

BLACKSTONE DISTRESSED SECURITIES ADVISORS L.P.

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Form ADV, Part 2 – the “Disclosure Brochure” or “Brochure” – as required by the Investment Advisers Act of 1940 (the “**Advisers Act**”) provides important information about Blackstone Distressed Securities Advisors L.P. (the “**Registrant**”).

This Brochure provides information about the Registrant’s qualifications and business practices. If you have any questions about the contents of this brochure, please contact the Registrant at +1 (212) 503-2100. Additional information about the Registrant also is available at the SEC’s website www.adviserinfo.sec.gov (click on the link “Investment Adviser Search”, select “Investment Adviser Firm” and type in the Registrant’s name). Results will provide you with Parts 1 and 2 of the Registrant’s Form ADV.

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. The Registrant is a registered investment adviser with the SEC. The Registrant’s registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications provided to you, including this Brochure, may be used to evaluate the Registrant and should be considered in your decision to hire the Registrant or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

This brochure contains important information about the Registrant. This brochure is intended to provide potential and existing clients with an overview of the Registrant (together with its affiliates, the “**Firm**”). It also contains important disclosures such as certain practices of the Registrant, potential material conflicts that may arise and key potential investment risks. The Registrant may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).

This Item 2 is a discussion of only the material changes to the Registrant’s Brochure since the last Form ADV Part II update, which was dated March 31, 2011.

On January 5, 2012, The Blackstone Group L.P. (“**Blackstone**”) acquired Harbourmaster Capital (“**Harbourmaster**”), a leading European leveraged loan manager. Harbourmaster is dedicated to deep, fundamental, long term analysis of sub-investment grade corporates and investment grade infrastructure projects in the European arena.

The Registrant’s principal office and place of business has changed to the following address:

345 Park Avenue, 31st Floor
New York, NY 10154

No other contact information, including phone numbers and email addresses, has changed.

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Item 4 – Advisory Business

A. Description of Blackstone Distressed Securities Advisors L.P.

The Registrant serves as investment manager for pooled investment vehicles operating as private investment funds, including draw down funds and funds in which affiliates or employees of the Registrant invest alongside such other private investment funds (the “**Funds**”). Affiliates of the Registrant serve as general partner (each, a “**General Partner**”) of certain of the Funds.

Blackstone DD Advisors L.L.C. is the general partner of the Registrant. Blackstone Holdings I L.P. is the sole member of Blackstone DD Advisors L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. Blackstone is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone is a publicly traded entity on the New York Stock Exchange (Ticker: BX).

B. Description of Advisory Services

The Registrant offers advice primarily in respect of investments in leveraged loans, second lien loans, high yield bonds, distressed securities, mezzanine securities and public and private equity.

C. Assets Under Management

The Registrant’s assets under management were approximately \$5.4 million as of December 31, 2011, all of which are managed on a discretionary basis.

Item 5 – Fees and Compensation

A. Management Fees

For its investment advisory services, the Registrant or an affiliated entity may receive a management fee at an annual rate of up to 2.0% of the net assets or invested capital, as the case may be. All fees for the Funds will be disclosed in the relevant Fund offering and/or governing documents, which are provided to prospective investors.

While the Registrant's policy is that its fees are not negotiable, the Registrant reserves the right to waive or reduce its fees for certain investors. In particular, certain affiliates or employees of the Registrant that are investors in the Funds do not pay management fees. Further, the existence of differing management fees for Funds of the Registrant or its affiliates trading side-by-side may create a conflict of interest to the Registrant and its affiliates with respect to the allocation of investment opportunities. The Registrant has a trade allocation policy (see **Item 16 – Investment Discretion**) that addresses this conflict of interest.

Generally, the management fee payable by a Fund to the Registrant will be reduced by all or a portion (disclosed in the governing agreements of the relevant Fund) of any placement, origination or other transaction fees (including commitment, closing, amendment, waiver, directors, organizational, break-up or other similar fees in respect of a Fund's purchase, monitoring or disposition of an investment) received by the Registrant for transactions effected for such Fund's account.

B. Timing of Fee Payments

Generally, management fees are generally payable (i) monthly or quarterly in arrears, as the case may be, or (ii) in advance on the first day of each fiscal quarter. The Registrant may elect to defer payment of all or part of the management fee. Management fees are generally deducted from the applicable Fund assets. Alternatively, certain Funds may be invoiced for such management fees.

C. Additional Fees and Expenses

The offering and/or governing documents of each Fund provide a description of any additional fees and expenses for which such Fund may be responsible in addition to the management fees and any performance-based allocations or fees (see Item 6 below). Generally, each Fund will be responsible for all costs and expenses relating to the organization of such Fund and of maintaining the operations of such Fund and the investments paid by or on behalf of such Fund, including, without limitation, (i) legal, filing, auditing, consulting, accounting and other professional fees and expenses; (ii) administration fees and expenses, whether provided by a third party or by the Registrant or an affiliate of the Registrant, as may be disclosed in the offering and/or governing

document of each such Fund; (iii) research-related expenses, including, without limitation, news and quotation equipment and services; (iv) costs of portfolio management and accounting systems; (v) expenses associated with periodic reporting to Funds; (vi) financial statements and tax returns; (vii) insurance; (viii) interest and other expenses incurred in respect of borrowings, if any; (ix) other expenses associated with the acquisition, holding, monitoring, settlement and disposition of such Fund's investments (including, without limitation, any brokerage, custody, hedging or broken deal costs); (x) the costs and expenses of any custodians, lenders, investment banks and other financing sources; (xi) any indemnity expenses; and (xii) the costs and expenses of any litigation involving such Fund.

For certain Funds, the Registrant may also charge back a portion of the cost of overhead expenses attributable to the management of or operations related to such Fund. Note that the offering and/or governing documents for certain Funds provide for a cap on the organizational expenses chargeable to such Fund; organizational expenses in excess of such cap will be paid by the Registrant or one of its affiliates, as applicable.

D. Employee Compensation for Sales of Securities

No employee of the Registrant accepts or otherwise receives, directly or indirectly, any compensation for the sale of securities or other investment products.

Item 6 – Performance-Based Fees and Side-By-Side Management

A. Performance-Based Allocations and Fees

In addition to the management fees and other fees described in Item 5 above, the Registrant or one of the General Partners may receive a performance-based allocation or fee up to 20.0% of each Fund's net profits, subject in certain cases, to a loss carryforward provision or clawback provision, as applicable. Performance-based allocations or fees may be based on either realized or unrealized profits attributable to a Fund, and all performance-based allocations for the Funds will be disclosed in the relevant offering and/or governing documents of each Fund.

While the Registrant's policy is that its performance-based allocations or fees are not negotiable, the Registrant reserves the right to waive or reduce such allocations or fees for certain investors. In particular, certain affiliates or employees of the Registrant that are investors in the Funds do not bear any performance-based allocation or fee.

Note that the existence of a performance-based allocation or fee may incentivize the Registrant to manage a Fund's assets in a more aggressive manner than if there was no such allocation or fee. Further, the existence of differing performance-based allocations or fees for Funds of the Registrant or its affiliates trading side-by-side may create a conflict of interest to the Registrant and its affiliates with respect to the allocation of investment opportunities. However, the Registrant manages each Fund's assets in accordance with the investment strategy disclosed in each Fund's offering and/or governing documents to help ensure that investors are aware of the investment strategy and the risks associated with such strategy. The Registrant also has a trade allocation policy (see **Item 16 – Investment Discretion**) that addresses this conflict of interest.

B. Timing of Performance-Based Allocations and Fees

As described in the respective offering and/or governing documents of each Fund, performance-based allocations or fees are generally allocated or paid, as the case may be, either at the end of each fiscal year or upon the making of any distribution to investors which a performance-based allocation or fee relates.

Item 7 – Types of Clients

The Registrant provides its services and markets its Funds to a limited number of institutional investors and sophisticated, high-net worth individual investors capable of understanding the risks of their investments, including the following types of investors:

- Banks and other financial institutions
- Insurance companies
- Investment companies
- Public and private retirement and pension plans
- Public and private profit sharing plans
- Trusts and estates
- Charitable organizations
- State and municipal government agencies
- Sovereign wealth funds
- Hedge funds and fund of funds
- High net worth individuals
- Corporations
- Business entities other than those listed above

All potential investors must go through certain suitability and compliance procedures (including anti-money laundering procedures), prior to acceptance of any subscription or investment amount for any Fund. In addition, any separate maintenance- or other investment-related provisions (*e.g.*, minimum account sizes) will be provided in the offering and/or governing documents of each Fund, which documents are made available to each potential investor prior to investment.

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

A.

Methods of Analysis

The Registrant's investment process for evaluating potential opportunities and investments may include a variety of proprietary and non-proprietary research models and methods of analyses. The Registrant derives information used to make investment decisions on behalf of its Funds from a variety of both internal and external resources, such as financial newspapers and magazines, research and reports provided by third parties and corporate ratings services. In addition, the Registrant generally conducts an in-depth review of the target companies/investments, which may include, without limitation, (i) analyses of corporate activities and financials, (ii) reviews of annual reports, prospectuses and other filings with the SEC, if any, and (iii) where appropriate, interviews and meetings with senior management of such target companies.

Generally, the Registrant seeks to capitalize on both long- and short-term inefficiencies in the market by investing across a spectrum of products, often employing bottom-up analysis, utilizing market technicals and fundamentals to select investments. There may be occasions when (consistent with applicable Fund guidelines), the strategy may be weighted to deep value or be more opportunistic and seek short term gains.

Investment Strategies

The specific investment strategy and corresponding method of analysis for each Fund will be specified in the offering documents of such Fund. Generally, the Registrant's investment objective for each Fund is to maximize the total return on its investments in the debt obligations or equity of financially distressed companies and in other perceived deep-value opportunities. The Registrant focuses primarily on financially distressed companies and seeks to invest in securities that, due to security specific and other complex circumstances, the Registrant believes the market incorrectly values, and therefore represent an opportunity for superior returns over time.

B. Risk of Loss

An investment in a Fund entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating the risks associated with an investment in a Fund and bearing the risks such investment represents. The offering and/or governing

documents of each Fund will contain detailed descriptions of certain of the risks associated with an investment in a Fund. Below are a few of the key risks associated with such investments:

1. Loss of All or Part of Investment
2. No Assurance of Investment Return
3. Changes in Legal, Fiscal and Regulatory Regimes
4. Lack of Liquidity of Fund Interests
5. Highly Competitive Market for Investment Opportunities
6. Reliance on the Registrant and Certain of its Professionals and Employees
7. Misconduct of Employees and of Third Party Service Providers
8. General Economic and Market Volatility
9. Nature of Debt and Credit Investments, including credit securities, senior debt, mezzanine debt, distressed investments and restructurings
10. Nature of Equity or Equity-Related Investments
11. Risks Related to Use of Leverage by Certain Funds
12. Lack of Diversification
13. Non-U.S. Investments

The debt and equity markets fluctuate substantially over time. As recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets which the Registrant manages that may be out of the Registrant's control. The Registrant cannot guarantee any level of performance or that investors in the Funds will not experience a loss of their account assets. There is no assurance that the Funds will be able to generate returns or that the returns will be commensurate with the risks inherent in their investment strategy. The marketability and value of any such investment will depend upon many factors beyond the control of the Funds or the Registrant. The expenses of the Funds may exceed their income, and an investor in a Fund could lose the entire amount of its contributed capital. Therefore, an investor should only invest in a Fund if the investor can withstand a total loss of its investment. The past investment performance of a Fund cannot be taken to guarantee future results of a Fund or any investment by or in a Fund.

Item 9 – Disciplinary Information

On occasion, the Registrant is named as a party to certain lawsuits in connection with its management of the Funds. The Registrant does not believe that any current or pending litigation to which it or its affiliates is a party is material or otherwise would have a material adverse effect on its investment or advisory activities.

Item 10 – Other Financial Industry Activities and Affiliations

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of the Registrant, its affiliates and personnel (each an “**Advisory Affiliate**” and, collectively, the “**Advisory Affiliates**”). The following briefly summarizes some of these conflicts, but is not intended to be an exhaustive list of all such conflicts. **Investors are advised to review the applicable Fund offering and/or governing documents for a more extensive description of the potential conflicts of interest applicable to each Fund.**

Blackstone Policies and Procedures. Specified policies and procedures implemented by Blackstone to mitigate potential conflicts of interest and address certain regulatory requirements and contractual restrictions may reduce the synergies across Blackstone’s various businesses that the Funds expect to draw on for purposes of pursuing attractive investment opportunities. Because Blackstone has many different asset management and advisory businesses, it is subject to a number of actual and potential conflicts of interest, greater regulatory oversight and more legal and contractual restrictions than that to which it would otherwise be subject if it had just one line of business. In addressing these conflicts and regulatory, legal and contractual requirements across its various businesses, Blackstone has implemented certain policies and procedures (*e.g.*, information walls) that may reduce the positive synergies that Funds expect to utilize for purposes of managing its investments. For example, Blackstone may come into possession of material non-public information with respect to companies that the Funds may be considering making an investment. As a consequence, that information, which could be of benefit to a Fund, might not be available to the Registrant and the Funds, and in certain situations could also restrict the Funds’ activities. Additionally, the terms of confidentiality or other agreements with, or related to, companies of any client of Blackstone may restrict or otherwise limit the ability of a Fund and/or its portfolio entities to engage in businesses or activities competitive with such companies. Finally, Blackstone may enter into one or more strategic relationships in certain regions or with respect to certain types of investments that, although may be intended to provide greater opportunities for the Funds, may require the Funds to share such opportunities or otherwise limit the amount of an opportunity the Funds can otherwise take.

Issuer Relationships. The Funds’ portfolio companies may be counterparties or participants in agreements, transactions or other arrangements with portfolio companies of other clients of Blackstone or Blackstone affiliates that, although the Registrant determines to be consistent with the requirements of such Funds’ governing agreements, may not have otherwise been entered into but for the affiliation with the Registrant and/or

Blackstone, and which may involve fees and/or servicing payments to the Registrant and/or Blackstone affiliates from which the investor will derive no benefit. From time to time employees of Blackstone may serve as directors or advisory board members of certain issuers of the Funds' investments or other entities. In connection with such services, the Registrant may receive directors' fees or other similar compensation (unless a Fund's governing documents otherwise provide). Such amounts are not expected to be material.

Investment Banking, Advisory and Other Relationships. As part of its regular business, Blackstone provides a broad range of investment banking, advisory and other services. In the regular course of its investment banking and advisory businesses, Blackstone represents potential purchasers, sellers and other parties, including corporations, financial buyers, management, shareholders and institutions, with respect to transactions that could give rise to transactions that are suitable for a Fund. In such a case, an advisory client would typically require Blackstone to act exclusively on its behalf, thereby precluding a Fund from participating in such transactions. Blackstone will be under no obligation to decline any such engagements in order to make an investment opportunity available to a Fund. In connection with its investment banking, advisory and other businesses, Blackstone may come into possession of information that limits its and its affiliates' ability to engage in potential transactions. The Funds' activities may be constrained as a result of the inability of Blackstone personnel to use such information. For example, employees of Blackstone may be prohibited by law or contract from sharing information with members of the Funds' investment teams. Additionally, there may be circumstances in which one or more of certain individuals associated with Blackstone will be precluded from providing services related to the Funds' activities because of certain confidential information available to those individuals or to other parts of Blackstone. In certain sell-side and fundraising assignments, the seller may permit a Fund to act as a participant in such transactions, which would raise certain conflicts of interest inherent in such a situation (including as to the negotiation of the purchase price).

Blackstone has long-term relationships with a significant number of corporations and their senior management. In determining whether to invest in a particular transaction on behalf of a Fund, the Registrant will consider those relationships, which may result in certain transactions that the Registrant will not undertake on behalf of the Fund in view of such relationships. Certain Funds may also co-invest with clients of Blackstone in particular investment opportunities, and the relationship with such clients could influence the decisions made by the Registrant with respect to such investments.

Representing Creditors and Debtors. Blackstone may represent creditors or debtors in proceedings under Chapter 11 of the Bankruptcy Code or prior to such filings. From time to time Blackstone may serve as advisor to creditor or equity committees. This

involvement, for which Blackstone may be compensated, may limit or preclude the flexibility that the Funds may otherwise have to participate in restructurings or the Funds may be required to liquidate any existing positions of the applicable portfolio entity. The inability to transact in any security, derivative or loan held by a Fund could result in significant losses to a Fund.

Service Providers. A Fund's service providers (including lenders, brokers, attorneys and investment banking firms) may be investors in the Funds and/or sources of investment opportunities and counterparties therein. This may influence the Registrant or its affiliates in deciding whether to select such a service provider or have other relationships with Blackstone. Notwithstanding the foregoing, investment transactions for the Funds that require the use of a service provider will generally be allocated to service providers on the basis of best execution (and possibly to a lesser extent in consideration of such service provider's provision of certain investment-related and other services that the Registrant or its affiliates believes to be of benefit of the Funds).

Allocation of Personnel. The Registrant, its affiliates and their respective members, partners, officers, managers and employees will devote as much of their time to the activities of the Funds as they deem necessary and appropriate. Subject to the terms of the applicable offering and/or governing documents, the Registrant, Blackstone or any of their respective affiliates or any agent or representative of any of them are not restricted from forming additional investment funds, from entering into other investment advisory relationships or from engaging in other business activities, even though such activities may be in competition with the Funds and/or may involve substantial time and resources of the Registrant. These activities could be viewed as creating a conflict of interest in that the time and effort of the members of the Registrant and its officers, managers, members and employees will not be devoted exclusively to the business of the Funds but will be allocated between the business of the Funds and the management of the monies of other advisees of the Registrant.

Possible Future Activities. Blackstone, the Registrant and their affiliates may expand the range of services that it provides over time. Except as provided herein, Blackstone, the Registrant and their affiliates will not be restricted in the scope of its business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein.

Below is a listing of the Registrant's affiliates:

Broker/Dealer	
Blackstone Advisory Partners L.P.	Provides a variety of investment banking services
Park Hill Group LLC	Places alternative investment products in private offerings to mostly institutional investors
Park Hill Real Estate Group LLC	Places real estate alternative investment products in private offerings to mostly institutional investors
Investment Advisor	
Blackstone Alternative Asset Management L.P. ("BAAM")	Manages a series of private funds engaged in multi-manager investment programs (<i>e.g.</i> , fund of hedge funds)
Blackstone Communications Advisors I L.L.C.	Provides investment advisory services to a private investment fund specializing in communications-related private equity investments
Blackstone Debt Advisors L.P.	Provides investment advisory services to private investment funds specializing in debt securities
Blackstone Management Partners III L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Management Partners IV L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Management Partners L.L.C.	Provides investment advisory services to various private equity funds
Blackstone Clean Technology Advisors L.L.C.	Provides investment advisory services to private investment funds specializing in the cleantech energy sector
Blackstone Mezzanine Advisors L.P.	Provides investment advisory services to private investment funds specializing in mezzanine financing

Blackstone Mezzanine Advisors II L.P.	Provides investment advisory services to private investment funds specializing in mezzanine financing
Blackstone Real Estate Advisors III L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors IV L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors V L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors L.P. (formerly Blackstone Real Estate Advisors VI L.P.)	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors International L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors Europe L.P.	Provides investment advisory services to various real estate investment funds
Blackstone Real Estate Special Situations Advisors L.L.C	Provides investment advisory services to private investment funds which invest primarily in public and private debt and other interests of real estate assets and real estate-related holdings
Blackstone Strategic Alliance Advisors L.L.C.	Manages a series of private funds engaged in a multi-manager investment program
Blackstone Group International Partners LLP	Provides investment sub-advisory services to a number of debt-focused private investment funds
Blackstone Tactical Opportunities Advisors L.L.C.	Provides investment advisory services to multi-discipline, multi-asset class private funds.

GSO / Blackstone Debt Funds Management LLC	Provides investment advisory services to a number of debt-focused private investment funds, registered investment companies and separately managed accounts
GSO Capital Partners LP	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
GSO Capital Advisors LLC	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
GSO Capital Partners International LLP	Provides investment advisory services to a number of debt focused private investment funds
Blackstone / GSO Debt Funds Management Europe Limited	Provides investment advisory services to a number of debt focused private investment funds
Blackstone / GSO Debt Funds Europe Limited	Provides investment advisory services to a number of debt focused private investment funds
Bayview Asset Management, LLC	Provides investment advisory services focusing on real estate backed loans and mortgage securities
Commodity Trading Advisor & Commodity Pool Operator	
BAAM	Manages a series of private funds engaged in multi-manager investment programs (<i>e.g.</i> , funds of hedge funds)
Commodity Pool Operator	
Blackstone Alternative Asset Management Associates L.L.C.	Serves as general partner of BAAM Funds which are structured as limited partnerships

Item 11 – Code of Ethics

A. Code of Ethics

The Registrant recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of investors come first; and (iii) it has a fiduciary duty to its investors to act in or not opposed to the best interests of the Funds. All personnel are required to act in accordance with the implied contractual covenants of good faith and fair dealing in respect of their dealings with investors. All personnel must also comply with all federal securities laws.

The Registrant's Code of Ethics (the "**Code**") governs a number of potential conflicts of interest which exist when providing advisory services to investors in the Funds it manages. This Code is designed to ensure that the Registrant meets its fiduciary obligation to investors in the Funds and to instill a culture of compliance within the Registrant. An additional benefit of the Code is to detect and prevent violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter, and it is available on the Registrant's intranet or by request.

The Code addresses, among other things, the following:

- Requirements related to confidentiality;
- Limitations on, and reporting of, gifts and entertainment;
- Pre-clearance of political contributions;
- Pre-clearance and reporting of employee personal securities transactions;
- Pre-clearance of outside business activities; and
- Protection of persons who engage in "whistle blowing" activities from retaliation.

On an annual basis, the Registrant requires all employees to certify that they are in compliance with the Code.

The Registrant offers many different products and services across its many businesses and there are several potential conflicts of interest which may arise. Please see Item 10 – Other Financial Industry Activities & Affiliations for a list of investment related potential conflicts.

The Registrant's related persons may from time to time have bought or sold, or may subsequently buy or sell, for their personal accounts, securities which may also be purchased or sold for the account of our Funds. The Registrant and its related personnel

are subject to guidelines governing the ability to trade in personal accounts. The guidelines generally require that such trading be conducted for investment rather than speculative purposes and that all such personal securities transactions receive pre-clearance from the legal and compliance department.

These policies are designed to comply with SEC requirements that registered investment advisors have a Code of Ethics. The Registrant's Code is available for review upon request. You may request a copy of the Code by contacting the Registrant's Chief Compliance Officer, Marisa Beeney, at +1 (212) 503-2100.

Item 12 – Brokerage Practices

Best Execution

Portfolio transactions for Funds will be allocated to brokers and dealers on the basis of best execution (which may include, among other items, the consideration of such broker's or dealer's ability to effect transactions, its facilities and financial responsibility). The SEC generally describes "best execution" as a duty to execute securities transactions so that a client's total costs or proceeds in each transaction are the most favorable under the circumstances. The SEC also has stated that when seeking best execution the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution.

Accordingly, the Registrant considers the full range and quality of a broker's services including, (i) for executing brokers: expertise and ability to perform execution services; ability to execute transactions in liquid markets at competitive prices without disrupting the market for a particular security; ability to execute transactions in illiquid markets at competitive prices without disrupting the market for a particular security; range of services provided and products offered (*e.g.*, securities lending, margin lending, capital introduction, start-up services, reporting, research, valuation); quality and timeliness of market information provided; ability of broker to maintain confidentiality; credit worthiness and financial responsibility and (ii) for clearing brokers: operational expertise; ability to maintain confidentiality; credit worthiness; financial responsibility; fees; and commission rate or spread involved.

The Funds' securities transactions can be expected to generate brokerage commissions and other compensation, all of which the Funds, and not the Registrant or any of its affiliates, will be obligated to pay.

The Registrant's brokers and other service providers also may be investors in the Funds. As consideration for services provided, these brokers and other service providers will receive reasonable and customary fees or commissions.

Notwithstanding the foregoing, the Registrant does not "pay up" for research or other services provided by any brokers through the commission rate (*e.g.*, the Registrant does not use "soft dollars").

The Registrant's compliance with its best execution policy is reviewed by its Risk and Valuation Committee on a quarterly basis. Among its other duties, the Risk and Valuation

Committee is responsible for developing, evaluating and changing, when necessary, the Registrant's best execution practices. The Risk and Valuation Committee will monitor broker-dealers to assess the quality of execution of brokerage transactions effected on behalf of the Funds.

Allocation and Aggregation Procedures

The Registrant is committed to transacting in securities and loans in a manner that is consistent with the investment objectives of each of the Funds, and to allocating investment opportunities (including purchase and sale opportunities) among the Funds on a fair and equitable basis. The Registrant will generally execute client transactions on an aggregated basis when the Registrant believes that to do so will allow the Registrant to obtain best execution and to negotiate more favorable commission rates or other transaction costs that might have otherwise been paid had such orders been placed independently. When aggregating orders, all Funds will be treated in a fair and equitable manner. As used herein, "aggregated order" shall mean when the Registrant places an order on behalf of one or more clients and does not specify to the counterparty prior to execution the allocation between the clients or groups of clients. Generally, any partial fills will be allocated pro rata between the clients or groups of clients in accordance with the specified allocation.

It is the policy of the Registrant to generally share appropriate investment opportunities (including purchase and sale opportunities) with clients of its Advisory Affiliates under the credit umbrella of Blackstone. In general, this means that such opportunities will be allocated *pro rata* among the clients based on targeted acquisition size (generally based on available capacity) or targeted sale size (or, in some sales cases, the aggregate positions), taking into account available cash and relative capital of the respective client. In certain instances and only in cases where the offering and/or governing documents of such Funds clearly disclose such facts (and the investors therein have agreed to be treated as such), certain Funds may only participate in a particular investment opportunity after all other Funds or other investors have been allocated their respective full shares of such opportunity. In all cases, the Registrant must comply with allocation procedures specified in any of the fund or organizational documents of its Funds. No Fund will be allocated assets if such allocation does not meet the investment objective or current risk profile of such Fund.

Except as expressly provided above or in accordance with the Registrant's daily allocation and order protocol (further information for which can be provided upon request), no Fund will receive priority over any other Fund; each Fund that participates in the allocation of an aggregated order will participate at the average price for all of the participating

transactions in that security on a given business day, with aggregated transaction costs shared *pro rata* based on each client's participation in the transaction.

Notwithstanding the foregoing, an aggregated order may be allocated on a basis different from that specified in the Registrant's allocation and aggregation procedures described herein if all Funds receive fair and equitable treatment. Investment opportunities (including purchase and sale opportunities) may be allocated other than as specified above, if the Registrant determines in its sole discretion that a different allocation is appropriate, taking into account, among other considerations (i) risk-return profile of the proposed investment; (ii) the particular Fund's objectives, whether such objectives are considered solely in light of the specific investment under consideration or in the context of the portfolio's overall holdings; (iii) the potential for the proposed investment to create an industry, sector or issuer imbalance among the Fund's portfolios; (iv) liquidity requirements of the particular Fund, including during a winddown of a Fund; (v) tax consequences; (vi) regulatory restrictions; (vii) the need to re-size risk in the Funds' portfolios; (viii) redemption/withdrawal requests from a Fund and anticipated future contributions into a Fund; (ix) proximity of a Fund to the end of its specified term; (x) when a pro rata allocation could result in *de minimis* or odd lot allocations; (xi) degree of leverage availability and any requirements or other terms of any existing leverage facilities; (xii) the nature and extent of involvement in the transaction on the part of the respective teams of investment professionals dedicated to the applicable Fund; and (xiii) other considerations deemed relevant by the Registrant.

Trade Errors

Trade errors are evaluated on a case-by-case basis. Errors are reported to the Chief Compliance officer immediately upon discovery and are to be corrected as soon after discovery as is reasonably practical. The Registrant generally will reimburse losses suffered by a Fund as a result of a trade error caused by the Registrant. In addition, the Registrant will not correct a trade error made for one Fund by causing another Fund to buy or sell the securities.

Item 13 – Review of Accounts

Ongoing Review of Accounts

The Registrant's investment professionals review the relevant investment advisory accounts on an ongoing basis. This analysis includes, but is not limited to, a review of:

- Compliance with the investment strategy and restrictions provided in the specific offering documents of such Funds
- Potential Conflicts
- Market Conditions
- Style Drift
- Performance Attribution
- Performance Deviation.

These reviews take place at Investment Committee meetings where investment ideas and strategies are discussed. A variety of internal and external resources may be reviewed during the course of such meetings. In addition to these formal meetings, which take place weekly or as needed, the Registrant's investment professionals may meet and discuss the review of investment advisory accounts on a more frequent, informal basis. The Investment Committee also conducts quarterly credit reviews based on monitoring and analysis performed by traders and investment analysts. The Registrant also has a Risk and Valuation Committee, which meets monthly and is headed by the Chief Operating Officer. In the case of certain open-ended credit funds, the Chief Risk Officer also meets weekly with the head trader and other senior investment professionals. In addition, the legal and compliance department conducts a review of significant price movements of all positions on a monthly basis to address any "window dressing" or "portfolio pumping" issues.

Reports

The Registrant provides unaudited performance reports on a monthly or quarterly basis to certain Funds, as specified in the organizational and offering documents of such Funds, and audited financial statements to Funds annually. The Registrant may elect to provide different levels of reports to investors.

Certain investors in the Funds may request information relating to a Fund and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, the Registrant will provide such investors with the information requested. Investors that request and receive such information will consequently possess information regarding the business and affairs of the Fund that may not be known to other

investors. As a result, certain investors may be able to take actions on the basis of such information which, in the absence of such information, other investors do not take.

Item 14 – Client Referrals and Other Compensation

The Registrant may make cash payments to third parties for solicitation activities in accordance with Rule 206(4)-3 of the Advisers Act, to the extent applicable.

In a typical distribution/placement arrangement, the Registrant may agree to pay a third-party solicitor for referring investors in certain Funds. Typically, the third-party solicitors will receive a portion of the management fee and/or performance fee paid to the Registrant (although other payment arrangements could exist). A prospective investor solicited by a third party will be informed of (and may be asked to acknowledge in writing its understanding of) any such arrangement. All fees for such solicitation services will be paid by the Registrant and investors in such Fund will not be subject to any increased or additional fees or charges. The dollar amount of any placement agent fees is paid out of the applicable Funds, but may be credited as an offset to the management fees paid by the Funds, as provided in the applicable offering and/or governing documents of the Fund.

Third-party solicitors in the U.S. will be registered as broker-dealers with the SEC. Third-party solicitors outside the U.S. may be registered with a non-U.S. regulatory body to the extent such registration is required

Park Hill Group LLC (an affiliate of the Registrant) may receive cash payments from the Registrant in connection with such activities. Please refer to Item 10 (Other Financial Industry Activities and Affiliations) for a more detailed discussion on any conflicts of interest that may arise in connection with the Registrant's engagement of Park Hill Group LLC.

Item 15 – Custody

In connection with the management of investments for certain Funds, the Registrant may have, or may be deemed to have, custody of certain funds or securities of its Funds. Rule 206(4)-2 (the “**Custody Rule**”) of the Advisers Act defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client’s accounts or ownership of or access to client funds or securities (such as through fee deductions).

The Registrant maintains Fund assets with qualified custodians, such as U.S. banks, U.S. registered broker-dealers, U.S. futures commission merchants (limited to holding client funds and security futures and any other securities incidental to client futures transactions), and certain foreign financial institutions that customarily hold customer assets and that segregate customer assets from its own assets.

In accordance with the Custody Rule, for any Funds for which the Registrant has custody of such assets, such Funds are subject to an annual audit and the audited financial statements are distributed to each investor in such Funds. The audited financial statements are prepared in accordance with generally accepted accounting principles, issued with an unqualified opinion and distributed within 120 days of the Funds’ respective fiscal year ends.

To the extent that the Registrant does not have custody of a Fund’s assets, the applicable custodian will prepare and distribute to such Fund quarterly, or more frequent, account statements, which should be reviewed carefully by the Fund. A copy of Fund account statements is available upon request.

Information on a Fund’s qualified custodian, if any, including such qualified custodian’s name, address and the manner in which the Fund’s assets are maintained, may be provided in the relevant organizational and/or offering documents of such Fund. The Registrant will promptly notify investors of any changes to the qualified custodian.

Item 16 – Investment Discretion

The Registrant generally acts as an investment advisor in discretionary accounts and may exercise sole authority to determine the securities bought and sold for each account, as well as the amounts thereof, without obtaining specific client consent and without limitation on such authority. The specific investment guidelines and restrictions are provided in the Fund documents or investment management agreement.

Please refer to Item 12 for a discussion on the Registrant's Allocation and Aggregation Procedures.

Item 17 – Voting Client Securities (Proxy Voting)

As a fiduciary, an investment adviser with proxy voting authority has a duty to monitor corporate events and to vote proxies, as well as a duty to cast votes in the best interest of clients and not subrogate client interests to its own interests. Rule 206(4)-6 under the Advisers Act (the “**Proxy Voting Rule**”) places specific requirements on registered investment advisers with proxy voting authority. Due to the nature of the Registrant’s investment strategy, equity securities will generally not be a large portion of the investments of any Fund. Nevertheless, because the Registrant generally has discretionary authority over the securities held by the Funds, the Registrant is viewed as having proxy voting authority over such securities. Accordingly, the Registrant is subject to the Proxy Voting Rule. To meet its obligations under this rule, the Registrant has adopted written Proxy Voting Policies and Procedures, which are available upon request. These policies and procedures are reasonably designed to ensure that the Registrant votes proxies in the best interest of the Funds and addresses how it will resolve any conflict of interest that may arise when voting proxies.

Item 18 – Financial Information

The Registrant is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to its Funds.

BLACKSTONE DISTRESSED SECURITIES ADVISORS L.P.

345 Park Avenue
New York, NY 10154
+1 (212) 503-2100
www.blackstone.com

March 30, 2012

Form ADV, Part 2B – the “Brochure Supplement” – as required by the Investment Advisers Act of 1940 (the “**Advisers Act**”) provides additional information about Blackstone Distressed Securities Advisors L.P.’s (the “**Registrant**”) supervised persons who provide advisory services or have discretionary authority over your investments, including education/business experience, disciplinary history (if any), and other business activities.

Please contact Joseph Soares, GSO Investor Relations at (212) 503-2165 (Joe.Soares@gsocap.com) if you have any questions about the contents of this Brochure Supplement.

Item 1 – Cover Page

This brochure supplement provides information about Bennett J. Goodman that supplements Blackstone Distressed Securities Advisors L.P.'s ("BDSA") Form ADV, Part 2 (brochure). Please contact Joseph Soares, GSO Investor Relations, at (212) 503-2165; Joe.Soares@BDSAcap.com, if you have any questions about the contents of this supplement.

Mr. Goodman's contact information is:

Bennett J. Goodman
Senior Managing Director
Blackstone Distressed Securities Advisors L.P.
c/o GSO Capital Partners LP
345 Park Avenue, 31st Floor
New York, NY 10154
Bennett.Goodman@gsocap.com
(212) 503-2101

March 30, 2012

Item 2 – Educational Background and Business Experience

Bennett J. Goodman

Year of Birth: 1957

Education: Lafayette College, BS, 1979
Harvard Graduate School of Business Management, MBA, 1984

Background: 2005 – Present Co-Founder & Senior Managing Director,
GSO Capital Partners LP

Item 3 – Disciplinary Information

BDSA does not have any legal or other disciplinary item to report to you involving Mr. Goodman. BDSA is obligated to disclose any disciplinary event that would be material to you.

Item 4 – Other Business Activities

Mr. Goodman is not actively engaged in any investment-related business or occupation outside of BDSA other than listed below:

1. The Blackstone Group L.P., ultimate parent of BDSA
Senior Managing Director; Member, Executive Committee
2. GSO Capital Advisors LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
3. GSO / Blackstone Debt Funds Management LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
4. Blackstone Debt Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
5. Blackstone Mezzanine Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
6. Blackstone Mezzanine Advisors II L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
7. GSO Capital Partners LP, BDSA affiliate
Co-Founder; Senior Managing Director; Member, Investment Committee

Item 5 – Additional Compensation

Not applicable.

Item 6 – Supervision

All investment allocations and redemptions relating to BDSA Funds are subject to the approval of BDSA's Investment Committee.

Although not involved in the day to day operations of BDSA, Stephen A. Schwarzman, Chairman and Chief Executive Officer of The Blackstone Group L.P., may in certain circumstances exercise control over BDSA, including with respect to Mr. Goodman. Mr. Schwarzman can be contacted at (212) 583-5823.

Item 7 - Requirements for State-Registered Advisors

Not applicable as BDSA is not registered with individual states.

Item 1 – Cover Page

This brochure supplement provides information about J. Albert Smith that supplements Blackstone Distressed Securities Advisors L.P.'s ("BDSA") Form ADV, Part 2 (brochure). Please contact Joseph Soares, GSO Investor Relations, at (212) 503-2165; Joe.Soares@BDSAcap.com, if you have any questions about the contents of this supplement.

Mr. Smith's contact information is:

J. Albert Smith
Senior Managing Director
Blackstone Distressed Securities Advisors L.P.
c/o GSO Capital Partners LP
345 Park Avenue, 31st Floor
New York, NY 10154
Tripp.Smith@gsocap.com
(212) 503-2102

March 30, 2012

Item 2 – Educational Background and Business Experience

J. Albert Smith

Year of Birth: 1965

Education: University of Notre Dame, BBA, 1987

Background: 2005 – Present Co-Founder & Senior Managing Director,
GSO Capital Partners LP

Item 3 – Disciplinary Information

BDSA does not have any legal or other disciplinary item to report to you involving Mr. Smith. BDSA is obligated to disclose any disciplinary event that would be material to you.

Item 4 – Other Business Activities

Mr. Smith is not actively engaged in any investment-related business or occupation outside of BDSA other than listed below:

1. The Blackstone Group L.P., ultimate parent of BDSA
Senior Managing Director
2. GSO Capital Advisors LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
3. GSO / Blackstone Debt Funds Management LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
4. Blackstone Debt Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
5. Blackstone Mezzanine Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
6. Blackstone Mezzanine Advisors II L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
7. GSO Capital Partners LP, BDSA affiliate
Co-Founder; Senior Managing Director; Member, Investment Committee

Item 5 – Additional Compensation

Not applicable.

Item 6 – Supervision

All investment allocations and redemptions relating to BDSA Funds are subject to the approval of BDSA's Investment Committee.

Although not involved in the day to day operations of BDSA, Stephen A. Schwarzman, Chairman and Chief Executive Officer of The Blackstone Group L.P., may in certain circumstances exercise control over BDSA, including with respect to Mr. Smith. Mr. Schwarzman can be contacted at (212) 583-5823.

Item 7 - Requirements for State-Registered Advisors

Not applicable as BDSA is not registered with individual states.

Item 1 – Cover Page

This brochure supplement provides information about Douglas I. Ostrover that supplements Blackstone Distressed Securities Advisors L.P.'s ("BDSA") Form ADV, Part 2 (brochure). Please contact Joseph Soares, GSO Investor Relations, at (212) 503-2165; Joe.Soares@BDSAcap.com, if you have any questions about the contents of this supplement.

Mr. Ostrover's contact information is:

Douglas I. Ostrover
Senior Managing Director
Blackstone Debt Securities Advisors L.P.
c/o GSO Capital Partners LP
345 Park Avenue, 31st Floor
New York, NY 10154
Doug.Ostrover@gsocap.com
(212) 503-2103

March 30, 2012

Item 2 – Educational Background and Business Experience

Douglas I. Ostrover

Year of Birth: 1962

Education: University of Pennsylvania, BA, 1984
New York University, MBA, 1987

Background: 2005 – Present Co-Founder & Senior Managing Director,
GSO Capital Partners LP

Item 3 – Disciplinary Information

BDSA does not have any legal or other disciplinary item to report to you involving Mr. Ostrover. BDSA is obligated to disclose any disciplinary event that would be material to you.

Item 4 – Other Business Activities

Mr. Ostrover is not actively engaged in any investment-related business or occupation outside of BDSA other than listed below:

1. The Blackstone Group L.P., ultimate parent of BDSA
Senior Managing Director
2. GSO Capital Advisors LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
3. GSO / Blackstone Debt Funds Management LLC, BDSA affiliate
Senior Managing Director; Member, Investment Committee
4. Blackstone Debt Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
5. Blackstone Mezzanine Advisors L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
6. Blackstone Mezzanine Advisors II L.P., BDSA affiliate
Senior Managing Director, The Blackstone Group L.P.
7. GSO Capital Partners LP, BDSA affiliate
Co-Founder; Senior Managing Director; Member, Investment Committee

Item 5 – Additional Compensation

Not applicable.

Item 6 – Supervision

All investment allocations and redemptions relating to BDSA Funds are subject to the approval of BDSA's Investment Committee.

Although not involved in the day to day operations of BDSA, Stephen A. Schwarzman, Chairman and Chief Executive Officer of The Blackstone Group L.P., may in certain circumstances exercise control over BDSA, including with respect to Mr. Ostrover. Mr. Schwarzman can be contacted at (212) 583-5823.

Item 7 - Requirements for State-Registered Advisors

Not applicable as BDSA is not registered with individual states.

Item 1 – Cover Page

This brochure supplement provides information about John Dionne that supplements Blackstone Distressed Securities Advisors L.P.’s (“BDSA”) Form ADV, Part 2 (brochure). Please contact Joseph Soares, Vice President of BDSA Investor Relations, at (212) 503-2165; Joe.Soares@BDSAcap.com, if you have any questions about the contents of this supplement.

Mr. Dionne’s contact information is:

John Dionne
Senior Managing Director
Blackstone Distressed Securities Advisors L.P.
c/o GSO Capital Partners LP
345 Park Avenue, 31st Floor
New York, NY 10154
John.Dionne@Blackstone.com
(212) 583-5665

March 30, 2012

Item 2 – Educational Background and Business Experience

John Dionne

Year of Birth: 1963

Education: University of Scranton, BS, 1986
Harvard Business School, MBA, 1991

Background:	2009 – Present	Senior Managing Director & Head of Private Equity Investor Relations & Business Development The Blackstone Group
	2005 – Present	Chief Investment Officer, Blackstone Distressed Securities Fund

Item 3 – Disciplinary Information

BDSA does not have any legal or other disciplinary item to report to you involving Mr. Dionne. BDSA is obligated to disclose any disciplinary event that would be material to you.

Item 4 – Other Business Activities

Mr. Dionne is not actively engaged in any investment-related business or occupation outside of BDSA other than listed below:

1. The Blackstone Group L.P., ultimate parent of BDSA
Senior Managing Director

Item 5 – Additional Compensation

Not applicable.

Item 6 – Supervision

All investment allocations and redemptions relating to BDSA Funds are subject to the approval of BDSA's Investment Committee.

Although not involved in the day to day operations of BDSA, Stephen A. Schwarzman, Chairman and Chief Executive Officer of The Blackstone Group L.P., may in certain circumstances exercise control over BDSA, including with respect to Mr. Dionne. Mr. Schwarzman can be contacted at (212) 583-5823.

Item 7 - Requirements for State-Registered Advisors

Not applicable as BDSA is not registered with individual states.