals.** The performance of Clients' investments is significantly dependent upon the expertise of the professionals of the Registrant, and any future unavailability of their services could have an adverse impact on Clients' performance. The senior principals of the Registrant will devote as much of their time to the activities of Clients as they deem necessary and appropriate. The Registrant, its senior principals and their respective affiliates are (subject to legal and fiduciary obligations) not restricted from forming other Clients, from entering into other investment advisory relationships, or from engaging in other business activities, even though such activities may be in competition with existing Clients and/or may involve substantial time and resources of the Registrant or its senior principals. The time and effort of the Registrant and its senior principals, officers and employees will not be devoted exclusively to the business of any one Client but will be allocated among all Clients. In addition, there is no assurance that as the Registrant's assets under management increase, the number of investment professionals and the degree of infrastructure support available to manage those assets will increase accordingly. In addition, the Registrant can offer no assurance that any such investment professionals will contribute effectively to its business or to the work of the Registrant. Any failure to manage the Registrant's future growth effectively could have a material adverse effect on its business, financial condition and results of operations.

**Reliance on the Registrant.** Certain Clients' investments may be structured on terms negotiated by the Registrant. If the Registrant resigns or otherwise no longer serves as the advisor of a Client, such Client's investments may be terminated or may otherwise no longer be available to such Client, which may have an adverse impact on such Client's investment performance. Moreover, subjective decisions made by the Registrant may cause one or more Clients to incur losses or to miss profit opportunities on which it may otherwise have capitalized.

**Business and Regulatory Risks.** The Registrant is part of a larger firm with multiple business lines in multiple jurisdictions that are governed by a multitude of legal systems and regulatory regimes, some of which are new and evolving. As a result, Clients, the Registrant and/or their respective affiliates are subject to a number of unusual risks, including changing laws and regulations, developing interpretations of such laws and regulations, judicial decisions and increased scrutiny by regulators. One Client of the Registrant is a business development company registered under the Investment Company Act of 1940 and is therefore subject to additional regulatory compliance requirements and scrutiny. Also, in connection with the acquisition of certain mortgage loans, the Registrant may become subject to various laws and regulations requiring the maintenance of privacy and security of certain personally identifiable data relating to natural persons in its possession. In addition, the Registrant conducts investment activities in multiple securities markets, which are subject to comprehensive statutes, regulations and margin requirements enforced by the SEC, other federal, state and international regulators and self-regulatory organizations and exchanges. These authorities may be authorized to take extraordinary actions in the event of market emergencies. Regulators may implement more stringent regulation of private funds and other investors and their trading activities, or the Registrant may expand its business into jurisdictions that have adopted more stringent requirements than those in which it currently conducts business. In such event, the Registrant may have to incur significant expenses in order to comply or the Registrant may have to restrict its operations, either approach may adversely affect the ability of the Registrant to pursue its investment strategies and the value of investments held by its Clients. To the extent such regulatory expansion occurs, it may result in scrutiny or claims against the Registrant or its Clients directly for actions taken or not taken by the Registrant or its Clients, or result in ambiguity or conflict among legal or regulatory schemes applicable to their businesses, all of which could adversely affect the investment or trading strategies pursued by such Clients or their investments or the value of such investments. One recent example of regulatory expansion is the promulgation of regulations in the European Union and the United States requiring risk retention by the Registrant or its affiliates in the case of certain Clients managed by the Registrant or its affiliates, such as CLOs. The regulations require the Registrant to make significant investment in the applicable Clients. The Registrant may not be able to commit enough capital for this purpose, which would put it at a competitive disadvantage to other investment managers that are able to commit such capital. Accordingly, the Registrant may not be able to offer as many investment products as it otherwise would. In general, as a result of the evolving regulatory environment in which the Registrant operates, its Clients and/or their respective affiliates face the continuing risk of pending and potential litigation and regulatory action. These risks are often difficult or impossible to predict, avoid or mitigate in advance. The effect of any such legal risk, litigation or regulatory action on the Registrant or its Clients or their respective affiliates could be substantial and adverse.

**Certain Tax Considerations.** The tax considerations of Clients and their investors are complex. Legal, tax and regulatory changes could occur during the term of a Client which may adversely affect such Client. For example, proposed legislation was recently introduced to the U.S. Congress that would, if enacted, impose U.S. federal income tax on the worldwide net income of a corporation organized outside the United States if the corporation is managed and controlled in the United States and either its equity is regularly traded on an established securities market or its aggregate gross asset value in any tax year is at least \$50 million. The legislation would direct the U.S. Treasury to issue regulations treating an investment company as managed and controlled in the United States if investment decisions are made in the United States.

Under Sections 1471-1474 of the Internal Revenue Code and related authority (“**FATCA**”), in order to avoid a United States withholding tax of 30% on certain United States source payments made after June 30, 2014 (in the case of gross proceeds, after December 31, 2016), Clients will be required to comply with an agreement with the Internal Revenue Service (“**IRS**”) or another taxing authority, pursuant to which they will be required to identify and report on certain direct and indirect United States owners or investors. An investor in a Client could be required to provide to such Client information which identifies its direct and indirect ownership. Any such information provided to a Client may be shared with the IRS or another taxing authority. Investors are deemed to have given their consent to the disclosure of information and agree to provide such other information as is necessary for Clients to comply with these new reporting requirements under FATCA, and such Clients will take such action as they consider necessary to ensure that any such withholding tax is economically borne by the relevant investor whose failure to provide the necessary information gave rise to the withholding tax. A Client may also redeem an investor’s interests, or take certain other actions to mitigate the consequences of an investor’s failure to comply with the requirements described above. Prospective Clients and their prospective investors are urged to consult their own tax advisors with respect to the new withholding and reporting regime imposed by FATCA.

**Systems Risks.** Clients depend on the Registrant to develop and implement appropriate systems for their activities. The Registrant relies heavily on computer programs and systems (and may rely on new systems and technology in the future) for various purposes in connection with its activities on behalf of its Clients, including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of such Clients’ activities. Certain of the Registrant’s and its Clients’ activities will be dependent upon systems operated by third parties, including prime brokers, market counterparties and other service providers, and the Registrant may not be in a position to verify the risks or reliability of such third-party systems. The failure, corruption or breach of one or more systems (including as a result of the occurrence of a disaster such as a cyber-attack, a natural catastrophe, an industrial accident, a terrorist attack or war, events unanticipated in the Registrant’s disaster recovery systems, or a support failure from external providers) or the inability of such systems to satisfy a Client’s needs, including, without limitation, the execution of orders, could have a material adverse effect on the Registrant’s ability to conduct business and on its operations and financial condition, particularly if those events affect the Registrant’s computer-based data processing, transmission, storage and retrieval systems or destroy the Registrant’s data. If a significant number of the Registrant’s personnel were to be unavailable in the event of a disaster, the Registrant’s ability to effectively conduct its business could be severely compromised.

The Registrant depends heavily upon computer systems to perform necessary business functions. Despite its implementation of a variety of security measures, the Registrant’s computer systems could be subject to cyber-attacks and unauthorized access, such as physical and electronic break-ins or unauthorized tampering. Like other companies, the Registrant may experience threats to its data and systems, including through malware and computer virus attacks, unauthorized access, system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary and other information processed and stored in, and transmitted through, the Registrant’s computer systems and networks, or otherwise cause interruptions or malfunctions

in its operations, which could result in damage to its reputation, financial losses, litigation, increased costs, regulatory penalties and/or customer dissatisfaction or loss.

**Electronic Communications.** The Registrant, on behalf of its Clients, will provide to each investor in a Client statements, reports and other communications relating to the Client in which such investor has invested, and/or such investor's interest in such Client, in electronic form such as email or via a password protected website ("**Electronic Communications**"). Electronic Communications may be modified, corrupted or contain viruses or malicious code, and may not be compatible with an investor's electronic system. In addition, reliance on Electronic Communications involves the risk of inaccessibility, power outages or slowdowns for a variety of reasons. These periods of inaccessibility may delay or prevent receipt of reports or other information by an investor.

**Investing on Behalf of Multiple Clients.** The Registrant invests on behalf of multiple Clients. As a result, the Registrant may effect transactions for one Client that differ from the transactions effected for another Client. In addition, the Registrant may invest in certain debt or equity securities or other debt instruments of a particular issuer for one Client while investing in a different part of the same issuer's capital structure, or in different tranches of debt for another Client, and, in either case, potentially at different times. This may be deemed to create conflicts of interest, because the Registrant may pursue actions for one or more Clients that may have an adverse effect on another Client, in particular in the context of a restructuring or reorganization. In such instances, the Registrant will seek to act in a manner it reasonably believes to be equitable to all Clients involved under the circumstances.

**Material Non-Public Information.** Any of the members of the Registrant's investment team may serve as an officer, director, advisor or in comparable management functions for portfolio companies in which a Client invests, and any employee of the Registrant may obtain material non-public information in connection therewith, or in connection with such person's other activities in the financial markets. The Registrant typically operates without information barriers to separate persons who make investment decisions from others who might possess material non-public information that could influence such decisions. In an effort to manage possible risks arising from the Registrant's decision not to implement such screens, the Registrant maintains a list of restricted securities with respect to which the Registrant may have access to material non-public information and in which Clients are restricted from trading. If employees of the Registrant obtain such material non-public information about an issuer, the Clients may be prohibited, by law, policy or contract, for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer, which could impact the returns generated for such Clients.

**Difficulty of Locating Suitable Investments.** There can be no assurance that there will be a sufficient number of suitable investment opportunities that the Registrant will be able to identify to enable Clients to invest in opportunities that satisfy Clients' investment objectives or that such investment opportunities will lead to completed investments by Clients. The activity of identifying, completing and realizing an attractive investment opportunity is highly competitive and involves a high degree of uncertainty. The Registrant and its Clients will compete for the acquisition of investments with many other investors, some of which are substantially larger and have considerably greater financial, technical and marketing resources than Registrants and its Clients.

For example, some investors may have a lower cost of funds and access to funding sources that are not available to the Registrants and its Clients. In addition, some of the Registrants and its Client's competitors may have higher risk tolerances or different risk assessments than the Clients do, which could allow them to consider a wider variety of investments and establish more portfolio relationships than the Registrants and its Clients. Such competitors may include other private investment funds and business development companies, as well as individuals, financial institutions and other institutional investors. Further, over the past several years, an ever-increasing number of private investment funds have been formed (and many existing funds have grown in size). Additional funds and/or single investor vehicles and/or separately managed accounts with similar investment objectives may be formed in the future by other unrelated parties. In addition, the availability of investment opportunities generally will be subject to market conditions, as well as, in some cases, the prevailing regulatory or political climate. Therefore, identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and competition for such opportunities may become more intense. The Registrant cannot offer any assurance that the competitive pressures it faces will not have a material adverse effect on its business, financial condition and results of operations. Also, as a result of this competition, the Registrant may not be able to take advantage of attractive investment opportunities from time to time, and it can offer no assurance that it will be able to identify and make investments that are consistent with its investment objectives.

The Registrant does not seek to compete primarily based on the interest rates it will offer, and it believes that some of its competitors may make loans with interest rates that will be comparable to or lower than the rates it offers. The Registrant may lose investment opportunities if it does not match its competitors' pricing, terms and structure. However, if the Registrant matches its competitors' pricing, terms and structure, it may experience decreased net investment income and increased risk of credit loss.

**Misconduct of Employees, Consultants and Third-Party Service Providers.** Misconduct by employees of the Registrant or consultants to the Registrant or its affiliates, or by third party service providers, could cause significant losses to the Clients. Such misconduct may include binding Clients to transactions that exceed authorized limits or present unacceptable risks and unauthorized trading activities or concealing unsuccessful trading activities (which, in either case, may result in unknown and unmanaged risks or losses). Losses could also result from actions by third party service providers, including failing to recognize trades and misappropriating assets. In addition, employees, consultants and third-party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting Clients' business prospects or future marketing activities. No assurances can be given that the Registrant will be able to identify or prevent any such misconduct.

**Adverse Effects of Negative Publicity.** Public scrutiny with respect to the asset management industry, including matters relating to compensation, private investment fund business practices and other matters, has increased dramatically in the past several years. The recent financial crisis and the current political and public sentiment regarding the asset management industry has resulted in a significant amount of adverse press coverage, as well as adverse statements or charges by regulators or elected officials. Press coverage and other public statements that assert some form of wrongdoing, regardless of the factual basis for the assertions being made, often results in some type

of investigation by regulators, legislators and law enforcement officials or in lawsuits. If the Registrant were to be subject to such press coverage or other statements, responding to resulting investigations and, possibly, lawsuits, regardless of the ultimate outcome of the proceeding, would be time consuming and expensive and could divert the time and effort of the Registrant's investment professionals. Adverse publicity could also have a negative impact on the Registrant's reputation and on the morale and performance of the Registrant's investment professionals, which could in turn adversely affect the performance of Clients' investments.

## **Disciplinary Information**

The Registrant and its management persons have not been involved in any legal or disciplinary events in the past 10 years that the Registrant believes would be material to a Client's or a prospective client's evaluation of the Registrant's advisory business or the integrity of its management or its management persons.

## **Other Financial Industry Activities and Affiliations**

From time to time, certain of the Registrant's employees may serve on various creditor committees or as directors of privately held or publicly traded companies in which Clients invest. Clients should be aware of the fact that receipt of material non-public information could preclude the Registrant from effecting discretionary transactions on behalf of Clients in certain securities of these issuers.

OHA investment advisor affiliates include Oak Hill Special Opportunities Management, LLC ("**OHSOM**"). OHSOM is a joint venture management company formed in 2002 by OHA and Oak Hill Capital Management, LLC, an unaffiliated investment advisor, to provide investment advisory services for investments in financially distressed companies to several private investment funds. Additional affiliated investment advisors are set out in Part 1A of the Registrant's Form ADV.

General Atlantic OHA, LLC, an investment vehicle controlled by investment funds managed by General Atlantic Service Company, LLC ("**GA**"), is a limited partner in the Registrant.

For purposes of the Advisers Act, OHA exercises supervision and control over, and takes responsibility for the investment advice given by its affiliates, and OHA considers all such affiliates' clients to be Clients. Notwithstanding the foregoing, OHSOM is jointly supervised by the Registrant and Oak Hill Capital Management, LLC.

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

The Registrant or an affiliate acts as general partner and/or investment advisor to several private investment funds, collateralized debt and loan obligations, single investor vehicles and separately managed accounts and may, subject to legal and fiduciary obligations, sponsor additional investment vehicles in the future to pursue particular investment opportunities. Although neither



Registrant nor its affiliates are engaged by a Client to advise them as to the appropriateness of investing in such future investment vehicles, because of the Registrant's or its affiliates' relationship to those investment vehicles, should a Client invest, the Registrant could be considered, indirectly, to have recommended that investment to such Client.

Certain of the related persons of the Registrant may have personal investments in investment vehicles, including other entities with the Oak Hill name. From time to time, the Registrant may recommend or cause a Client to invest in an issuer that is related to such entities or a security made available by such entities. On occasion, the Registrant may be offered the opportunity to make such investments for Clients at a discount. In addition, from time to time the Registrant may recommend, or cause a Client to invest in, securities or obligations issued by a portfolio company of private investment funds managed by GA. Similarly, the Registrant may recommend, or cause a Client to invest in, securities or obligations issued by a private investment fund sponsored by an affiliate of OHA or issued by another Client. The investing Client may, directly or indirectly, pay OHA additional fees in connection with any investment in securities or obligations issued by the other Client.

The Registrant, or a person associated with the Registrant, may purchase a security of the same class of securities or other instruments or a security or other instrument issued by the same issuer as that held in a Client account or recommended by the Registrant. Such purchases may be made through a co-investment vehicle. In such instances, investment related fees and expenses will be allocated between Client accounts and the co-investment vehicle pursuant to the OHA Expense Allocation Policy. Any transaction fee earned by the Registrant may be allocated *pro rata* based on capital invested or capital committed, as agreed to by Clients. In addition, because several Clients are private investment funds, collateralized debt and loan obligations, single investor vehicles and separately managed accounts of which the Registrant or an affiliate of the Registrant serves as the general partner and/or investment advisor, the Registrant may be considered to participate in transactions effected for those Clients.

The principals of the Registrant may from time to time make passive investments in various unaffiliated private investment funds whose managers or such manager's affiliates may or may not be investors in a Client. Although not expected to be the case, these investment funds could make investments (directly or through underlying funds) that are within the investment mandate of such Clients.

The Registrant has adopted a Code of Ethics and Personal Trading Policy. Among other things, the policy requires that employees act with integrity, place the interests of Clients above their own, avoid actual and potential conflicts of interest and comply with applicable provisions of relevant securities laws. The policy also requires employees to pre-clear certain personal securities transactions, report certain personal securities transactions on at least a quarterly basis and provide the Registrant with a detailed summary of certain holdings annually.

A copy of Registrant's Code of Ethics and Personal Trading Policy shall be provided to any Client or qualified prospective client or investor upon request.

## Brokerage Practices

### *A. Best Execution*

The Registrant's selection of a broker-dealer to execute Client transactions is based primarily upon the broker-dealer's ability to deliver best execution for its Clients. Factors that the Registrant may use in making this determination include the price per unit of the security or other instrument, the broker-dealer's execution capabilities, commission rates, the value of advice and research reports, the broker-dealer's ability to deliver prompt, accurate confirmations and on-time delivery of securities or other instruments, the broker-dealer's ability to maintain confidentiality of the Registrant's trading intentions, and any other relevant factors that impact the price or execution of a trade. The commissions or transaction costs (including spreads) charged by any broker-dealer may be greater than the amount another firm might charge if the Registrant determines in good faith that the amount of such commission is reasonable in relation to the value of the brokerage services and research information provided by the broker-dealer.

### *B. Soft Dollars*

The Registrant does not pay broker-dealers separately for advice and research reports, but receives such advice and reports from broker-dealers who may execute portfolio transactions. This research may be used to service all of the Registrant's accounts. If a particular broker-dealer's research was significant in the decision to purchase a security or other instrument, transactions may be directed to that broker-dealer, assuming the broker-dealer meets the aforementioned criteria. The Registrant does not formally commit to invest any particular level of commissions to broker-dealers who provide research services. Research or brokerage services by broker-dealers through which portfolio transactions for the Registrant are executed may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities or other instruments, online quotations, news and research services, access to an electronic communication network for order entry and account information, participation in broker-dealer sponsored research and capital introduction conferences and other services providing lawful and appropriate assistance to the general partner or investment advisor in the performance of their investment decision-making responsibilities on behalf of Clients. Receipt of such research or other products or services may create an incentive for the Registrant to select or direct more business to particular broker-dealers. The Registrant understands that the benefits received through its relationship with broker-dealers generally do not depend upon the amount of transactions directed to, or the amount of assets custodied by, the broker-dealer.

### *C. Cross Transactions*

The Registrant may also arrange for a transaction between certain Clients, in which one Client buys a security from, or sells a security to, the account of another Client ("**cross transactions**"). The Registrant may engage an unaffiliated broker-dealer to execute cross transactions, either for a fee or for no fee. The Registrant receives no compensation (other than its advisory fee), directly or indirectly, for effecting a particular cross transaction.

The Registrant engages in cross transactions only after determining the transaction is in the best interest of each participating Client and that the securities or other instruments are suitable and appropriate for each participating Client. The Registrant will generally not execute cross transactions through a broker-dealer; however, in the instances when a broker-dealer is used, Clients will typically pay a reduced commission (*i.e.*, agency commission or a mark-up or mark-down on the price of the security or other instrument). The Registrant consistently seeks to ensure that the compensation paid to the broker-dealer to execute these types of transactions is reasonable and commensurate with the level of services being provided.

#### *D. Bunched Orders and Trade Allocation*

Orders for the same security or obligation entered on behalf of more than one Client will generally be aggregated subject to the aggregation being in the best interests of all participating Clients. All Clients participating in each aggregated order shall receive the average price and, subject to minimum ticket charges (if any), pay a *pro rata* portion of commissions and/or execution costs.

The Registrant considers a number of factors when allocating trades among Client accounts. The underlying rationale for allocating purchases among Clients is based on both (i) the available capital (which may include leverage) and (ii) maximum position size or total equity, in accordance with the investment parameters of the accounts. Secondary purchases may be allocated based on the relative existing positions in the accounts. Other factors may be considered by the Registrant including, but not limited to, account size and diversification. The Registrant may adjust trade allocations in cases where it is limited in its ability to allocate across all Client accounts. For trades less than or equal to \$10 million market value, the Registrant may allocate to one or more Clients or adjust allocations to reflect ongoing transaction costs and liquidity considerations (*e.g.*, the Registrant will take into account assignment costs that materially affect the cost to transact).

#### *E. Standard of Care and Trade Errors*

The Registrant and any officer, director, principal, shareholder, partner, employee, agent, member or representative of the Registrant or any of its affiliates (each, a “**Registrant Person**”) shall not be liable in damages or otherwise to a Client or to any investor in a Client fund for any act or omission by it in connection with such Client’s activities, except for any liability that results from a Registrant Person’s gross negligence or willful misconduct, unless otherwise agreed to in the relevant Client constituent documents or as required by applicable law. This standard of care will result in the Client bearing the costs of any trade errors committed by the Registrant Person, so long as the errors do not evidence gross negligence or willful misconduct. Examples of trade errors that may be committed by investment advisors include executing a purchase instead of a sale (or *vice versa*), marking a short sale as a long sale, purchasing or selling a security or other instrument in the incorrect amount, or purchasing or selling the wrong security or other instrument. Although a broker-dealer may choose to assume responsibility for a trade error loss caused by the Registrant, the Registrant is prohibited from obtaining the broker-dealer’s agreement to do so in exchange for the Registrant’s promise to direct future commissions to the broker-dealer.

#### *F. Brokerage or Client Referrals*

The Registrant may effect transactions or otherwise utilize broker-dealers that have, or whose affiliates have, referred or recommended investors to it and broker-dealers or registered representatives of broker-dealers that personally or through related persons or family members have investments in funds managed by the Registrant. These practices may create an incentive for the Registrant to direct more business to these broker-dealers in order to generate future referrals or additional affiliated investments.

## **Review of Accounts**

Each of the Client accounts is reviewed, as applicable, by Glenn R. August (Founder & Chief Executive Officer of the Registrant), William H. Bohnsack, Jr. (President & Senior Partner), Scott D. Krase (Vice Chairman, Europe, & Partner), Robert Okun (Chief Investment Officer of U.S. Credit & Senior Partner), Doug Henderson (Co-Head of European Investments & Partner), Alexandra Jung (Co-Head of European Investments & Partner), Adam B. Kertzner (Portfolio Manager & Partner), Goran V. Puljic (Co-Head of Corporate Structured Products & Partner), Alan M. Schrager (Portfolio Manager & Partner), Thomas S. Wong (Portfolio Manager & Partner), Jason T. Serrano (Head of Mortgage Strategies and Partner) and/or T.K. Narayan (Co-Head of Corporate Structured Products & Partner) and appropriate investment, operations, legal and compliance and accounting personnel on a regular basis. Matters reviewed include the specific investments held by the Registrant, the percentage of assets in various types of asset classes, the financial and regulatory reporting relating to investments, the relative and absolute performance of each account and liquidity, leverage and counterparty exposure of each account.

With respect to the private investment funds, and collateralized debt and loan obligations for which the Registrant serves as general partner and/or investment advisor, the Registrant may provide regular reports to their respective Clients as specified in the applicable investment advisory agreement or other constituent documents.

For pooled investment vehicles and single investor vehicles (other than as described below), the Registrant or Administrator delivers to each investor audited financial statements of the fund within 90 or 120 days of the conclusion of the fund's fiscal year-end, as well as an audited balance sheet of the fund, a statement of net income or net loss for such fiscal year, a statement of cash flows, a statement of such investor's capital account and the amount of such investor's share in the fund's taxable income or loss for each such year. In addition, for some funds, within 10 to 20 days of the end of each month, each investor receives an unaudited statement of such investor's investment in the fund and changes thereto for the month. Also, for some funds, within 45 to 60 days of the end of each of the first three quarters of each fiscal year, each investor receives an unaudited statement of such investor's investment in the fund and changes thereto for the quarter.

For "cash flow" collateralized debt and loan obligations, in most cases as required by the applicable constituent documents, the Registrant delivers to each investor a quarterly report describing significant events and providing performance results. Further, the Trustee delivers monthly reports to each investor detailing compliance with covenants specified by the applicable indenture and related documents. Further, the issuer delivers information to each investor such that it can determine its respective share of taxable income or loss for each fiscal year.

With respect to each separately managed account for which the Registrant serves as the investment adviser, the Registrant delivers to each Client monthly, quarterly performance and/or annual performance reports, including information relating to the trading activity in the account during such period and the holdings of the account at the applicable reporting date.

In addition to the foregoing reports and statements, the Registrant may also provide individual investors or third parties representing investors with more frequent disclosure or provide additional information not contained in the above mentioned reports and statements.

## **Client Referrals and Other Compensation**

The Registrant may, from time to time, agree to compensate certain financial institutions and other placement agents and solicitors for helping OHA acquire new assets under management.

Certain unaffiliated service providers that are selected by the Registrant may receive compensation from Client accounts for the provision of various services. These service providers, or their affiliates, may also refer Clients to OHA, or refer investors to pooled investment vehicles managed by OHA. The Registrant does not consider such referrals when deciding whether to retain any service provider on behalf of a Client and the Registrant does not compensate such unaffiliated service providers separately for any referrals.

## **Custody**

In accordance with Rule 206(4)-2 of the Advisers Act, Client funds and securities are held in custody with unaffiliated broker-dealers or banks; however, OHA may have access to Client custody accounts, as authorized pursuant to an investment advisory agreement or because an affiliate of OHA serves as the general partner of a private investment fund client or a related special purpose vehicle (together, “**Investment Entities**”). Investors in most such Investment Entities will not receive statements from the custodian(s). Instead, such Investment Entities are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 90 or 120 days of the Investment Entity’s fiscal year end. Investors in Investment Entities and separately managed account Clients not subject to an annual audit and for which OHA is deemed to have custody shall receive quarterly account statements from the custodians and a qualified independent accounting firm shall conduct an annual surprise examination. Clients that receive account statements directly from a custodian should carefully review these account statements.

## **Investment Discretion**

OHA generally has discretionary authority to determine, without obtaining specific consent from Clients, the instruments and amount to be bought or sold. Any limitations on authority are included in a Client’s constituent documents, including limited partnership agreements and investment advisory agreements, as applicable.

The Registrant and the general partners of, and investors in, certain pooled investment vehicles managed by the Registrant are authorized, without the approval of any investor, to enter into side letters or similar written agreements with investors that have the effect of establishing rights under, or altering or supplementing the terms of, the applicable constituent document such as the private placement memorandum, the limited partnership agreement or the investment advisory agreement. Rights that may be established and terms that may be altered or supplemented include, without limitation, rights and terms relating to greater portfolio transparency, fee waivers or reductions, minimum investment amounts, reports and other information, confidentiality, timing of funding, expenses, distributions, legal or regulatory requirements (*e.g.*, tax, ERISA), advisory committee membership, as applicable, and other more favorable investment terms such as withdrawal rights. To the extent that compliance with any of the provisions of any side letters or similar written agreements would cause a Client, its general partner or the Registrant or their respective affiliates to violate their respective fiduciary duties or obligations or to violate any applicable laws, any non-compliance with any such provision will not be deemed to be a breach of such written agreements.

## **Voting Client Securities**

The Registrant has implemented written policies and procedures governing voting Client proxies (the “**Proxy Voting Policy**”). When agreed upon with a respective Client, the Registrant will be responsible for voting Client proxies. Per the Proxy Voting Policy, the Registrant is to vote Client proxies in the interest of maximizing shareholder value, or in certain cases, pursuant to written proxy voting guidelines of such Client. The Chief Compliance Officer or Compliance Officer discusses each proxy with the appropriate OHA investment professional assigned to such proxy, as well as OHA Partners, to determine whether such individuals are aware of any potential conflicts of interest related to the specific proxy they are voting. The Chief Compliance Officer or Compliance Officer then informs the operations manager as to the result of his or her conflicts of interest inquiry. All material conflicts of interest will be resolved in the Client’s interest. Resolution shall be reached after such conflict is presented by the Chief Compliance Officer or Compliance Officer to a committee consisting of at least two Senior Partners. The Registrant maintains a record of all proxy votes cast on behalf of Clients. Clients may contact the Registrant for a copy of the Proxy Voting Policy or information with respect to a specific proxy vote.

## **Financial Information**

The Registrant has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts.