

## **Part 2A of Form ADV: Firm Brochure**

### **Solus Alternative Asset Management LP**

March 31, 2017

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Solus Alternative Asset Management LP. If you have any questions about the contents of this Brochure, please contact us at [compliance@soluslp.com](mailto:compliance@soluslp.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 Solus Alternative Asset Management LP is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

Solus Alternative Asset Management LP is an SEC registered investment adviser. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Currently, our Brochure may be requested by contacting Solus’ Shareholder Services department at [request@soluslp.com](mailto:request@soluslp.com). We will provide you with a copy of this Brochure at any time, without charge.

## **ITEM 2 - MATERIAL CHANGES**

Solus is required to identify and discuss any material changes made to its Brochure since the last annual update. There are no material changes to report; however, Clients and prospective Clients should review this Brochure carefully.

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## ITEM 4 - ADVISORY BUSINESS

### A. General Description of Advisory Firm

Solus Alternative Asset Management LP (“Solus”) is a limited partnership organized under the laws of the State of Delaware. The firm was founded on June 29, 2007, when the Hedge Fund Strategies Group of Stanfield Capital Partners (“Stanfield”) spun off to form an independent firm under the continued leadership of Mr. Christopher Pucillo, former Head of Hedge Fund Strategies at Stanfield. As a result, Solus acquired, and acts as the investment manager to, all of Stanfield’s former hedge fund products. The investment team remained intact throughout this transition. Mr. Pucillo is the principal owner of Solus, controls Solus, and is a limited partner of Solus and the managing member of Solus’ general partner, Solus GP LLC.

### B. Description of Advisory Services

#### 1. **Advisory Services**

Solus serves as the investment advisor with discretionary trading authority to private pooled investment vehicles, the securities of which are offered to investors on a private placement basis (each, a “Fund” and collectively, the “Funds”). In addition, Solus serves from time to time as the investment advisor with discretionary trading authority to separately managed accounts (“Managed Accounts”). As used herein, the term “Client” generally refers to each Fund and each beneficial owner of a Managed Account.

As of the date of this Brochure, Solus provides its advisory services to the following multiple investor Funds.

#### SOLUS HEDGE FUNDS

**Sola Funds** – The Sola Funds are a master-feeder structure that employs a credit, event driven distressed strategy. Such strategy and the associated risks are described in more detail at B.2 of this Item 4 and Item 8.

As of the date hereof, the Sola Funds are currently comprised of the following entities:

- Offshore Feeder Funds: Sola I (a flagship feeder fund) and SMS Ltd (an ERISA feeder fund) are Cayman Islands entities that generally invest their assets in Sola Ltd (the “Sola Master Fund”) indirectly through an investment in Sola Intermediate Fund Ltd (an intermediate fund). Sola II LLC is a Delaware limited liability company single client feeder fund that generally invests its assets in Sola I (and thus is categorized along with the non-U.S. Sola funds in this Brochure). Such Funds are referred to herein as the “Offshore Sola Hedge Funds”. Solus Advisors LLC, a Delaware limited liability company and a Solus affiliate, serves as the special shareholder of Sola Intermediate Fund Ltd, and as the managing member of Sola II LLC.
- Domestic Feeder Funds: Solus LLC (a flagship feeder fund) and Solus Core Opportunities LP (a single client feeder fund) are Delaware entities that generally invest their assets in the Sola Master Fund. Such Funds are referred to herein as

the “Domestic Hedge Funds”. Solus Advisors LLC, a Delaware limited liability company and a Solus affiliate, is the general partner/managing member of the Domestic Hedge Funds.

**Ultra Funds** – The Ultra Funds are a single feeder master-feeder structure that employs a credit, event driven distressed strategy. Such strategy and the associated risks are described in more detail at B.2 of this Item 4 and Item 8.

The Ultra Funds are comprised of the following entities:

- Offshore Funds: Ultra OC Ltd is a Cayman Islands feeder fund that invests its assets in Ultra Master Ltd. Such Funds are referred to herein as the “Ultra Hedge Funds”, and, together with the Offshore Sola Hedge Funds, the “Offshore Hedge Funds”. Solus Ultra GP LLC, a Delaware limited liability company and a Solus affiliate, serves as the special shareholder of Ultra Master Ltd.

The Offshore Hedge Funds and the Domestic Hedge Funds, collectively, are referred to herein as the “Hedge Funds”.

#### LONG ONLY CREDIT FUNDS

**Solus Senior High Income Funds** – The Solus Senior High Income Funds are a master-feeder structure that employs a long credit-based strategy that seeks to achieve a return that meets or exceeds the S&P Performing Loan Index. Such strategy and the associated risks are described in more detail at B.2 of this Item 4 and Item 8.

The Solus Senior High Income Funds are comprised of the following entities:

- Domestic Funds: Solus Senior High Income Fund Domestic LP (a domestic feeder fund) and Solus Senior High Income Dedicated Fund LP (a single client feeder) are Delaware entities that invest their assets in Solus Senior High Income Fund LP, a Delaware master fund (the “Solus Senior High Income Master Fund”) (such funds, together, the “Domestic Solus Senior High Income Funds”, and, together with the Solus Senior High Income Offshore Fund, the “Solus Senior High Income Funds”).
- Offshore Fund: Solus Senior High Income Fund Offshore LP (not yet launched as of the date hereof) is a Cayman Islands feeder fund that will invest its assets in Solus Senior High Income Master Fund.

Solus Senior High Income GP LLC, a Delaware limited liability company and a Solus affiliate, is the general partner of the Solus Senior High Income Funds.

**Customized Services for Individual Clients** – In addition to the Funds described above, Solus provides advisory services to Managed Accounts and Funds and classes established for certain large institutional investors. Such Clients may employ the same or similar strategies as the Funds described above, a customized investment program with flexible parameters to capitalize on strategic opportunities or some combination thereof. Solus may permit such a Managed Account or Fund Client to have an investment mandate that provides for, among other

things, investment guidelines and concentration limits. Solus will seek to adhere to any such mandate in accordance with the objectives, guidelines, limitations, terms, and any other instructions in connection therewith.

The Recovery Funds are either wound down or no longer separate private funds in which a prospective investor can currently invest; however, the Recovery Strategy is still employed in certain single Client vehicles for large institutional investors and in classes within other Clients.

*This Brochure generally includes information about Solus and its relationships with its Clients and affiliates. While much of this Brochure applies to all such Clients and affiliates, certain information included herein applies to specific Clients or affiliates only. Thus, it is crucial for any investor/prospective investor in a Solus Client to closely review the applicable disclosure documents (e.g., a Fund's Confidential Memorandum or similar disclosure document) with respect to, among other things, the terms, conditions and risks of investing in the particular Client or Clients in which such investor/prospective investor is making or considering an investment.*

## **2. Investment Strategies and Types of Investments**

Solus currently provides advisory services in three credit-based strategies:

- Event driven, distressed strategy: Solus provides advice with respect to event-driven, distressed and special situation investments both long and short across the entire capital structure. To be clear, the Recovery Strategy is a sub-category of this distressed strategy. Solus seeks to position and reposition portfolios employing this strategy to attempt to reflect a compelling risk adjusted return;
- Late stage bankruptcy-related strategy (the "Recovery Strategy"): Solus provides advice with respect to concentrated portfolios with idiosyncratic value drivers that Solus thinks will generate uncorrelated returns. Specifically, this strategy focuses on investing in companies in the late stages of the bankruptcy process where Solus thinks a defined value, asset recovery mix and timeline for distribution or monetization will provide an attractive return; and
- Long only credit strategy: Solus provides advice with respect to portfolios seeking incremental returns by investing in lesser focused-on situations that take time to research and source. Solus focuses on solid asset coverage, substantial free cash flow, management, capital markets and/or adjusted risk return in constructing its long only portfolios. Solus thinks that this strategy is not constrained by a formulaic approach based on benchmarking, industry diversification, ratings or deal size.

The following is a more detailed description of the strategies employed by Solus Clients. Please note that these are summary descriptions of such strategies. The exact strategy employed with respect to each Client is set forth in and governed by the terms and conditions of the Confidential Memorandum and/or governing documents/investment management agreement of the relevant Client. Thus, any investor or prospective investor in a Solus Client is reminded that

the disclosures in this Brochure are qualified by and subject to such Confidential Memorandum/governing documents/investment management agreements.

### Event Driven, Distressed

Solus' investment objective for its Clients employing this strategy is to achieve an attractive rate of return through income generation, capital appreciation and asymmetric investment opportunities. Solus seeks to achieve the investment objective by combining its fundamental research process, trading acumen, management expertise and integrated risk management approach to react to changing market conditions by adjusting the portfolio construction to seek to deliver the maximum risk-adjusted performance. Solus is focused on capital structure value investing. Solus seeks to exploit value throughout the capital structure, both long and short, from senior secured loans to restructured equities, capitalizing on Solus' in-depth knowledge of fundamental valuation and market technicals. Solus' investment flexibility accommodates the continual repositioning of the portfolio in an effort to reflect what Solus believes are the most compelling risk-adjusted investment opportunities. Solus invests in all parts of a company's capital structure and in all stages of a company's life cycle, including the bankruptcy process. To be clear, the Recovery Strategy is a sub-category of this distressed strategy. Solus' investments include a broad spectrum of listed and over-the-counter financial products including, but not limited to, bank loans, corporate securities, equities and equity-linked products, derivatives and other financial instruments and investments. Solus may make these investments directly or indirectly by entering into one or more swaps, options, forward contracts or similar derivative transactions. A further description of these strategies and instruments can be found in Item 8.

### Long Only Credit Strategy

Solus' investment objective for Clients employing this strategy is to achieve a return that meets or exceeds the S&P Performing Loan Index on an after fee (net) risk adjusted basis through investments that are primarily focused in the non-investment grade bond and loan markets. The Investment Advisor seeks to achieve the investment objective by capitalizing on its in-depth knowledge of fundamental valuation and market technicals. The Investment Advisor's flexibility is expected to facilitate the timely repositioning of the portfolio in an effort to reflect what the Investment Advisor believes are the most compelling risk-adjusted investment opportunities. As previously noted, investments in this strategy will typically include financial instruments such as bonds and loans, which instruments are described in more detail in Item 8.

### Recovery Strategy

Solus' investment objective for Clients or classes within Clients employing this strategy is to maximize risk-adjusted performance by focusing on late stage bankruptcy-related opportunities, including liquidation claims, litigation claims and similar opportunities with a clearly defined asset value, recovery mix and timeline for distribution/monetization that Solus thinks represent attractive risk/return profiles. These opportunities will primarily yield cash distributions. Clients employing this strategy may invest in all parts of a company's capital structure. Such investments may include a broad spectrum of listed and over-the-counter financial products including bank loans, trade claims, corporate securities, equities, interests in trust vehicles and other financial instruments and investments described in more detail in Item 8.



Solus seeks to achieve the investment objective of maximizing risk-adjusted performance for all of its Fund Clients by combining its fundamental research process, trading acumen and integrated risk management.

*The descriptions set forth in this Brochure of specific advisory services that Solus offers to Clients, and investment strategies pursued and investments made by Solus on behalf of its Clients, should not be understood to limit in any way Solus investment activities. Solus may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Solus considers appropriate, subject to each Client's investment objectives and guidelines. The investment strategies Solus pursues on behalf of its Clients are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.*

C. Assets Under Management

As of December 31, 2016, Solus managed approximately \$7.9 billion on a discretionary basis, which amount reflects regulatory assets under management. As regulatory assets under management is a recently new, regulatory-driven concept, Solus also notes that as of December 31, 2016, Solus managed approximately \$6.5 billion based on net asset value calculations and including any committed but undrawn capital. Solus does not manage any assets on a non-discretionary basis as of the date of this Brochure.

## ITEM 5 - FEES AND COMPENSATION

### A. Advisory Fees and Compensation

The fees applicable to each Fund are set forth in detail in each Fund's relevant Confidential Memorandum, any applicable supplement thereto and/or the Fund's governing documents. Any fees applicable to a Managed Account will generally be set forth in each Managed Account's investment management agreement. Solus' compensation may differ among and within Clients based upon multiple factors including, without limitation, the complexity of the investment vehicle, account size and other terms of the Client's share classes.

Although a brief summary of certain Fund fees is provided below, please note that such brief summary is not a substitute for the detailed terms provided in each Fund's applicable Confidential Memorandum, any supplement thereto and/or governing documents. Fund investors/prospective investors are thus strongly urged to closely review such disclosure documents for information with respect to management fee and performance compensation terms.

#### **1. Management Fees; Performance Compensation**

Any management fee paid to Solus shall be referred to herein as a "Management Fee". Any incentive allocation made to a Solus affiliate shall be referred to herein as an "Incentive Allocation".

##### Management Fees

Hedge Funds: With respect to the generally available Sola Hedge Fund classes (i.e., Class T2-T3 and Class N2-N3 interests), each Sola Hedge Fund will generally pay to Solus (or any other person or entity designated by it) a monthly fixed asset-based fee in arrears, of 1.5% or 2% annually, of net asset value as of the last business day of the month for which such Management Fee applies, before giving effect to any withdrawals occurring as of such day. Management Fees can vary and be lower for certain investors depending on, among other things, the amount of assets a particular investor has under management with Solus.

In the case of a redemption by an investor other than as of the last day of a month, a *pro rata* portion of the Management Fee (based on the actual number of days from the beginning of the month) will be paid to Solus. Solus may elect to reduce, waive or calculate differently the Management Fee with respect to any investor in the Hedge Funds, including, without limitation, an investor that is a partner or former partner, affiliate or employee of Solus, members of the immediate families of such persons, and trusts or other entities for their benefit, without the approval of any other investors.

Solus Senior High Income Funds: With respect to the generally available classes, Solus Senior High Income Fund Domestic LP and Solus Senior High Income Fund Offshore LP will generally pay to Solus (or any other person or entity designated by it) a monthly fixed asset-based fee in arrears, of 0.5%, 0.75%, or 1.0% annually (depending on the capital account size) of net asset value as of the last business day of the month for which such Management Fee applies, before giving effect to any withdrawals occurring as of such day. Management Fees can vary

and be lower for certain investors depending on, among other things, the amount of assets a particular investor has under management with Solus.

In the case of a withdrawal by an investor other than as of the last day of a month, a *pro rata* portion of the Management Fee (based on the actual number of days from the beginning of the month) will be paid to Solus. Solus may elect to reduce, waive or calculate differently the Management Fee with respect to any investor, including, without limitation, an investor that is a partner or former partner, affiliate or employee of Solus, members of the immediate families of such persons, and trusts or other entities for their benefit, without the approval of any other investors.

### Incentive Allocation

Domestic Hedge Funds: With respect to the generally available Sola Hedge Fund classes (i.e., Class T2-T3 and Class N2-N3 interests), at the end of each fiscal year of a Sola Domestic Hedge Fund, Solus Advisors LLC is generally entitled to an Incentive Allocation of either 15% or 20% of the net capital appreciation (which includes both realized gains and losses and unrealized appreciation and depreciation of securities held in the Domestic Hedge Funds' respective portfolios) allocated to Solus Advisors LLC's capital account from a Domestic Hedge Fund investor's capital account for such fiscal year after deducting the Management Fee and other expenses debited to such investor's capital account for such fiscal year, subject to a loss carryforward mechanism. The Incentive Allocation can vary and be lower for certain investors depending on, among other things, the amount of assets a particular investor has under management with Solus.

In the event that a Domestic Hedge Fund investor withdraws all or a portion of its capital account at any time other than at the end of a fiscal year, the Incentive Allocation, if any, that has been accrued with respect to the withdrawn amount of such capital account will be reallocated to Solus Advisors LLC's capital account as set forth above immediately prior to the effective date of such withdrawal. Solus may elect to reduce, waive or calculate differently the Incentive Allocation with respect to any Domestic Hedge Fund investor, including, without limitation, an investor that is a partner or former partner, affiliate or employee of Solus, members of the immediate families of such persons, and trusts or other entities for their benefit, without the approval of any other investors.

Offshore Hedge Funds: With respect to the generally available Sola Hedge Fund classes (i.e., Class T2-T3 and Class N2-N3 shares), at the end of each fiscal year of a Sola Offshore Hedge Fund, Solus Advisors LLC is generally entitled to an Incentive Allocation of either 15% or 20% of the realized and unrealized appreciation in the net asset value of each such series of Offshore Hedge Fund shares for such fiscal year after deducting the Management Fee and other expenses payable for such fiscal year, subject to a loss carryforward mechanism. The Incentive Allocation can vary and be lower for certain investors depending on, among other things, the amount of assets a particular investor has under management with Solus.

In the event that Offshore Hedge Fund shares are redeemed at any time other than at the end of a fiscal year, the Incentive Allocation, if any, that has been accrued with respect to the redeemed shares will be allocated to Solus as set forth above at the time of such redemption. Solus may elect to reduce, waive or calculate differently the Incentive Allocation with respect to

any Offshore Hedge Fund investor, including, without limitation, an investor that is a partner or former partner, affiliate or employee of Solus, members of the immediate families of such persons, and trusts or other entities for their benefit, without the approval of any other investors.

To be clear, the Solus Senior High Income Fund investors do not bear any incentive-based compensation.

#### Managed Account and Single Investor Funds; Historic Share Classes

Any management fees and performance compensation charged to Managed Accounts and Funds or classes/feeder funds established or operated for certain large institutional investors are and may in the future be different than the fee and performance compensation terms described above. No such Client currently pays fees in advance. Fees and performance compensation for such Clients can vary depending on, among other things, the amount of assets in the account, the amount of assets that the investor has in Solus products and the complexity of any guidelines. There are also certain Sola Fund classes no longer being offered that have fee and performance terms that differ from those described above. Investors in any such Managed Accounts, Funds and Fund classes are strongly urged to closely review the applicable governing document/investment management agreement and disclosures for information with respect to management fee and performance compensation terms.

#### B. Deduction of Fees/Performance Compensation

Fees and performance compensation paid or allocated to Solus or its affiliates by the Funds are generally deducted by Solus from the assets of such Clients. As discussed above, Management Fees are generally deducted on a monthly basis. Performance compensation is generally deducted on an annual basis, upon realization and/or upon any redemption during a year.

#### C. Additional Fees and Expenses

The expenses paid by Clients are set forth in detail in each Fund's relevant Confidential Memorandum, any applicable supplement thereto and/or the Fund's governing documents and in any Managed Account investment management agreement, respectively. Such expenses may differ among and within Clients. Thus, although the following is a summary of expenses investors in certain Solus Clients will generally bear, it is not an exhaustive or complete list with respect to all Solus Clients. Investors and prospective investors should therefore review the relevant Solus Client's definitive documents carefully because such documents, and not this Brochure summary, describe the expenses an investor in a particular Solus Client or class thereof may bear.

Hedge Fund Client Expenses: Such expenses for generally available classes may include, without limitation, investment-related expenses (e.g., brokerage commissions, expenses relating to short sales, clearing and settlement charges, custodial fees, bank service fees, loan closing costs and interest expenses) and other trading-related expenses; investment-related research; professional fees (including, without limitation, expenses of consultants and experts); administrative expenses; accounting expenses; operating expenses (e.g., trade clearance and settlement, corporate action processing, trade confirmation, pricing services, portfolio management reporting software and reconciliation); legal expenses; auditing and tax preparation

expenses; costs of printing and mailing reports and notices; reasonable travel and travel-related expenses incurred in connection with the Client; interest on balances due and any other fees and charges of prime brokers, financial counterparties, banks and custodians; any taxes and other governmental charges and duties imposed on or payable by the Client; organizational expenses; corporate licensing; governmental fees and regulatory expenses (including filing fees); assignment fees; establishment of operation of the Clients' subsidiaries or special purpose vehicles; expenses incurred in connection with the offering and sale of shares and other similar expenses related to the Client; premiums for liability insurance covering the Client's directors (if any), Solus and its partners, directors, officers, employees and agents; any fees and expenses associated with the organization and conduct of any board of directors' and any shareholders' meetings; any fees and expenses associated with maintaining the Client's registered office; litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the Client's business; the Management Fee; and other expenses related to the Client as determined in sole discretion of Solus, a Solus affiliate or the board of directors (if any), as applicable. A portion of research-related and brokerage expenses may be paid for by using "soft dollars", and any research or brokerage products or services that may be paid for with "soft dollars" under Section 28(e) of the U.S. Securities Exchange Act of 1934 may be paid for directly or indirectly by the Client. To the extent that Solus or any of its affiliates pays any of the Client's fees or expenses, the Client will reimburse such party.

Solus Senior High Income Fund Client Expenses: Such expenses for generally available classes may include, but are not limited to, investment-related expenses (e.g., brokerage commissions, clearing and settlement charges, custodial fees, bank service fees, closing costs for loan investments and interest expenses) and other trading-related expenses; investment-related research; professional fees (including, without limitation, expenses of consultants and experts); administrative expenses; accounting expenses; operating expenses (e.g., trade clearance and settlement, corporate action processing, trade confirmation, pricing services, portfolio management reporting software and reconciliation); legal expenses; auditing and tax preparation expenses; costs of printing and mailing reports and notices; reasonable travel and travel-related expenses; interest on balances due and any other fees and charges of prime brokers, financial counterparties, banks and custodians; any taxes and other governmental charges and duties imposed/payable; organizational expenses; corporate licensing; governmental fees and regulatory expenses (including filing fees); assignment fees; establishment or operation of subsidiaries or special purpose vehicles; expenses incurred in connection with the offering and sale of interests and other similar expenses; premiums for liability insurance covering Solus, its affiliates and their respective partners, officers, employees and agents; any fees and expenses associated with maintaining the registered offices; litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of business; the Management Fee; and other expenses related to the Client as determined by Solus or a Solus affiliate in its sole discretion. To the extent that Solus or any of its affiliates pays any of the Client's fees or expenses, the Client will reimburse such party.

As indicated above, Solus Clients will pay brokerage and other portfolio transaction costs. Please see Item 12 of this Brochure for a description of the factors that Solus considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of broker compensation.

D. Additional Compensation and Expenses

Hedge Fund Clients: Solus and its affiliates may earn ancillary fees, such as fees and related income from services provided in relation to Hedge Fund Client investments, or in connection with prospective Hedge Fund Client investments, such as advisory fees, due diligence fees, structuring fees, servicing fees, administrative fees, collateral agent fees, success fees, director's fees, break-up fees or other fees. Generally, any ancillary fees paid to, or related income earned by, Solus or its affiliates in connection with Hedge Fund Client activities will not reduce such Client's Management Fees or Incentive Allocation.

Solus Senior High Income Fund Clients: Transaction, director's, consulting, advisory, closing, and break-up fees paid to Solus Senior High Income GP LLC, Solus or their affiliates in connection with the Solus Senior High Income Funds' portfolio investments or from its unconsummated transactions generally will first be applied to reimburse Solus Senior High Income GP LLC, Solus and/or their affiliates for their out-of-pocket expenses in connection with the transaction giving rise to such fees and the remaining amount of such fees attributable to limited partners in respect of whom Management Fees are charged will be applied ratably among such limited partners to reduce the Management Fees.

*Clients should refer to each Client's applicable Confidential Memorandum and any supplement thereto, subscription agreements, investment management agreements and/or other offering documents for additional/supplementary information regarding the applicable Client as well as the fees and expenses paid by the Client.*

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Solus and its affiliates accept performance-based fees from certain Clients. However, such compensation is not charged (or charged in the same amount) for all Clients (or classes within Clients). The variation of performance compensation structures among and within Solus' Clients may create an incentive for Solus to direct the best investment ideas to, or to allocate or sequence trades in favor of, Clients that pay or allocate performance compensation (or pay or allocate a higher performance compensation than a Client that is subject to a lower performance compensation). Item 5 describes the performance-based compensation charged by Solus generally, and detailed information with respect to such Solus compensation is set forth in more detail in the applicable Confidential Memorandum, any supplement thereto and/or the governing documents.

Solus is committed to allocating investment opportunities on a fair and equitable basis and has established policies and procedures to address the conflicts of interest described above in this Item 6. Item 12B further describes Solus' allocation practices.

## **ITEM 7 - TYPES OF CLIENTS**

Solus generally provides investment advice to privately offered Funds that are formed for the purpose of investment and are exempt from registration as investment companies pursuant to §3(c)(7) of the Company Act. Solus also advises Managed Accounts.

The minimum initial investment amount in Solus' Funds generally ranges from \$500,000 to \$5 million. Exceptions to such minimum investment requirements may generally be made at the sole discretion of Solus or its affiliates and/or the boards of directors of certain Funds to the extent permitted under applicable law. Additionally, Solus requires that all U.S. investors in Solus' Funds be "accredited investors" and "qualified purchasers" or "knowledgeable employees," as each is defined under U.S. federal securities laws.



## **ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **A. Methods of Analysis and Investment Strategies**

The descriptions set forth in this Brochure of specific advisory services that Solus offers to Clients, and investment strategies pursued and investments made by Solus on behalf of its Clients, should not be understood to limit in any way Solus' investment activities. Solus may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Solus considers appropriate, subject to each Client's investment objectives and guidelines.

The investment strategies Solus pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.

Solus utilizes fundamental and/or technical analysis techniques in formulating advice and managing assets for Clients.

Fundamental analysis of a business involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on a company's business performance; to evaluate a company's management and internal business decisions; and to calculate a company's credit risk.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest, can help predict future (usually short term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

Sources of information that Solus uses include:

- Financial newspapers and magazines
- Inspections of corporate activities
- Research materials prepared by others
- Corporate rating services
- Annual reports, prospectuses, filings with the Securities and Exchange Commission
- Company press releases
- Private placement memoranda prepared by commercial banks, investment banks and law firms

Investment strategies used to implement investment advice given to Clients include (as applicable depending on each Client's investment objective):

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)
- Trading (securities sold within 30 days)

- Short sales
- Margin transactions
- Option writing, including covered options, uncovered options or spreading strategies
- Use of bank loans
- Derivative transactions

Solus seeks to capitalize on investment opportunities for its Clients through various strategies as described more fully in Section B of this Item 8 below and in the applicable offering and/or governing documents of such Clients.

Clients Employing an Event Driven, Distressed Strategy: In an effort to achieve the investment objectives identified in the respective offering/governing documents of its Clients employing an event driven, distressed strategy (of which the Recovery Strategy is a sub-category), Solus may invest in a broad range of securities and other financial instruments in both the primary and secondary markets across the entire credit spectrum, including, but not limited to, investment grade, high yield, distressed and special situation investments, which may include long and/or short positions in floating rate senior secured or unsecured loans, loan participations, bonds and other securities issued in public and private markets, common stock, preferred stock, stock warrants and rights, notes or other debentures, convertible securities, options, money market instruments, partnership interests, and other obligations or financial instruments including, but not limited to, those of investment companies, managed accounts, or structured products such as collateralized bond obligations (CBOs), collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), and similar instruments either directly or indirectly by investing in such opportunities through derivative instruments, such as swaps, options, forward contracts, or similar transactions; and invest in private offerings by public companies, “when issued” securities, initial public offerings, securities or other obligations of non-U.S. issuers, and currency exchange transactions.

Solus may also, from time to time, direct investments in other instruments that include, but are not limited to, equity, convertibles, asset backed securities, mezzanine debt, warrants, interest rate swaps and caps, revolving loan agreements, distressed securities, securities and obligations of entities which are undergoing or are likely to undergo a reorganization under the federal bankruptcy laws or other extraordinary transactions such as debt restructurings, reorganizations and liquidations outside of bankruptcy.

The event driven, distressed strategy typically involves varying degrees of leverage and turnover of portfolio assets (and associated increased trading expenses). As a result of using leverage, the Clients employing this strategy may be subject to margin calls, which may require Solus to liquidate assets at inopportune times. Further, as described above, a number of the investments Solus makes are in illiquid or less liquid securities or instruments so that in times of market or industry stress, the monetization of these assets may be difficult or impossible.

#### Long Only Credit Strategy

Solus’ investment objective for Clients employing this strategy is to achieve a return that meets or exceeds the S&P Performing Loan Index on an after fee (net) risk adjusted basis through investments that are primarily focused in the non-investment grade bond and loan markets. The Investment Advisor seeks to achieve the investment objective by capitalizing on

its in-depth knowledge of fundamental valuation and market technicals. The Investment Advisor's flexibility is expected to facilitate the timely repositioning of the portfolio in an effort to reflect what the Investment Advisor believes are the most compelling risk-adjusted investment opportunities. Solus expects to make the following type of investments in this strategy from time to time: U.S.- and non-U.S. denominated leveraged loans; U.S.-and non-U.S. denominated high yield bonds; interest rate swaps; credit default swaps, currency forwards and other investments permitted by the investment program.

Clients employing this strategy generally do not intend to use leverage.

Clients Employing the Recovery Strategy: In an effort to achieve the investment objectives identified in the respective offering/governing documents of its Clients employing the Recovery Strategy, Solus may invest in a broad spectrum of listed and over-the-counter financial products including bank loans, trade claims, corporate securities, equities, interests in trust vehicles and other financial instruments and investments discussed in more detail in Section B of this Item 8. More specifically, the Recovery Strategy includes investments that focus on the final stages of the lifecycle of a distressed investment opportunity (e.g., the liquidation segment that typically accompanies the end of the cycle), and contemplates opportunities such as liquidation claims and litigation claims. Additionally, Clients employing the Recovery Strategy will seek opportunities that have a clearly defined asset value, recovery mix and timeline for distribution and/or monetization. These opportunities generally have the following characteristics:

- term of six (6) months to three (3) years;
- provide an asymmetric risk/return profile; and
- relatively low volatility returns that are not correlated with major market indices.

Clients employing only the Recovery Strategy generally do not intend to use leverage.

**B. Material, Significant or Unusual Risks Relating to Investment Strategies and Types of Securities**

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Clients advised by Solus. These risk factors include only certain of those risks Solus believes to be material, significant or unusual and relate to particular significant investment strategies (and the types of securities and instruments used to implement those strategies) and methods of analysis employed by Solus.

Specifically, as Clients managed by Solus generally may invest in a broad spectrum of financial instruments, all such Funds have substantially similar general risks with respect to a particular class of financial instruments. Thus, there are no distinctions made below with respect to the applicability of these general risks to a particular type of Client. Investors and potential investors in Solus Clients are cautioned that it is crucial to review the risk factors set forth in the applicable Client's Confidential Memorandum or similar disclosure, any applicable supplement thereto and/or governing documents, because such risk factors are tailored for risks applicable to the specific Client.

Short Selling. Short selling involves selling securities which are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the seller to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which Solus engages in short sales will depend upon investment strategies and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Client of buying those securities to cover the short position. There can be no assurance that Solus will be able to maintain the ability to borrow securities sold short. In such cases, the Client can be “bought in” (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Hedging Transactions. Solus may utilize financial instruments, both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of the Clients’ investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Clients’ unrealized gains in the value of its investment portfolios; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the Clients’ portfolios; (v) hedge against a directional trade; (vi) hedge the interest rate, credit or currency exchange rate on any of the Clients’ liabilities or assets; (vii) protect against any increase in the price of any securities Solus anticipates purchasing at a later date; or (viii) act for any other reason that Solus deems appropriate. Solus will not be required to hedge any particular risk in connection with a particular transaction or its portfolios generally. While Solus may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Clients than if Solus had not engaged in any such hedging transaction. Moreover, it should be noted that the portfolios will always be exposed to certain risks that may not be hedged.

Risks of Investments in Securities Generally. All securities investments risk the loss of capital. No guarantee or representation is made that Solus’ investment programs will be successful. The investment programs are expected to involve, without limitation, risks associated with possible limited diversification, leverage, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in Solus’ activities. Certain investment techniques which may be used by Solus can, in certain circumstances, magnify the impact of adverse market moves to which the Clients may be subject. In addition, Solus’ investment in securities may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where Solus may invest the Clients’ assets.

Solus’ methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

Volatility Risk. Solus' investment programs may involve the purchase and sale of relatively volatile instruments such as CDO Securities (defined below) and derivatives, which are frequently valued based on implied volatilities of such derivatives compared to the historical volatility of underlying financial instruments. Fluctuations or prolonged changes in the volatility of such instruments, therefore, can adversely affect the value of investments held by the Clients. In addition, many non-U.S. financial markets are not as developed or as efficient as those in the U.S., and as a result, price volatility may be higher for the Clients' investments in such markets.

Liquidity Risks. Under certain market conditions, such as during volatile markets or when trading in an instrument or market is otherwise impaired, the liquidity of the Clients' relatively liquid portfolio positions may be reduced. During such times, Solus may be unable to dispose of certain assets, which would adversely affect the Clients' ability to rebalance their portfolios or to meet any permitted redemption requests, as applicable. In addition, such circumstances may force Solus to dispose of assets at reduced prices, thereby adversely affecting the Clients' performance. If there are other market participants seeking to dispose of similar assets at the same time, Solus may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if the Clients incur substantial trading losses, the need for liquidity could rise sharply while their access to liquidity could be impaired. In addition, in conjunction with a market downturn, the Clients' counterparties could incur losses of their own, thereby weakening their financial condition and increasing the Clients' credit risks to them. Many non-U.S. financial markets are not as developed or as efficient as those in the U.S., and as a result, liquidity may be reduced for the Client's investments in such markets.

Global Investments; Emerging Markets. Solus may invest a portion of the Clients' assets in the equity, debt or other securities and instruments of issuers located outside the U.S., including securities of non-U.S. corporations which are traded in non-U.S. markets, as well as CDOs collateralized by emerging market debt. Such investments involve certain considerations not usually associated with investing in securities of U.S. companies or U.S. markets, including political and economic considerations, such as greater risks of expropriation and nationalization, and confiscatory taxation; the potential difficulty of repatriating funds and the ability to exchange local currencies for U.S. dollars; general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and price volatility; greater volatility, less liquidity and smaller capitalization of markets; greater controls on foreign investment and limitations on realization of investments; increased likelihood of governmental involvement in and control over the economy; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict Solus' investment opportunities. In addition, accounting and financial reporting standards that prevail in such countries generally are not equivalent to U.S. standards and, consequently, less information may be available to investors in companies located in such countries than is available to investors in companies located in the U.S. There is also less regulation, generally, of the securities markets in such countries than there is in the U.S., and less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Exchange Rate Exposure. Solus may invest a portion of the Clients' assets in the securities of non-U.S. issuers listed on foreign exchanges and denominated in non-U.S. currencies. The Clients, however, value their securities and other assets in U.S. dollars. Solus generally has the authority to hedge non-U.S. dollar positions through currency hedging transactions. There can be no guarantee that financial instruments suitable for hedging currency or market shifts will be available at the time when Solus wishes to use them, or that hedging techniques employed by Solus will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of the Clients' positions in non-U.S. investments will fluctuate with the U.S. dollar exchange rate. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which the Clients hold investments will reduce the value of these foreign investments, which may result in a loss to the Clients.

Debt Securities Generally. Solus may invest in private and government debt securities and instruments. Debt instruments in which Solus invests may be unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Investments in Unsecured and Subordinated Debt. Subordinated debt is subject to certain additional risks to the extent that such obligations may be unsecured and/or subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such obligations may not be protected by financial covenants or limitations upon additional indebtedness.

Non-Performing Nature of Debt. It is anticipated that certain debt instruments purchased by Solus will be non-performing and possibly in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to the loans.

Stressed Debt. Solus is authorized to invest in securities and other obligations of stressed issuers. Stressed issuers are issuers that are not yet deemed distressed or bankrupt and whose debt securities are trading at a discount to par, but not yet at distressed levels. An example would be an issuer that is in technical default of its credit agreement, or undergoing strategic or operational changes, which results in market pricing uncertainty.

Derivative Investments. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk. The prices of derivative instruments, including futures, swaps, options and credit derivatives, are highly volatile.

Payments made pursuant to swap agreements may also be highly volatile. Price movements of futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the securities underlying them. In addition, the Clients' assets are also subject to the risk of the failure of any of the exchanges on which their positions trade or of their clearinghouses or counterparties.

Solus may buy or sell (write) both call options and put options, and when they write options, they may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. Solus' option transactions may be part of a hedging strategy (i.e., offsetting the risk involved in another securities position) or a form of leverage, in which the Clients have the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions Solus may enter into, the principal risks involved in options trading can be described as follows: when Solus buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Clients' investments in the option (including commissions). Solus could mitigate those losses by selling short, or buying puts on, the securities for which they hold call options, or by taking a long position (e.g., by buying the securities or buying calls on them) in securities underlying put options.

When Solus sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is "covered." If it is covered, the Clients would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Clients might suffer as a result of owning the security.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk.

Solus may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objectives and legally permissible. Special risks may apply to instruments that are invested in by Solus in the future that cannot be determined at this time or until such instruments are developed or invested in by Solus.

Forward Trading. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets due to unusually high trading volume, political intervention or other factors.

Bank Loans. Solus’ investment programs may include significant investments in bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of Clients to directly enforce their rights with respect to participations. In analyzing each bank loan or participation, Solus compares the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the Clients.

As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly-traded security, and historically the trading volume in the loan market has been small relative to the high yield debt market.

Fixed Income Securities. Solus may invest in bonds or other fixed-income securities of U.S. and non-U.S. issuers, including, without limitation, bonds, notes and debentures issued by corporations, municipal bonds, debt securities issued or guaranteed by the U.S. Government or one of its agencies or instrumentalities and commercial paper. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed-income securities in which Solus invests will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer’s inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). In addition, fixed-income investments are affected by general fixed-income market conditions, such as the volatility and liquidity of the fixed-income market, which are affected by the ability of dealers to “make a market” in fixed-income investments. Decreases in dealer inventories relative to market size can result in greater volatility and illiquidity in the fixed-income market, which could impair a Client’s profitability or result in losses relating to its fixed-income investments.



Variable and Floating Rate Securities. In addition to traditional fixed-rate securities, Solus may invest in debt securities with variable or floating rate interest or dividend payments. Variable or floating rate securities bear rates of interest that are adjusted periodically according to formulae intended to reflect market rates of interest. Variable or floating rate securities allow the Clients to participate in increases in interest rates through upward adjustments of the coupon rates on such securities. However, during periods of increasing interest rates, changes in the coupon rates may lag the change in market rates or may have limits on the maximum increase in coupon rates. Alternatively, during periods of declining interest rates, the coupon rates on such securities readjust downward resulting in a lower yield.

Solus also may invest in derivative variable rate securities, such as inverse floaters whose rates vary inversely with market rates of interest, or range floaters or capped floaters, whose rates are subject to periodic or lifetime caps, or in securities that pay a rate of interest determined by applying a multiple to the variable rate. Investment in such securities involves special risks as compared to a fixed-rate security. The extent of increases and decreases in the value of derivative variable rate securities and the corresponding change to the net asset value of the Clients in response to changes in market rates of interest generally will be larger than comparable changes in the value of an equal principal amount of a fixed-rate security having similar credit quality, redemption provisions and maturity. The markets for such securities may be less developed and have less liquidity than the markets for conventional securities.

Commercial Paper. Solus may invest in commercial paper, which represents short-term unsecured promissory notes issued by banks or bank holding companies, corporations, finance companies, state and local governments, and by public authorities, agencies and instrumentalities.

Credit Default Swaps. Like short sales, credit default swaps involve the risk of an unlimited increase in the market price of a particular security. Also like short sales, an investment in a credit default swap involves the posting of collateral that will be returned to the Client upon the termination of the credit default swap. Amounts posted as collateral may be invested in cash or cash equivalent investments and may not generate the same level of return as the Client's other investments.

Repurchase and Reverse Repurchase Agreements. Solus may enter into repurchase and reverse repurchase agreements. When Solus enters into a repurchase agreement, it "sells" securities to a broker-dealer or financial institution, and agrees to repurchase such securities on a mutually agreed date for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, Solus "buys" securities issued from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by Solus, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by Solus involves certain risks. For example, if the seller of securities to Solus under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, Solus will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, Solus' ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that Solus may not be able to substantiate its interest in the underlying securities. Finally, if a seller defaults on its obligation to repurchase

securities under a reverse repurchase agreement, the Clients may suffer a loss to the extent that Solus is forced to liquidate the positions in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller. Similar elements of risk arise in the event of the bankruptcy or insolvency of the buyer.

“When-Issued” and “Forward Delivery” Securities. To secure prices or yields deemed advantageous at a particular time, Solus may purchase securities on a “when-issued” or on a “forward delivery” basis. In these cases, delivery of the securities will occur beyond the normal settlement period. When-issued securities purchased by Solus may include securities purchased on a “when, as and if issued” basis under which the issuance of the securities depends on the occurrence of a subsequent event, such as approval of a merger, corporate reorganization or debt restructuring.

Securities purchased on a when-issued or forward delivery basis may expose the Clients to risk because the securities may experience fluctuations in value prior to their actual delivery. Clients will not accrue income with respect to a when-issued or forward delivery security prior to its stated delivery date. Purchasing securities on a when-issued or forward delivery basis can involve the additional risk that the yield available in the market when the delivery takes place may be higher than that obtained in the transaction itself. Further, in such transactions, Solus will rely on the other party to consummate the trade. Failure of the seller to do so may result in the Clients incurring a loss or missing an opportunity to obtain a price considered to be advantageous.

Investments in Distressed Securities. Solus may invest in “below investment grade” securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Solus also may invest in fee interests and other interests in distressed real estate or real estate-related assets. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate, recharacterize debt as equity or disenfranchise particular claims. Such companies’ securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to Solus’ investment in any instrument, and a significant portion of the obligations and securities in which Solus invests may be less than investment grade. Any one or all of the issuers of the securities in which Solus may invest may be unsuccessful or not show any returns 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 Solus will correctly evaluate the value of the assets collateralizing the Clients’ loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which Solus invests, the Clients may lose their entire investment, may

be required to accept cash or securities with a value less than the Clients' original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from Solus' investments may not compensate the Clients adequately for the risks assumed. In addition, under certain circumstances, payments and distributions may be disgorged if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Client of the security in respect to which such distribution was made.

In certain transactions, the Client may not be "hedged" against market fluctuations, or, in liquidation situations, may not accurately value the assets of the company being liquidated. This can result in losses, even if the proposed transaction is consummated.

High Yield Securities. Solus may invest in bonds or other fixed-income securities, including without limitation "higher yielding" (including non-investment grade) debt securities. Such securities are generally not exchange-traded and, as a result, these financial instruments trade in the over-the-counter marketplace, which is less transparent and has wider bid/ask spreads than the exchange-traded marketplace. In addition, Solus may invest in bonds of issuers that do not have publicly-traded equity securities, making it more difficult to hedge the risks associated with such investments. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. High yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. High yield securities are generally more volatile and may or may not be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured by substantially all of the issuer's assets. High yield securities may also not be protected by financial covenants or limitations on additional indebtedness.

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 are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

Risks Associated with Bankruptcy Cases. Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions that may be contrary to the interests of the Clients.

Furthermore, there are instances where creditors and equity holders may lose their ranking and priority or may be recharacterized as equity.

Solus may purchase creditor claims subsequent to the commencement of a bankruptcy case. It is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction or forfeiture by the purchaser. Additionally, the claim may be disallowed or subordinated if the bankruptcy court determines that the seller engaged in inequitable conduct that harmed other creditors.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Clients, it is subject to unpredictable and lengthy delays, and during the process, the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets. The debt of companies in financial reorganization will, in most cases, not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal.

Solus may invest in non-U.S. companies. Investment in the debt of financially distressed companies domiciled outside the U.S. involves additional risks. Bankruptcy law and process may differ substantially from that in the U.S., resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. In certain developing countries, although bankruptcy laws have been enacted, the process for reorganization remains highly uncertain.

Solus, on behalf of Clients, may elect to serve on creditors' committees, equity holders' committees or other groups to ensure preservation or enhancement of the Clients' positions as a creditor or equity holder. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. If Solus concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Clients, it may resign from that committee or group, and in such case, the Clients may not realize the benefits, if any, of participation on the committee or group. In addition, if a Client is represented on a committee or group, it may be restricted or prohibited under applicable law from disposing of or increasing its investments in such company while it continues to be represented on such committee or group.

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. Solus anticipates that during the term of a Client, Solus, the Client and perhaps certain of its shareholders may be named as defendants in civil proceedings. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Client and would reduce net assets.

Risk of Investing in Trade Claims. Solus invests in unsecured claims held by entities owed for goods, services or other losses against companies that have filed for bankruptcy protection (such claims, “trade claims”). The prices realized on trade claims could be less than the price originally paid by Solus because of the absence of a regulated market for trade claims. There is decreased transparency of pricing information with respect to trade claims and a risk that such claims may be disallowed or reduced by the bankruptcy court or treated differently from other forms of debt under the debtor’s plan of reorganization approved by the bankruptcy court. Further, because of the absence of a formal market, indices, or regulation of trade claims, trade claims may be illiquid. The Clients may also be subject to actions during the bankruptcy court proceedings, including preference actions and, in certain circumstances, equitable subordination actions, based solely on prior conduct of the seller of such trade claim. Such actions may result in the reduction or disallowance of a trade claim and losses to the purchaser of such claim, and a delay of realization of the value of such trade claim. Further, in the event a seller of a trade claim subsequently becomes insolvent or itself files for bankruptcy protection, the purchaser of such claim may not benefit from any warranties, representations or indemnities provided by the seller to the purchaser in the purchase documents, and, with respect to insolvent claim sellers, be subject to credit and litigation risk. Trade claims are also subject to the credit and recovery risk of the bankrupt company, as well as the general risks associated with bankruptcy cases. In the event these risks materialize with respect to trade claims purchased by Solus, the Clients may suffer significant losses. The Clients may also be subject to the risk that the seller of a trade claim will fail to deliver upon the terms of the investment. In addition, the trade claims market lacks standard documentation, which increases settlement risks.

Litigation Risk. Some of the tactics that Solus may use involve litigation. Solus or a Client could be a party to lawsuits either initiated by it, a company in which it invests, other investors, or U.S. Federal, state or non-U.S. governmental bodies. Solus and/or the Clients may be also be defendants in civil proceedings. The expense of prosecuting claims, for which there is no guarantee of success, and/or the expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments, would generally be borne by the Clients and would reduce net assets. There can be no assurance that any such litigation, once begun, would be resolved in favor of the applicable Clients.

Equitable Subordination. Under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called “equitable subordination”). Solus does not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine; however, because of the nature of the debt obligations, the Clients may be subject to claims from creditors of an obligor that debt obligations of such obligor which are held by the issuer should be equitably subordinated.

Leverage and Financing Risk. Solus may leverage Clients’ capital to the extent permitted under the relevant Client’s governing documents/guidelines because Solus believes that the use

of leverage may enable certain Clients to achieve a higher rate of return. Accordingly, leverage may take the form of trading on margin, repurchase financings, total rate of return swaps, loans or other instruments Solus deems appropriate. The amount of leverage which such Clients' may have outstanding at any time may be substantial in relation to their capital.

While leverage presents opportunities for increasing total returns, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent the investment is leveraged. The cumulative effect of the use of leverage by Solus in a market that moves adversely to levered Clients' investments could result in a substantial loss to those Clients which would be greater than if such Clients were not leveraged.

Solus will borrow funds to increase buying power and potential returns to applicable Clients. Although leverage will increase the investment return of such Clients if an investment purchased with borrowed funds earns a greater return than the amount that such Clients are charged for the use of those funds, the use of leverage will decrease the investment return if such Clients fail to earn as much on investments purchased with borrowed funds as they are charged for the use of those funds. The use of leverage will also allow Solus to borrow in order to make additional investments, thereby increasing the affected Clients' exposure to assets, such that their total assets are greater than their NAV. The use of leverage will, therefore, magnify the volatility of changes in the value of the investments of such Clients.

Borrowings by Solus may be secured by the applicable Client's portfolio. Under certain circumstances pursuant to the conditions of a loan, the Clients may be required to liquidate all or a portion of their investments to pay off the loan. Liquidation under those circumstances could have adverse consequences. Funds borrowed for leveraging will be subject to interest costs that may or may not be recovered by the return on the Clients' portfolios.

Solus' participation in some investments may involve significant leverage. Additionally, in some investments, it is anticipated that Solus would retain either the most or one of the most subordinate tranches of an issuer's securities, which is the most leveraged investment in the issuer's structure.

In general, the anticipated use of short-term margin borrowings results in certain additional risks to the applicable Clients. For example, should the securities pledged to brokers to secure a Client's margin account declines in value, the Client could be subject to a "margin call," pursuant to which the Client must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of such Client's assets, the Client might not be able to liquidate assets quickly enough to satisfy its margin requirements.

In certain situations, including situations when a Liquidating SPV may be created to liquidate certain investments held by a Client (if applicable), the Client may need to deliver all or a portion of its investments. The Client may incur substantial costs in connection with deleveraging such capital, which costs may be borne by all investors in such Client.

Structured Investments. Solus may invest in interests in entities organized and operated solely for the purpose of restructuring the investment characteristics of other debt securities, including debt securities issued by foreign governments. This type of restructuring involves the

deposit with or purchase by an entity, such as a corporation or trust, of specified instruments and the issuance by that entity of one or more classes of securities backed by, or representing interests in, the underlying instruments. The cash flow on the underlying instruments may be apportioned among the newly issued security to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payments made with respect to such securities is dependent on the extent of the cash flow on the underlying instruments. Certain classes of such securities may be subordinated to the right of payment of another class. Subordinated structured investments typically have higher yields and present greater risks than unsubordinated structured investments.

Solus also may invest in other forms of structured investments, including, for example, debt and equity tranches of collateralized debt obligations (“CDOs”), collateralized bond obligations (“CBOs”) and collateralized loan obligations (“CLOs”) issued by partnerships or corporations, many of which have no significant operating history. The underlying collateral for CDOs, CBOs, CLOs and similar structured investments may consist of securities that are rated below investment grade, securities of non-U.S. issuers, municipal obligations and derivatives thereof, and also may consist of pools of securities that may be significantly different than the security held by the Clients in terms of credit quality, liquidity and other attributes, and while such debt obligations are structured to benefit from varying degrees of overcollateralization, cash flow or other requirements, there is no assurance that such structuring will fully protect principal and interest due on such obligations. Such securities are generally illiquid.

*Collateralized Obligations Generally.* Solus may invest in collateralized debt obligations such as CDOs and CLOs. The portfolio may include a variety of different types of products including CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDOs are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail above. The CDO equity purchased by Solus will most likely be unrated or non-investment grade. As a holder of CDO equity, Solus will have limited remedies available upon the default of the CDO. Solus may be unable to find a sufficient number of attractive opportunities to meet its investment objective or fully invest its committed capital. For example, from time to time, the market for CDO transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. CDOs often invest in concentrated portfolios of assets. The concentration of an underlying portfolio in any one obligor would subject the related CDOs to a greater degree of risk with respect to defaults by such obligor and the concentration of a portfolio in any one industry would subject the related CDOs to a greater degree of risk with respect to economic downturns relating to such industry.

The value of the CDOs owned by the Clients generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO (“CDO Collateral”), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect thereof. If distributions on the CDO Collateral are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realization of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished. CDO Collateral may consist of

high-yield debt securities, loans, asset-backed securities (“ABS”) and other securities, which often are rated below investment grade (or of equivalent credit quality). High-yield debt securities generally are unsecured (and loans may be unsecured) and may be subordinated to certain other obligations of the issuer thereof. The lower ratings of high-yield securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

*Subordination of CDO Debt and CDO Equity.* The Clients’ portfolios may contain CDO equity and subordinate CDO debt. Subordinate CDO debt generally is fully subordinated to the related CDO senior tranches. CDO equity generally is fully subordinated to any related CDO debt. To the extent that any losses are incurred by a CDO in respect of its related CDO Collateral, such losses will be borne first by the holders of the related CDO equity, next by the holders of any related subordinated CDO debt and finally by the holders of the related CDO senior tranches. In addition, if an event of default occurs under the governing instrument or underlying investment, as long as any CDO senior tranches are outstanding, the holders thereof generally will be entitled to determine the remedies to be exercised under the instrument governing the CDO. Remedies pursued by such holders could be adverse to the interests of the holders of any related subordinated CDO debt and/or the holders of the related CDO equity, as applicable.

*Mandatory Redemption of CDO Senior Tranches and CDO Debt.* Under certain circumstances, cash flows from CDO Collateral that otherwise would have been paid to the holders of any related CDO debt and the related CDO equity will be used to redeem the related CDO senior tranches. This could result in an elimination, deferral or reduction in the interest payments, principal repayments or other payments made to the holders of such CDO debt or such CDO equity, which could adversely impact the returns to the holders of such CDO debt or such CDO equity.

*Optional Redemption of CDO Senior Tranches and CDO Debt.* An optional redemption of a CDO could require the collateral or portfolio manager of the related CDO to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the realized value of the items of CDO Collateral sold (and which in turn could adversely impact the holders of any related CDO debt, and/or the holders of the related CDO equity).

*ABS and MBS Generally.* The investment characteristics of ABS and mortgage-backed securities (“MBS”) differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time.

*ABS and MBS Subordinated Securities.* Investments in subordinated MBS and ABS involve greater credit risk of default than the senior classes of the issue or series. Default risks may be further pronounced in the case of MBS and ABS secured by, or evidencing an interest in, a relatively small or less diverse pool of underlying loans. Certain subordinated securities absorb all losses from default before any other class of securities is at risk, particularly if such securities



have been issued with little or no credit enhancement or equity. Such securities, therefore, possess some of the attributes typically associated with equity investments.

*Commercial MBS.* Mortgage loans on commercial properties often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default.

Most commercial mortgage loans underlying MBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related MBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of MBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property. Foreclosure can be costly and delayed by litigation and/or bankruptcy. Factors such as the property's location, the legal status of title to the property, its physical condition and financial performance, environmental risks, and governmental disclosure requirements with respect to the condition of the property may make a third party unwilling to purchase the property at a foreclosure sale or to pay a price sufficient to satisfy the obligations with respect to the related MBS. Revenues from the assets underlying such MBS may be retained by the borrower and the return on investment may be used to make payments to others, maintain insurance coverage, pay taxes or pay maintenance costs. Such diverted revenue is generally not recoverable without a court appointed receiver to control collateral cash flow.

*ABS.* ABS are not secured by an interest in the related collateral. Credit card receivables, for example, are generally unsecured and the debtors are entitled to the protection of a number of state and federal consumer loan laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. Most issuers of ABS backed by automobile receivables permit the servicers to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related ABS. In addition, because of the large number of vehicles involved in a typical issuance and technical requirements under state laws, the trustee for the holders of the ABS may not have a proper security interest in all of the obligations backing such ABS. Therefore, there is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. The risk of investing in ABS is ultimately dependent upon payment of consumer loans by the debtor.

The collateral supporting ABS is of shorter maturity than certain other types of loans and is less likely to experience substantial prepayments. ABS are often backed by pools of any variety of assets, including, for example, leases, mobile home loans and aircraft leases, which represent the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market's perception of the asset backing the security and the creditworthiness of

the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

*RMBS.* Holders of residential mortgage-backed securities (“RMBS”) bear various risks, including credit, market, interest rate, structural and legal risks. RMBS represent interests in pools of residential mortgage loans secured by one to four family 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 by government agencies and the securities issued are guaranteed. 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 geographic area where the mortgaged property is located, the terms of the mortgage loan, the borrower’s “equity” in the mortgaged property and the financial circumstances of the borrower. 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.

Investments in RMBS may experience losses or reduced yield if, for example, (i) the borrower of an underlying residential mortgage loan defaults or is unable to make payments, (ii) the underlying residential mortgage loans are prepaid, (iii) there is a general decline in the housing market, or (iv) violations of particular provisions of certain federal laws by an issuer of RMBS limit the ability of the issuer to collect all or part of the principal of or interest on the related underlying loans.

*Prepayment Risk.* The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to defaults and foreclosures) occur on loans underlying MBS and ABS will be affected by a variety of factors including the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. Generally, mortgage obligors tend to prepay their mortgages when prevailing interest rates fall below the existing interest rates on their mortgage loans. Although ABS are generally less likely to experience substantial prepayments than are MBS, certain of the factors that affect the rate of prepayments on MBS also affect the rate of prepayments on ABS. However, during any particular period, the predominant factors affecting prepayment rates on MBS and ABS may be different.

In general, “premium” securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and “discount” securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many MBS and ABS will be discount securities when interest rates are high, and will be premium securities when interest rates are low, these MBS and ABS may be adversely affected by changes in prepayments in any interest rate environment.

The adverse effects of prepayments may impact the Clients’ portfolios in two ways. First, particular investments may experience outright losses, as in the case of an interest-only security in an environment of faster actual or anticipated prepayments. Second, particular investments may underperform relative to hedges that Solus may have constructed for these

investments, resulting in a loss to the Client's overall portfolio. In particular, prepayments (at par) may limit the potential upside of many MBS and ABS to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss.

Real Estate-Related Securities. Solus may invest in securities issued by entities which invest in real estate such as "real estate investment trusts" ("REITs"). Real estate investments generally will be subject to the risks incident to the ownership and operation of commercial real estate and/or risks incident to the making of nonrecourse mortgage loans secured by real estate. Such risks include, without limitation, the risks associated with both the domestic and international general economic climates; local real estate conditions; risks due to dependence on cash flow; risks and operating problems arising out of the absence of certain construction materials; changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); the financial condition of tenants, buyers and sellers of properties; changes in availability of debt financing; energy and supply shortages; changes in the tax, real estate, environmental, and zoning laws and regulations; various uninsured or uninsurable risks; natural disasters; and the ability of the Clients or third-party borrowers to manage the real properties. In addition, the Clients may incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon, and ultimately disposing of such property.

Complexity and Market Shifts. Many of the securities and other financial instruments in which Solus invests are complex, and their market values are highly sensitive to changes in interest rates and/or prepayments. Returns on mortgage-backed securities, collateralized mortgage obligations ("CMOs") and stripped mortgage-backed securities may be affected by relatively small changes in interest rates, prepayments or both. These security types, together with callable and puttable bonds and other option-like instruments, are sensitive to changes in the volatility of interest rates. Solus' ability to rebalance the portfolio could be reduced by a variety of factors such as very rapid changes in interest rates, spreads and volatility conditions, and by market dislocations caused by other factors such as unanticipated political and economic changes.

Insolvency Risks. Various laws enacted for the protection of creditors may apply to the issuers of the CDO Collateral (solely for purposes of this risk factor, an "Insolvent Company"). The information in this paragraph and the following paragraph is applicable with respect to U.S. issuers of CDO Collateral. Insolvency considerations may differ with respect to non-U.S. issuers of CDO Collateral. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of an Insolvent Company, such as a trustee in bankruptcy, were to find that the issuer did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting the CDO or CDO Collateral (as applicable) and, after giving effect to such indebtedness, the Insolvent Company (i) was insolvent, (ii) was engaged in a business for which the remaining assets of the Insolvent Company constituted unreasonably small capital or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could determine to invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, to subordinate such indebtedness to existing or future creditors of the Insolvent Company or to recover amounts previously paid by such issuer in satisfaction of such indebtedness. The measure of insolvency for purposes of the foregoing will vary. Generally, an Insolvent Company would be considered insolvent at a particular time if the sum of its debts were then greater than all of its property at a fair valuation or if the present fair saleable value of

its assets were then less than the amount that would be required to pay its probable liabilities on its existing debts as they became absolute and matured. There can be no assurance as to what standard a court would apply in order to determine whether the Insolvent Company was “insolvent” after giving effect to the incurrence of the indebtedness constituting the CDO or CDO Collateral (as applicable) or that, regardless of the method of valuation, a court would not determine that the Insolvent Company was “insolvent” upon giving effect to such incurrence. In addition, in the event of the insolvency of an Insolvent Company, payments made on such CDO or CDO Collateral (as applicable) could be subject to avoidance as a “preference” if made within a certain period of time (which may be as long as one year) before insolvency.

In general, if payments on a CDO or CDO Collateral (as applicable) are avoidable, whether as fraudulent conveyances or preferences, such payments can be recaptured from the initial recipient (such as the Clients). However, a court in a bankruptcy or insolvency proceeding would be able to direct the recapture of any such payment only to the extent that such court has jurisdiction over such holder or its assets. Moreover, it is likely that avoidable payments could not be recaptured directly from a holder that has given value in exchange for its interest, in good faith and without knowledge that the payments were avoidable. Nevertheless, there can be no assurance that a Client will be able to avoid recapture on this or any other basis.

The preceding discussion is based upon principles of U.S. Federal and state laws. Insofar as the Clients’ portfolios consist of the obligations of non-U.S. obligors, the laws of certain foreign jurisdictions may provide for avoidance remedies under factual circumstances similar to those described above or under different circumstances, with consequences that may or may not be analogous to those described above under U.S. Federal and state laws.

Default and Recovery Rates of Loans and High Yield Securities. There are varying sources of statistical default and recovery rate data for loans and high yield securities and numerous methods for measuring default and recovery rates. The historical performance of the high yield market or the leveraged loan market is not necessarily indicative of its future performance.

Contingent Liabilities. From time to time, the Clients may incur contingent liabilities in connection with an investment. For example, Solus may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the Clients would be obligated to fund the amounts due. Solus may also enter into agreements pursuant to which the Clients agree to assume responsibility for default risk presented by a third party, and may, on the other hand, enter into agreements through which third parties offer default protection to the Clients.

Ability to Lend on Advantageous Terms: Competition and Supply. Solus may purchase loans. Solus’ success in this area will depend, in part, on its ability to obtain loans on advantageous terms. In purchasing loans, Solus will compete with a broad spectrum of lenders, many of which have substantially greater financial resources and are better known than Solus. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to Clients.

Fraud. Of paramount concern in lending is the possibility of material misrepresentation or omission on the part of a borrower. Such inaccuracy or incompleteness may adversely affect

the valuation of the collateral underlying a loan or may adversely affect the ability of Solus to perfect or effectuate a lien on the collateral securing the loan. Solus will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Clients may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Swap Agreements. Solus may enter into swap agreements and options on swap agreements (“swaptions”). These agreements can be individually negotiated and structured to include exposure to a variety of different types of investments, asset classes or market factors. Solus, for instance, may enter into swap agreements with respect to interest rates, credit defaults, currencies, securities, indexes of securities and other assets or other measures of risk or return. Depending on their structure, swap agreements may increase or decrease the Clients’ exposure to, for example, equity securities, long-term or short-term interest rates, foreign currency values, credit spreads or other factors. Swap agreements can take many different forms and are known by a variety of names. Solus is not limited to any particular form of swap agreement if consistent with the investment objectives of the relevant Client.

Whether Solus’ use of swap agreements or swaptions will be successful will depend on its ability to select appropriate transactions for the Clients. Swap transactions may be highly illiquid and may increase or decrease the volatility of the Clients’ portfolios. Moreover, the Clients bear the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. If a counterparty were to become insolvent, the Clients bear the risk that it may not receive the return of its posted collateral or that the collateral may take some time to return. The Clients will also bear the risk of loss related to swap agreements, for example, for breaches of such agreements or the failure of the Clients to post or maintain required collateral. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect the Clients’ ability to terminate existing swap transactions or to realize amounts to be received under such transactions. In addition, various regulatory initiatives underway now require certain derivatives to be cleared through a clearinghouse. Risks associated with clearinghouses include decreased availability of customizable derivatives in over-the-counter market, more onerous and frequent margin calls, dynamic margin requirements (i.e., fluctuating margin requirements) and systemic risk from the potential failure of a clearinghouse.

Limitations Due to Regulatory Restrictions. Solus may seek to acquire a significant stake in certain financial instruments. In the event such stake exceeds certain percentage or value limits, the Clients may be required to file a notification with one or more governmental agencies or comply with other regulatory requirements. Certain notice filings are subject to review that require a delay in the acquisition of the financial instrument. Compliance with such filing and other requirements may result in additional costs to the Clients, and may delay the Clients’ ability to respond in a timely manner to changes in the markets with respect to such financial instruments.

Taxes and Derivatives. The regulatory and tax environment globally for derivative instruments in which Solus may participate is evolving, and changes in the regulation or taxation

of such investments may materially adversely affect the value of such investments and the ability of Solus to pursue its investment strategies.

Futures Contracts. The value of futures depends upon the price of the financial instruments, such as commodities, underlying them. The prices of futures are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, investments in futures are also subject to the risk of the failure of any of the exchanges on which Solus' positions trade or of its clearing houses or counterparties.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent Solus from promptly liquidating unfavorable positions and subject the Clients to substantial losses or prevent it from entering into desired trades. In extraordinary circumstances, a futures exchange or the CFTC could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

Exchange-Traded Funds. Solus may invest in ETFs, which are shares of publicly-traded unit investment trusts, open-end funds, or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons based on the policies of the exchange upon which the ETF trades. In addition, the Clients may bear, along with other shareholders of an ETF, their *pro rata* portion of the ETF's expenses, including management fees, which can have a material adverse effect on the return on capital of the Clients.

Illiquid Portfolio Investments. Solus may make investments in securities or other assets, such as bank loans, that are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and Solus may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted securities and illiquid investments often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Solus may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted securities and other types of illiquid assets may sell at a price lower than similar investments that are not subject to restrictions on resale.

Assets and liabilities for which no such market prices are available will generally be carried on the books of the Clients at fair value (which may be cost) as reasonably determined by Solus. There is no guarantee that fair value will represent the value that will be realized by the Clients on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment.

Investments in Real Estate. Solus may invest a portion of its assets directly in real estate that Solus believes is undervalued, nonrecourse mortgages where the mortgagor is not a significant operating company and in the securities or obligations of single purpose companies whose primary asset is real estate. Risks associated with real estate investments include (i) lack of demand for commercial or housing space in a locale, (ii) changes in general economic or local conditions, (iii) changes in supply of, or demand for, similar or competing properties in an area, (iv) uncertainty of cash flow to meet loan and other fixed obligations, (v) changes in interest rates, (vi) unavailability of mortgage financing which may render the sale or refinancing of property difficult, (vii) changes in tax, real estate, environmental and zoning laws and (viii) potential U.S. taxation on income effectively connected with the conduct of a U.S. trade or business and taxes levied on non-U.S. persons (such as the Clients) which own U.S. real estate. Additionally, in connection with the ownership (direct or indirect) of real properties, the Clients may face potential costs and liabilities related to environmental laws, such as those related to the removal of hazardous and toxic substances.

Real Estate Investments Are Not as Liquid as Certain Other Types of Assets. Real estate investments are not as liquid as other types of investments and this lack of liquidity may tend to limit Solus' ability to react promptly to changes in economic or other conditions. In addition, significant expenditures associated with real estate investments, such as mortgage payments, real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investments. The Clients may need to comply with certain legal, tax and other requirements prior to liquidating such investments.

Relative Value. To the extent Solus implements such strategy, the success of the relative value investment strategy will depend on Solus' ability to identify and exploit perceived inefficiencies in the pricing of securities, financial products, or markets. Identification and exploitation of such discrepancies involve uncertainty. There can be no assurance that Solus will be able to locate investment opportunities or to exploit pricing inefficiencies in the securities markets. A reduction in the pricing inefficiency of the markets in which Solus may seek to invest will reduce the scope for the Clients' investment strategies. In the event that the perceived mispricings underlying the Clients' positions were to fail to converge toward, or were to diverge further from, relationships expected by Solus, the Clients may incur losses. A relative value investment strategy may result in high portfolio turnover and, consequently, high transaction costs. In addition, a relative value strategy is designed to be uncorrelated with respect to the movements in equity markets and risk-free interest rates. Depending upon the investment strategies employed and market conditions, unforeseen events involving such matters as political crises, or changes in currency exchange rates or interest rates, forced redemptions of securities, or general lack of market liquidity may have a material adverse effect on such strategy.

"Market Neutral" Strategies. A portfolio manager that uses "market neutral" trading strategies generally does not make trades which it considers to constitute directional "bets" on absolute price movements. Instead, it attempts to exploit relative mispricings among interrelated

instruments (securities/securities; securities/derivatives; securities/futures; derivatives/futures and futures/futures). Mispricings, even if correctly identified, may not be corrected by the market, at least within a timeframe over which it is feasible for the portfolio manager to maintain a position. Even pure arbitrage positions can result in significant losses if a portfolio investment is not able to maintain both sides of the position until expiration/maturity. A portfolio investment may trade at a high degree of leverage and could be forced to liquidate positions prematurely in order to meet margin calls, causing an otherwise “pure” arbitrage position to result in major losses.

Structured Note Risk. Solus may also invest in structured notes, variable rate mortgage-backed and asset-backed securities, each with rates of interest that vary based on a designated floating rate formula or index. The value of these investments is closely tied to the absolute levels of such rates or indices, or the market’s perception of anticipated changes in those rates or indices. The movements in specific indices or interest rates may be difficult or impossible to hedge.

Equity Price Risk. The Clients’ investment portfolios may include long and short positions in equity securities of public and private, listed and unlisted companies. Equity securities fluctuate in value in response to many factors, including, among others, the activities and financial condition of individual companies, geographic markets, industry market conditions, interest rates and general economic environments. In addition, events such as the domestic and international political environments, terrorism and natural disasters, may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made by Solus.

Convertible Arbitrage. Convertible arbitrage strategies involve investing in convertible securities that appear incorrectly valued relative to their theoretical value. The strategy consists of the purchase (or short sale) of a convertible security coupled with the short sale (or purchase) of the underlying security for which the convertible security can be exchanged to exploit price differentials. Solus may seek to hedge out the risk inherent in the stock; the remaining risk may or may not be hedged.

Convertible arbitrage strategies generally involve spreads between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the position will occur. Such positions do, however, entail a substantial risk that the price differential could change unfavorably, causing a loss to the spread position. Substantial risks also are involved in borrowing and lending against such investments. The prices of these investments can be volatile, market movements are difficult to predict, and financing sources and related interest and exchange rates are subject to rapid change. Certain corporate securities may be subordinated (and thus exposed to the first level of default risk) or otherwise subject to substantial credit risks.

Capital Structure Arbitrage. To the extent Solus implements such strategy, the success of the capital structure arbitrage strategy will depend on the ability of Solus to identify and exploit the relationships between movements in different financial instruments within an issuer’s capital structure (including, bank debt, convertible and non-convertible senior and subordinated debt and preferred and common stock). Identification and exploitation of these opportunities involve uncertainty. There can be no assurance that Solus will be able to locate investment opportunities or to correctly exploit price discrepancies. A reduction in the pricing inefficiency of the markets



in which Solus will seek to invest will reduce the scope for Solus' investment strategies. In the event that the perceived mispricings underlying the Clients' positions fail to materialize, these investment strategies could be unsuccessful or result in losses.

Structured Product Arbitrage. The structured product arbitrage strategies will involve the purchase or sale of various categories of structured products and derivatives. To the extent Solus implements such strategies, the success of these strategies will depend on Solus' ability to identify and exploit the inefficient pricing of portfolio risk and the implicit correlations of time to default. In the event that the perceived mispricings underlying the Clients' positions were incorrect, the Clients could incur losses. In addition, the lack of an established, liquid secondary market for some structured products (including CDOs) may make it difficult to realize the perceived value of such securities.

Merger Arbitrage. Merger or "risk" arbitrage strategies attempt to exploit merger activity to capture (or sell short) the spread between current market values of securities and their values after successful completion of a merger, restructuring or similar corporate transaction. Merger arbitrage investments often incur significant losses when anticipated merger or acquisition transactions are not consummated. The consummation of mergers, tender offers and exchange offers can be prevented or delayed by a variety of factors, including: (i) regulatory and antitrust restrictions; (ii) political factors; (iii) industry weakness; (iv) stock-specific events; and (v) failed financings. Merger arbitrage positions also are subject to the risk of overall market movements. To the extent that a general increase or decline in equity values affects the stocks involved in a merger arbitrage position differently, the position may be exposed to loss. Merger arbitrage strategies also depend for success on the overall volume of merger activity, which historically has been cyclical in nature.

Convertible Securities. Convertible securities are stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Clients is called for redemption, the Clients will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Clients' ability to achieve their investment objectives.

Preferred Stock. Preferred stock generally has a preference as to dividends and upon the event of liquidation over an issuer's common stock, but it ranks junior to debt securities in an issuer's capital structure. Preferred stock generally pays dividends in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

Stock Index Options. Solus may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market. A stock index fluctuates with changes in the market values of the stocks included in the index. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the Clients will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by Solus of options on stock indices will be subject to Solus' ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Similar elements of risk arise in the event of the bankruptcy or insolvency of the buyer.

IPO Securities. Solus may purchase securities of companies in initial public offerings or shortly thereafter. Special risks associated with these securities may include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the company and limited operating history. These factors may contribute to substantial price volatility for the shares of these companies and, thus, for the value of the Clients' interests. The limited number of shares available for trading in some initial public offerings may make it more difficult for Solus to buy or sell a significant number of shares without an unfavorable impact on prevailing market prices. In addition, some companies in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them.

Small- and Medium-Capitalization Companies. Solus may invest a portion of its assets in the securities of companies with small- to medium-sized market capitalizations. While Solus believes they often provide significant potential for appreciation, such securities, particularly of companies having small capitalization, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of securities of small-capitalization and

even medium-capitalization companies are often more volatile than prices of securities of large-capitalization companies and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be illiquid. The securities of less seasoned and smaller-capitalized companies are often traded in the over-the-counter market and have fewer market makers and wider price spreads, which may in turn result in more abrupt and erratic price movements and make the Clients’ investments more vulnerable to adverse general market or economic developments than would investments in large, more established companies. It is more difficult to obtain information about less seasoned and smaller-capitalized companies because they tend to be less well known and have shorter operating histories and because they tend not to have significant ownership by large investors or be followed by many securities analysts. Additionally, these companies may have limited product lines, markets or financial resources, or they may be dependent upon a limited management group that may lack depth and experience. Investments in larger and more established companies present certain advantages in that such companies generally have greater financial resources, more extensive research and development, manufacturing, marketing and service capabilities, more stability and greater depth of management and technical personnel.

Position Limits. Position limits imposed by various regulators may also limit Solus’ ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if Solus does not intend to exceed applicable position limits, it is possible that different accounts managed by Solus or its affiliates may be aggregated. If at any time positions managed by Solus were to exceed applicable position limits, Solus would be required to liquidate positions, which might include positions of the Clients, to the extent necessary to come within those limits. Further, to avoid exceeding the position limits, Solus might have to forego or modify certain of its contemplated trades.

## **ITEM 9 - DISCIPLINARY INFORMATION**

Solus has not had any legal or disciplinary events that would be material to a client's or prospective client's evaluation of its business or the integrity of its management (any such event, an "Item 9 Event").

Please note that Solus' Form ADV Part 1A, which can be accessed through the SEC website, [www.adviserinfo.sec.gov/IAPD](http://www.adviserinfo.sec.gov/IAPD), discloses a Solus regulatory event that is not an Item 9 Event.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **A. Broker-Dealer, Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor Registration Status**

Solus is not registered, and does not have an application pending to register, as a securities broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person thereof.

### **B. Material Relationships or Arrangements with Industry Participants**

Solus Advisors LLC serves as the managing member or the general partner (as the case may be) of the Domestic Hedge Funds. Solus Advisors LLC serves as the special shareholder of Sola Intermediate Fund Ltd, and Solus PE GP LLC serves as special member/shareholder to Solus LLC and Sola Intermediate Fund Ltd. As described in Item 5, Incentive Allocations are made by certain Solus Clients including the Domestic Hedge Funds to Solus Advisors LLC, while Management Fees charged to such Clients are generally paid to Solus. Solus Opportunities 1 GP LLC, Solus Opportunities 2 GP LLC, Solus Advisors Opportunities 3 GP LLC, Solus Advisors Opportunities 4 GP LLC, Solus Opportunities 5 PE GP LLC and Solus Ultra GP LLC serve as general partner or special shareholder to single investor Funds established for large institutional investors.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **A. Code of Ethics**

Solus has adopted a Code of Ethics (“Code”) pursuant to Rule 204A-1 under the Investment Advisors Act of 1940, as amended (the “Advisers Act”). The Code incorporates the general principle that Solus partners, officers and employees (“personnel”) are under a duty at all times to place the interests of Solus’ Clients first and foremost. The Code also includes specific policies and procedures that are designed to address actual or potential conflicts of interest with Solus’ Clients and are consistent with Solus’ fiduciary duty to its Clients. As part of the policies and procedures, Solus imposes pre-clearance procedures on certain securities transactions for personnel in certain personal accounts. Solus requires its personnel to disclose certain private securities transactions and holdings initially upon becoming associated with Solus and annually thereafter.

Subject to the Code, Solus and Solus’ personnel may invest on behalf of themselves through their own accounts in securities and other instruments that would be appropriate for, are held by, or may fall within the investment guidelines of Solus’ Clients. Solus and Solus’ personnel may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given to or action taken for Clients. Solus and Solus’ personnel may also have ongoing relationships with companies whose securities are in or are being considered for the portfolios of Solus’ Clients. Solus has established policies and procedures to monitor and address conflicts and will endeavor to address conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

The Code also includes informational wall and insider trading prevention policies and procedures (the “Insider Trading Prevention Policies”) that are designed to prevent the misuse of material non-public information. Solus personnel are required to certify to their compliance with the Code, including the Insider Trading Prevention Policies, on an annual basis. Upon written request, investors or prospective investors of the Clients may obtain a copy of Solus’ Code by contacting Solus’ Shareholder Services department at [request@soluslp.com](mailto:request@soluslp.com).

### **B. Securities in which Solus or a Related Person Has a Material Financial Interest**

#### **1. Cross Trades**

From time to time, subject to applicable obligations under the Employment Retirement Income Security Act of 1974, as amended, as well as Client or investment guidelines and restrictions, Solus may direct one Client account to sell investments to another Client account through an internal cross transaction in which Solus will receive no compensation. In most cases an independent pricing mechanism (for example, the last sales price on the exchange where the security is primarily traded as of the close of business) will be used to ensure objectivity. However, there could be times in which that pricing mechanism is not feasible or fair to the Clients, and a different type of pricing mechanism may be utilized (e.g., volume weighted average price) based upon the principles of fairness to both Clients.

## 2. Principal Transactions

To the extent that any such cross transaction may be viewed as a principal transaction due to the ownership interest in the Client account by Solus and its personnel, Solus will comply with the requirements of Section 206(3) of the Advisers Act and provide written notification to the Client and obtain Client consent either prior to the cross transaction or prior to its settlement.

### C. Investing in Securities (Including Contemporaneous Transactions) that Solus or a Related Person Recommends to Clients and Other Potential Conflicts

Solus may from time to time invest its own excess funds in securities or instruments in which Solus may invest its Clients' assets. Similarly, Solus' personnel may from time to time make personal investments in securities or instruments in which Solus may invest its Clients' assets. Solus and its personnel may buy, sell or hold securities or other instruments for its own or their own accounts while entering into different investment decisions for one or more Client accounts. The Code addresses the possible conflicts arising out of personal trading of Solus personnel by, among other things, requiring Solus personnel to pre-clear securities transactions and generally imposing a ninety (90) day holding period on securities purchased by such personnel.

The above-referenced personal trading policies and procedures seek to address the risk that personal trading activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Client. Potential conflicts also may arise due to the facts that:

- Solus and its personnel may have investments in some Clients but not in others or may have different levels of investments in the various Clients; and
- Clients may pay different levels of fees to Solus.

In addition, Solus may give advice or take action with respect to the investments of one or more Client accounts that may not be given or taken with respect to other Client accounts with similar investment programs, objectives, and strategies. Accordingly, Client accounts with similar strategies may not hold the same securities or instruments or achieve the same performance. Solus also may advise Client accounts with conflicting programs, objectives or strategies. These activities also may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Client accounts. Further, Solus advises Managed Account Clients wholly owned by certain principals of Solus. Such Managed Account Clients are not expected to purchase any new investments (but may protect existing investments). Instead, such Managed Account Clients are expected to realize their existing investments over time consistent with Solus' fiduciary duties and then be wound down.

Solus' personnel or affiliates may also have ongoing relationships with companies whose securities are in or are being considered for the portfolios of Solus' Clients. To address this fact, Solus personnel are required to disclose to the Solus Compliance department certain relationships (e.g., directorships, family members that work in the financial services industry). As a result of such policies and procedures these potential conflicts can be considered prior to making an investment decision for a Client that may be affected by such relationship.

From time to time Solus may acquire securities or other financial instruments of an issuer for one Client account which are senior or junior to securities or financial instruments of the same issuer that are held by, or acquired for, another Client account (e.g., one Client account may acquire senior debt while another Client account may acquire subordinated debt). Solus recognizes that conflicts may arise under such circumstances and will endeavor to treat all Clients fairly and equitably.



## ITEM 12 - BROKERAGE PRACTICES

### A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

In selecting brokers and dealers to effect transactions for its Clients, Solus considers such factors as the ability of the brokers or dealers to effect the transactions, their facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to Solus and brokerage and research services provided to Solus (e.g., research ideas, analysis, investment strategies, special execution and block positioning capabilities, clearance and settlement and custodial services). Solus does not need to solicit competitive bids and does not have an obligation to seek the lowest available commission or other transaction cost. Accordingly, the commissions and other transaction costs (which may include dealer markups or markdowns) charged to the Clients by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such products and services.

From time to time, Solus may execute over-the-counter trades on an agency basis rather than on a principal basis. In these situations, the broker used by Solus may acquire or dispose of a security through a market-maker (a practice known as “interpositioning”). The transaction may thus be subject to both a commission and a markup or markdown. Solus believes that the use of a broker in such instances is consistent with its duty of obtaining best execution for its Clients. The use of a broker can provide anonymity in connection with a transaction. In addition, a broker may, in certain cases, have greater expertise or greater capability in connection with both accessing the market and executing a transaction.

The majority of bond dealers and commercial banks, as principals, effect bank loan transactions. Some loan transactions involve market makers that may earn a mark up on the transaction. Less frequently, brokers may be used, in which case only a small number of brokers typically are available, particularly for transactions involving distressed bank loans.

Brokers may provide Solus with capital introduction, marketing assistance, consulting with respect to technology, operations, equipment, commitment of capital, access to company management and access to deal flow. Neither Solus nor its Clients will separately compensate any broker for any of these services. Solus has adopted policies and procedures that seek to identify and prevent the provision of such services from improperly influencing the selection of brokers.

#### **1. Research and Other Soft Dollar Usage; Broker Considerations.**

Solus does not currently use soft dollars but has the right to do so. If Solus uses soft dollars, brokerage and research services provided to Solus in exchange for certain levels of brokerage business may include research reports on particular industries and companies, economic surveys and analyses, advice from legal, strategic, financial and industry consultants and advisors, recommendations as to specific securities and other services (e.g., research- and trading-related computer software) providing lawful and appropriate assistance to Solus in connection with its investment advisory responsibilities. Any use of commissions or “soft dollars” generated by Solus’ Clients through agency and certain riskless principal transactions to pay for brokerage or research and research-related services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Under Section

28(e), brokerage and research services obtained with “soft dollars” generated by one of Solus’ Clients may be used by Solus to service other Solus Clients, including Clients that may not have paid for the soft dollar benefits. Where brokerage or research services obtained with soft dollars provides both research and non-research assistance to Solus (e.g., a “mixed use” item), Solus will not seek to allocate soft dollar benefits to Client accounts in proportion to the soft dollar credits the Client accounts generate. Solus will make a reasonable allocation of any cost paid for with soft dollars.

Brokers sometimes suggest a level of business they would like to receive in return for the various brokerage and research services they provide. Actual brokerage business received by any broker may be less than the suggested allocation, but can (and often does) exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. A broker is not excluded from receiving business because it has not been identified as providing brokerage or research services. Instead, brokers are selected on a best execution basis.

Solus notes that if it were to use Client brokerage commissions to obtain products or services that are not Fund expenses (it currently does not), Solus would obtain a benefit because it would not have to pay for such services. As a result, in such circumstances, Solus would have an incentive to select or recommend a broker based on its own interest in receiving research or other products and services, rather than selecting brokers based on the Client’s interest in receiving best execution.

The investment programs of Solus’ Clients emphasize active management of the Clients’ portfolios. As a result, portfolio turnover and brokerage commission expenses may exceed those of other investment entities of comparable size.

## **2. Brokerage for Client Referrals.**

Neither Solus nor any related person receives Client referrals from any broker-dealer or third party that provides brokerage services to the Solus Funds. Solus personnel, however, will from time to time speak at or participate in conferences and programs sponsored by prime brokers and attended by persons and entities interested in investing in hedge funds. These conferences and programs may be a means by which Solus can be introduced to potential investors in its Clients. The prime brokers are not compensated by Solus, Solus’ Clients, or potential investors for providing such capital introduction opportunities. Such capital introduction services may assist Solus in raising Client capital and thus poses a potential conflict of interest.

Solus may utilize capital introduction and marketing assistance provided by broker-dealers for the Funds subject to its obligation to allocate brokerage to those providers on the basis of best execution. Solus has adopted policies and procedures that seek to ensure that Solus remain vigilant about not acting on this potential conflict of interest when selecting what brokers to use to execute Client transactions.

## **3. Directed Brokerage.**

Currently, there are no directed brokerage arrangements in place between Solus and its Clients. In the future, a Managed Account may be permitted (in Solus’ discretion) to designate a

particular broker-dealer to effect transactions. If this occurs, Solus' ability to obtain best execution may be impaired and the Managed Account may not obtain best execution. In addition, Managed Accounts that designate a particular broker-dealer may not receive efficiencies that are available to other Clients (including Funds) that participate in an aggregated trade. Orders directed to a particular broker-dealer shall be entered after Solus places its orders for Clients who have not designated a particular broker-dealer, and Solus assumes no responsibility for any adverse consequences that may occur as a result from the use of a designated broker-dealer.

#### B. Order Aggregation

It is the policy of Solus to allocate investment opportunities to its Clients fairly and equitably, to the extent practicable, over a period of time. Solus will have no obligation to purchase, sell or exchange any security or financial instrument for any Client which Solus may purchase, sell or exchange for another Client if Solus believes in good faith at the time the investment decision is made that such transaction or investment would be unsuitable, impractical or undesirable for the Client. If it is determined by Solus that it would be appropriate for more than one Client to participate in an investment opportunity, Solus will seek to execute orders for all such participating Clients on a fair and equitable basis. Due to the nature of the fixed income and other financial markets, as well as specific Client investment guidelines and objectives, *pro rata* allocation of investment opportunities will not always be desirable or feasible. When allocating investment opportunities among Clients, Solus will consider with respect to each Client such factors as the relative amounts of capital available for new investments, the investment objectives, investment programs, term and portfolio positions of the Clients, the availability of leverage, relative exposure to market trends, transaction costs, the manner in which the investment in question is likely to affect the amount of available capital after the investment is made, investment guidelines and restrictions, concentrations and diversification within an account, tax and regulatory issues, the nature and size of existing portfolio holdings and cash positions, risk/return objectives and anticipated redemptions and subscriptions (liquidity). In certain circumstances, Solus may give special consideration to certain Clients such as new Clients (including those in which Solus or its affiliates may have an interest) with a substantial amount of available cash. With respect to initial public offerings of securities ("new issues"), Solus will determine which Clients are suitable and eligible to receive such new issues, taking into consideration the factors described above. Whenever practicable, new issues will be allocated *pro rata* among all suitable and eligible Clients in proportion to their relative capital balances, as determined by Solus in its sole discretion.

If Solus determines that the purchase or sale of the same security is in the best interest of more than one Client, Solus may, but is not obligated to, aggregate orders placed simultaneously in order to obtain best execution and reduce transaction costs, to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating Client will receive the average price with transaction costs allocated *pro rata* based on the size of each Client's participation in the order (or allocation in the event of a partial fill) as determined by Solus. In the event of a partial fill, allocations may be modified on a basis that Solus deems to be appropriate, including, for example, in order to avoid odd lots or *de minimis* allocations. Generally, trades that are not aggregated are processed in the order they are placed with the broker or counterparty selected by Solus. As a result, certain trades in the same security or instrument for one Client (including a Client in which Solus and its

affiliates may have a direct or indirect interest) may receive more or less favorable prices or terms than another Client and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved.

### **ITEM 13 - REVIEW OF ACCOUNTS**

Solus' CIO, Portfolio Managers, Chief Risk Officer/Chief Operating Officer and other investment professionals generally meet daily to discuss investments held by Client accounts. The group typically discusses recent business news, including earnings results versus expectations and business developments on an industry and company specific level.

Investors in Solus' Funds receive written monthly reports, either directly and/or from the applicable Fund's administrator. These reports document the status of each investor's account and/or provide general commentary on relevant markets. Certain investors may request additional information and reporting, and, although such additional information and reporting will generally (but may not always) be available to all investors in the same Fund, some investors may not request, and therefore not receive, such additional information. Solus expects to provide annual audited financial statements to its Clients and investors in the Funds within 120 days of the applicable Client's fiscal year end.

In addition, Solus personnel may participate in monthly portfolio reviews with investors in the Funds.

#### **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

Solus does not receive any economic benefit from non-clients in connection with giving advice to Clients.

Solus has engaged one or more placement agents to obtain investor referrals to Solus Fund Clients. Such placement agents receive a portion of the management fee and/or incentive compensation associated with such referred investors. Please note that Solus' Form ADV Part 1A, which can be accessed through the SEC website, [www.adviserinfo.sec.gov/IAPD](http://www.adviserinfo.sec.gov/IAPD), contains additional information about placement agents used by Solus.

## **ITEM 15 - CUSTODY**

Solus is deemed to have custody of the Funds assets and securities because it has authority to obtain these assets and securities. In compliance with the requirements of Rule 206(4)-2 under the Advisers Act, Solus maintains Fund assets with the Bank of New York Mellon Trust Company, N.A., as custodian, and who, along with prime brokers, act as “qualified custodians.” The prime brokers used by Solus on behalf of its Funds include Goldman Sachs & Co., Barclays Capital Inc., and Merrill Lynch Professional Clearing Corp. Solus maintains the right to cease the use of a particular custodian or prime broker or to add custodians or prime brokers in its discretion.

Solus Fund Clients are subject to an annual audit by an independent public accountant prepared in accordance with generally accepted accounting principles. That audit is distributed to Fund investors within 120 days of each such Fund’s fiscal year end. Thus, Solus does not need to comply with certain of the requirements of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the custody rule). Investors in the Funds also receive their capital account statements directly from Solus’ administrator on a monthly basis. Investors should carefully review such statements and the annual audit. Investors in Solus Clients should carefully compare the account statements received from the administrator to any statements provided by Solus.

Solus may not have custody of the assets or securities of Managed Account Clients. The custodian of any such Managed Accounts may maintain custody of those assets and securities. Such Managed Accounts may receive account statements directly from that qualified custodian. The owners of any such Solus-advised Managed Accounts are urged to compare account statements received from the qualified custodian with any account statements received from Solus.

## **ITEM 16 - INVESTMENT DISCRETION**

Solus has full discretionary authority to manage fiduciary accounts for its Clients, including the ability to decide which securities are bought and sold, the amount and price of those securities, the principals or brokers, if any, selected to execute a particular transaction and commissions paid, where applicable. With respect to limitations on its authority regarding which securities and amount of securities that are to be bought or sold, Solus is limited by its own internal policies and procedures and each Client's investment guidelines (if any).

In instances that pertain to a Managed Account, any investment guidelines and restrictions must be provided to Solus in writing.

Solus was granted discretionary trading authority over each Client, including through entering into investment management agreements or similar arrangements.



## **ITEM 17 - VOTING CLIENT SECURITIES**

Solus generally has discretion to make decisions regarding corporate actions or proxies, if any, in connection with investments held by its Clients. In this regard, Solus has adopted proxy voting policies and procedures, pursuant to Rule 206(4)-6 under the Advisers Act, reasonably designed to ensure that proxies and corporate actions are determined in the best economic interest of Solus' Clients and to avoid conflicts between the interests of Solus and its Clients, as determined by Solus in its discretion. Solus will refrain from voting proxies where Solus believes that voting would be inappropriate. Upon written request, investors of the Clients may obtain a copy of the proxy policies and procedures and details as to how the securities or corporate actions were voted in their respective portfolios by contacting Solus' Shareholder Services department at [request@soluslp.com](mailto:request@soluslp.com).

To the extent that Solus does not have authority to vote proxies on behalf of a Solus-advised Managed Account, such Managed Account retains the responsibility for receiving and voting proxies for any and all securities maintained in its portfolio.

## **ITEM 18 - FINANCIAL INFORMATION**

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