

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

**Item 1: Cover Page**

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This brochure provides information about the qualifications and business practices of Sandell Asset Management Corp. If you have any questions about the contents of this brochure, please contact us at 212-603-5700 and/or [legal@sandellmgmt.com](mailto:legal@sandellmgmt.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration does not necessarily imply a certain level of skill or training.

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

**Item 2: Material Changes**

There have been no material changes to this Form ADV Part 2 brochure since its last update in April 2014.

Sandell Asset Management Corp.'s AUM is approximately \$1,185,704,820 as of December 31, 2014.

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#### **Item 4: Advisory Business**

Mr. Thomas Sandell is the founder and beneficial owner of Sandell Asset Management Corp. Sandell Asset Management Corp. was founded in 1997 and has its principal office in New York City.

Sandell Asset Management Corp. and its affiliates (“Sandell”) provide discretionary investment management services to various pooled investment vehicles (both private and public) and managed accounts (each a “Fund” and collectively the “Funds”) pursuant to one or more investment management agreements. In connection with providing these services, Sandell has full discretionary trading authority, subject to the oversight of a general partner, investment adviser or Board of Directors, as applicable. As investment manager or sub-advisor, Sandell typically has responsibility for management, operations and investment decisions made on behalf of the Funds.

Sandell offers advice on the following non-exclusive types of investments: equity securities, warrants, corporate debt securities, commercial paper, mutual fund shares, United States government securities, options contracts on securities, futures contracts on intangibles, bank loan assignments and other debt participations, creditor trade claims, derivatives (including various swaps, puts, calls or options), equity linked notes, and personal property of all kinds.

Sandell generally does not permit investors in the Funds it manages to impose limitations on the investment activities described in the offering documents for those Funds except in the context of a managed account where such terms or limitations are set forth in an investment management agreement.

Sandell may, in some instances, invest Fund assets in partnerships investing in real estate, oil and gas interests, and other pooled investment vehicles offered to investors that, among other suitability requirements, must meet the definition of “accredited investor” and “qualified purchaser”. Some Funds are offered on a private placement basis and are exempted from registration as an investment company under Section 3(c)(7) of the Investment Company Act of 1940.

The Funds generally focus on global event-driven trading strategies which, depending on the specific Fund's strategy, may include among other things merger-arbitrage and equity-event, and distressed credit investments. The Funds generally invest in a portfolio of event sensitive securities. The Funds' portfolios typically include securities of companies that are subject to mergers, takeover bids, exchange offers, tender offers, spin-offs, liquidations, recapitalizations, corporate restructurings and other similar extraordinary corporate events.

Although the Funds focus on global event-driven strategies in general, certain Funds may focus in on a particular event-driven strategy more so than others. While investors may not impose restrictions on Sandell's investment in certain securities, they may choose in which Fund to invest, thereby tailoring their investment to meet their specific needs. Sandell may enter into agreements, such as side letter agreements, with certain investors in the funds that may, in each case, provide for terms of investments that are more favorable than the terms provided to other

investors in the funds. The offering materials of a particular Fund set forth the specific investment strategy of that Fund.

As of December 31, 2014, Sandell Asset Management Corp. managed approximately \$1,185,704,820 in assets on a discretionary basis and no assets on a non-discretionary basis.

## **Item 5: Fees and Compensation**

Sandell receives certain fees from each Fund it manages and is reimbursed for certain expenses as more fully described in each private Fund's offering materials or investment management agreement. Each Fund pays Sandell an annual management fee (collectively the "Management Fees"), typically paid quarterly either in advance or arrears depending on the Fund, equal to a percentage of the total net asset value of the applicable Fund. Management Fees are pro rated for partial quarters. The Management Fees range from 1.0% per annum (0.25% quarterly) to 2.0% per annum (0.5% quarterly).

In addition, at the end of each calendar year Sandell or an affiliate may receive a performance fee or allocation from each Fund (collectively the "Performance Fees") ranging from 10% to 20% (depending on the terms of the Fund or share class within a Fund) of the increase in the net asset value of each Fund during the prior year, after taking into account any loss carry forwards (also known as "High Water Marks").

Any Management Fees and Performance Fees paid to Sandell are charged against the net asset value of the applicable Fund. Any Performance Fees will be charged in accordance with Section 205 of the Investment Advisers Act of 1940, as amended (the "Advisers Act") and Rule 205-3 thereunder. In the event Management Fees are charged in advance, investors are credited with any Management Fees paid in advance for any period in which they no longer have capital invested in a Fund. This credit is made at the time an investor redeems (either in whole or in part) from a Fund.

Sandell may also allocate a portion of certain clients' capital to money market funds or exchange-traded funds. In addition to the fees and expenses discussed herein, investors will indirectly incur similar fees and expenses if Sandell invests client's capital in such money market funds or exchange traded funds, as these funds in turn pay similar fees to their investment managers and other service providers.

Each Fund is responsible for paying its own expenses as well as certain expenses of Sandell as described in more detail in the offering materials of each Fund and each investment management agreement. These expenses may include, but are not limited to, costs associated with trading and brokerage (including prime brokers' commissions and fees), custodians, administrators, rent, insurance, IT support, accounting and auditing costs, legal fees and Sandell back-office personnel including accounting, legal, compliance, investor relations and administrative personnel.

Sandell and its personnel may invest in one or more Funds. Except with respect to managed accounts, Sandell, an affiliate, or the applicable Board of Directors, as the case may be, has the right to waive, from time to time in its sole discretion, all or part of any Management Fees or Performance Fees as well as certain other terms of a Fund, including but not limited to, liquidity terms and reporting terms. Sandell may do so with respect to any investor in a Fund including investors affiliated with Sandell or employees of Sandell.

From time to time, Sandell and the Funds may enter into "side letter" agreements with certain investors the terms of which differ from the shares/interests generally offered to investors with respect to, among other things, the Performance Fees and Management Fee. Sandell and/or a Fund may establish new classes of shares/interests or enter into "side letter" arrangements without providing prior notice to, or receiving consent from, existing investors. This may result in a conflict of interest when Sandell allocates opportunities among these accounts because Sandell will have an incentive to favor accounts that have higher Performance Fees. Sandell recognizes that conflicts may arise under such circumstances and will endeavor to treat all accounts fairly and equitably. The terms of such classes and "side letters" will be determined by Sandell and/or such Fund in their sole discretion.

Each investment management agreement with a Fund states that it is effective for a fixed period of time except that Sandell or any Fund may terminate the investment management agreement effective at the close of business on the last day of any fiscal year by giving not less than 30 or 90 days written notice, as applicable. Certain investment management agreements also provide that they will be terminated upon dissolution of all of the Fund(s) named in such agreement as clients.

#### **Item 6: Performance-Based Fees and Side-By-Side Management**

As noted previously in Item 5, Sandell may receive Performance Fees and/or asset-based Management Fees from Funds it manages.

Performance based fees or allocations may create an incentive for Sandell to make investments that are riskier or more speculative than would be the case in the absence of such fees/allocations. In addition, because a performance-based fee/allocation is calculated on a basis that includes unrealized appreciation of a Fund's assets, it may be greater than if such amount was based solely on realized gains. As the Management Fees and Performance Fees are based directly on the net asset value of the client accounts, Sandell has a conflict of interest in valuing the assets held in the accounts. Sandell will follow its documented valuation policies and consult with the third-party administrator to the accounts in order to mitigate this risk.

Sandell acts as investment adviser for several Funds which have varying investment objectives and investment strategies and fees. In addition, the principal, directors, officers, employees or affiliates of Sandell may, through investment in other investment funds, have interests in the securities in which the Funds invest as well as interests in investments in which the Funds do not invest. As a result of the foregoing, Sandell may have conflicts of interest in allocating positions

among the Funds and in effecting transactions for the Funds, including those in which Sandell may have a greater financial interest or be entitled to a higher fee. In addition, in situations where certain Funds either do not pay a Performance Fee or pay a smaller Performance Fee (due to the existence of a High Water Mark or by the terms of the Fund or side letters), there can be an incentive for Sandell to favor the Funds that have higher Performance Fees when allocating investments. Sandell adheres to policies and procedures that require it to allocate trades among Funds in a fair and equitable manner. Although Sandell and its affiliates intend to allocate trading and investment opportunities in a manner which is in the best interests of all the accounts involved, there can be no assurances that a trading or investment opportunity which comes to the attention of Sandell and its affiliates will be allocated evenly or pro rata among Funds.

Sandell uses its best efforts in connection with the purposes and objectives of the Funds to fairly allocate positions. Sandell has adopted policies and procedures that it believes is reasonably designed to mitigate the conflicts of interest posed by these arrangements.

#### **Item 7: Type of Clients**

As noted previously, Sandell provides discretionary investment advice to the Funds which are formed as pooled investment vehicles and managed accounts for institutional investors. Certain Funds may be limited to investors that meet certain suitability standards such as meeting the definition of "accredited investor" and "qualified purchaser" under US securities laws. Some of these Funds are offered on a private placement basis and are exempted from registration in the US pursuant to section 3(c)(7) of the Investment Company Act of 1940, as amended (the "Company Act"). Each Fund has a minimum investment requirement as well as minimum qualifications for each investor.

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

The assets of the Funds are invested and traded pursuant to various strategies in a variety of United States and non-United States equity and debt securities and other financial and investment interests, instruments and property. The Funds generally focus on global event-driven trading strategies which, depending on the specific Fund's strategy, may include, among other things, merger-arbitrage and equity-event, and distressed credit investments.

Sandell conducts extensive financial, legal and specific event research to assess the risk and quality of each event-driven transaction to determine if each deal will be consummated as planned. Outside regulatory counsel, industry consultants and economists may be used to enhance the analysis. Sandell's main sources of information include financial periodicals, research materials prepared by others, corporate rating services, filings with the Securities and Exchange Commission, and company press releases.

Sandell may also rely on conference calls or in-person meetings with representatives or agents of various companies (including investment bankers) and may also take part in "road show"

presentations or similar marketing functions relating to potential investment opportunities. In addition, Sandell may retain consultants, lawyers, accountants or other experts to provide advice with respect to investments.

### Merger-Arbitrage and Equity Event Strategy

The Funds' merger-arbitrage strategy consists of investments in companies in event-driven situations, including but not limited to merger arbitrage and event arbitrage.

Merger arbitrage primarily involves trading in securities that are the subject of a takeover, merger, exchange offer, restructuring, liquidation, spin-off or other extraordinary transaction. In analyzing merger arbitrage transactions, Sandell does not engage in speculation on rumors, but rather tries to identify and source value that may be overlooked in each situation. It evaluates the likelihood of completion of the deal, the timing of the transaction, and the dynamics of the country in which the deal is taking place.

Forms of equity events include spin-offs, stub equities, business form conversions and various other forms of corporate restructuring. Some of these trading strategies are market-sensitive, while others are subject primarily to particular and unique risk and reward factors which may be unrelated to stock or bond market fluctuations.

### Risks Inherent in Merger-Arbitrage and Event Driven Investing

A merger arbitrage position is generally taken after a merger, tender offer, exchange offer or other transaction is announced at which point the security has generally risen to a significant premium over the market price that prevailed prior to the announcement. If the transaction is not subsequently consummated, the market price of the securities will fall, usually to a level comparable to or below that which existed prior to the announcement. This can cause a Fund to suffer a significant loss with respect to any long positions that it has established in the security. Similarly, with respect to any short positions, to the extent such positions have to be covered, a Fund could be adversely affected. Various events may occur which may result in a transaction not being consummated which could adversely affect a Fund's position. Some of the reasons why a transaction may be terminated include opposition of the management and stockholders of the target company, which will often result in litigation to enjoin the proposed transaction, a successful takeover defense, a decline in financial performance, a rise in interest rates, a market crash, regulatory restrictions including intervention of a federal or state regulatory agency, in the case of a merger, failure to obtain the necessary stockholder approvals, inability to obtain adequate financing, market risk and liquidity risk.

Furthermore, the difference between the price paid by a Fund for securities of a company involved in an announced deal and the anticipated value to be received for such securities upon consummation of the proposed transaction will often be very small. If the proposed transaction appears likely not to be consummated or, in fact, is not consummated or is delayed, as noted earlier, the market price of the securities will usually decline, perhaps by more than the Fund's anticipated potential profit. In addition, when a Fund has sold short the securities it anticipates receiving in an exchange or merger, and the proposed transaction is not consummated, a Fund may be forced to cover its short position in the market at a higher price than its short sale, with a

resulting loss. If a Fund has sold short securities that are the subject of a proposed cash tender offer or cash merger and the transaction is consummated, such Fund also may be forced to cover its short position at a loss.

Event driven investing requires the investor to make predictions in its opinion about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, significant losses can result. In addition, a company may announce a plan of restructuring which promises to enhance value, but fail to implement it, which can result in losses to investors. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to a Fund of the security in respect of which such distribution was made. All securities trades risk the loss of capital. Sandell, through its trading program and research techniques, attempts to moderate these risks through a careful selection of securities and other financial instruments as well as risk management of positions.

#### Credit Opportunities/Distressed Securities

Certain Funds may invest in credit situations, including, but not limited to, bankruptcies, leveraged loans, credit default protection, preferred stock and non-performing debt obligations.

#### Risks Inherent in Credit Opportunities and Distressed Securities

Investing in securities and obligations of entities which are experiencing significant financial or business difficulties may result in significant return potential, but also involve a substantial degree of risk not normally associated with investments in healthier companies, including adverse business, financial or economic conditions that can lead to defaulted principal and interest payments and insolvency proceedings. A Fund may lose a substantial portion or all of its investment in a distressed security or may be required to accept cash or securities with a value less than the investment. In addition, it frequently may be difficult to obtain information as to the true condition of such issuers. Such trades also may be adversely affected by laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. The market price of such securities is subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such instruments may be greater than normally expected. At certain times the markets for these securities can become illiquid, and certain of these investments by their nature are illiquid and do not publicly trade. Moreover, illiquidity may result from the absence of an established market for certain investments as well as legal or contractual restrictions on their resale by the Fund. In trading distressed securities, litigation is sometimes required, which can be time-consuming and expensive, and can frequently lead to unpredictable delays or losses.

In other credit opportunities trades, such as liquidations, spin-offs and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (for example, for 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 of the security in respect of which such distribution was made. In any reorganization or liquidation proceeding relating to a company in which a Fund invests, such Fund may lose its entire investment, may be required to accept cash or securities with a value less than the Fund's original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Fund's investments may not compensate the Shareholders adequately for the risks assumed.

### Investment Risk Factors

In general, investors should be able to withstand short-term fluctuations in the equity and fixed income markets in return for potentially higher returns over the long term. The value of the Funds' portfolios change every day and may be affected by changes in interest rates, general market conditions and other political, social and economic developments, as well as specific matters relating to the issuers and companies in whose securities the Funds invest. The value of each Fund's investments in foreign securities may fall due to adverse political, social and economic developments abroad and due to decreases in foreign currency values relative to the US dollar. These risks are greater for investments in emerging market issuers than for issuers in more developed countries. The use of derivative instruments, shorting and leverage strategies may accelerate the velocity of potential losses.

In addition, the Funds may be subject to the following Investment Risks:

**Non-US Investments**—The Funds may invest in the securities of issuers located throughout the world. Many securities markets are not as developed or efficient as others. Securities of some issuers are less liquid and more volatile than securities of comparable issuers in other countries. Similarly, volume and liquidity in securities markets vary and, at times, volatility of price can be greater in some countries than in others. In addition, there may be less publicly available information about issuers in some markets as opposed to issuers in other markets, and some issuers generally are not subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to other issuers.

**Hedging Transactions**—The Funds may utilize a variety of financial instruments, such as futures, forward contracts, swaps, options, and short positions, generally for both investment purposes and risk management purposes. While each Fund may enter into hedging transactions to assist in managing risk, such transactions may not be fully effective in mitigating the risks in all market environments or against all types of risk (including unidentified or unanticipated risks), thereby incurring losses to such Fund. In addition, such hedging transactions may result in a poorer overall performance for such Fund than if it had not engaged in any such hedging transactions. Moreover, each Fund may determine not to hedge against, or may not anticipate, certain risks and the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

**Derivatives Risk**—The Funds use of derivatives involve risks different from, and possibly greater than, the risks associated with investing directly in securities and other instruments. Derivatives require investment techniques and risk analyses different from those of other investments. If Sandell incorrectly forecasts the value of securities, currencies, interest rates, or

other economic factors in using derivatives, the Funds might have been in a better position if they had not entered into the derivatives contracts. While some strategies involving derivatives can protect against the risk of loss, the use of derivatives can also reduce the opportunity for gain or even result in losses by offsetting favorable price movements in other Fund investments. Derivatives also involve the risk of mispricing or improper valuation, the risk that changes in the value of a derivative may not correlate perfectly with the underlying asset, rate, index, or overall securities markets, and counterparty and credit risk (the risk that the other party to a swap agreement or other derivative will not fulfill its contractual obligations, whether because of bankruptcy or other default). Gains or losses involving some options, futures, and other derivatives may be substantial and some derivatives tend to be more volatile than other investments, resulting in larger gains or losses in response to market changes.

**Short Selling**—The Funds' investment programs may include short selling for certain purposes. Short Selling can, in certain circumstances, substantially increase the impact of adverse price movements on a Fund's portfolio. A short sale of equity securities involves the theoretical risk of an unlimited increase in the market price of securities sold short. A short sale of a debt instrument such as a bond involves the theoretical risk of an increase in the market price plus accrued interest. Moreover, short selling is limited to securities that can be borrowed, and it may be necessary to cover short positions at an undesirable time and at undesirable prices because securities that were shorted can no longer be borrowed. In such cases, the Fund can be 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.

**Counterparty Risk**—Some of the markets in which the Funds may effect their transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets. This exposes the Funds to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Funds to suffer a loss. In addition, in the case of a default, the Funds could become subject to adverse market movements while replacement transactions are executed. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single counterparty or small group of counterparties. Furthermore, there is a risk that any of the Funds' counterparties could become insolvent and/or the subject of insolvency proceedings.

**Currency and Exchange Rate Risk**—The Funds may invest in securities denominated or quoted in currencies other than the U.S. Dollar, and changes in currency exchange rates may affect the value of the Funds' portfolios and the unrealized appreciation or depreciation of investments. The Funds may seek to protect the value of some or all of their portfolio holdings against currency risks by engaging in hedging transactions, if available, cost-effective and practicable. The Funds may enter into forward contracts and futures contracts on currencies, as well as purchase put and call options on currencies. There is no certainty that instruments suitable for hedging currency shifts will be available at the time when the Funds wish to use them or that, even if available, the Funds will elect to utilize a hedging strategy.

**Leverage and Borrowing Risks**— Each Fund may borrow funds from brokers, banks and other lenders to finance its trading operations, which borrowings may be secured by assets of such Fund. The use of such leverage can, in certain circumstances, maximize the losses to which a Fund's investment portfolio may be subject. Any event that adversely affects the value of an investment would be magnified to the extent that leverage is utilized. The cumulative effect of the use of leverage by a Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to such Fund, which would be greater than if such Fund was not leveraged. Leverage may be achieved through, among other methods, direct borrowing, purchases of securities on margin and the use of options, futures, forward contracts, repurchase and reverse repurchase agreements and swaps.

**High Yield Securities**—The Funds can invest in high yield securities and unrated securities of similar credit quality (commonly known as “junk bonds”) which may be subject to greater levels of credit and liquidity risk than funds that do not invest in such securities. These securities are considered predominately speculative with respect to the issuer’s continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce a Fund’s ability to sell these securities (liquidity risk). If the issuer of a security is in default with respect to interest or principal payments, the Funds may lose their entire investment in these securities.

## **Item 9: Disciplinary Information**

In October 2007, Sandell and certain of its employees settled an enforcement matter with the SEC with respect to certain trades of a fund managed by Sandell (“Master Fund”) in shares of Hibernia Corporation in August and September of 2005. Sandell conducted its own independent investigation into these trades at the time and concluded that certain trades were improperly executed. In response, Sandell instituted what it believed to be appropriate measures to clarify its trade execution procedures. In response to a later inquiry from the SEC, Sandell voluntarily reported its findings of its internal investigation and provided other information and documents to the SEC. Without admitting or denying the allegations contained in the SEC order, (i) Sandell agreed to accept relief based on SEC charges under Section 10(a) of the Securities Exchange Act of 1934, as amended (“Exchange Act”) and Section 17(a)(2) of the Securities Act and paid a civil fine of \$650,000, (ii) Thomas Sandell agreed to accept relief based on SEC charges of aiding and abetting under Section 10(a) and Rule 10a-1 of the Exchange Act (collectively, the “Short Sale Rule”) and charges under Sections 203(e)(6) and 203(f) of the Advisers Act and paid a civil fine of \$100,000, and (iii) Richard Ecklord and a former employee agreed to accept relief based on SEC charges of aiding and abetting under the Short Sale Rule and paid smaller civil fines. Sandell was also ordered to disgorge approximately \$7.5 million, which was intended to approximate losses avoided by the Master Fund plus interest. Sandell agreed to pay this disgorgement on behalf of the Master Fund so that the Master Fund would not incur any cost or expense as a result of the settlement.

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

Sandell Asset Management Corp. has four Financial Industry Affiliations, Sandell Asset Management Europe Limited ("SAME"), which is licensed with the Financial Conduct Authority in the United Kingdom, Sandell Advisors, LLC, Sandell Investment Services, LLC, which is registered as an investment adviser with the Securities and Exchange Commission and Sandell Re, Ltd., which is licensed with the Bermuda Monetary Authority. SAME has entered into a sub-advisory agreement with Sandell Asset Management Corp. whereby it provides investment advisory services to Sandell Asset Management Corp. with respect to the Funds. Sandell Asset Management Corp. has entered into an advisory agreement with Sandell Re, Ltd. whereby Sandell Asset Management Corp. provides investment advisory services to Sandell Re, Ltd. with respect to the Funds. Sandell Advisors, LLC and Sandell Investment Services, LLC act as general partners and/or investment managers for certain Funds.

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

As a fiduciary, Sandell owes a duty to all of its investors to act in an ethical manner and to place the interests of clients first. Accordingly, Sandell maintains a written Code of Ethics setting forth certain policies designed to address potential conflicts. The Code contains policies and procedures relating to insider trading, gifts and entertainment, service on a board of directors and personal securities trading.

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

Sandell maintains a Gifts and Entertainment policy ("G&E Policy") that is designed to limit and eliminate actual or potential conflicts of interest between the personal interests of Sandell personnel and their responsibilities to the Funds. The G&E Policy limits the aggregate fair market value of gifts or entertainment that may be given or received by Sandell personnel.

Sandell has adopted a Personal Trading Policy ("Personal Trading Policy") to address personal securities trading by Sandell personnel and members of their family or household, with strict adherence to legal and regulatory principles, industry practices and ethical standards. Prior to engaging in a trade, personnel must first notify the Chief Compliance Officer, Chief Financial

Officer or other designated person, and obtain approval. The Personal Trading Policy limits the number of trades personnel may transact, and establishes holding limits for certain securities.

Sandell maintains an Outside Business Activities policy that is designed to minimize potential conflicts of interest, and other compliance issues. Sandell generally restricts non-Sandell employment and personnel service on the board of directors of another company. Outside employment, and service as an officer or director of any other entity requires the advance written approval of the Chief Compliance Office, which can be denied for any reason.

A copy of the Sandell Code of Ethics will be provided to any investor or prospective investor upon request.

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of Sandell, its affiliates and personnel (each an "Advisory Affiliate" and collectively, the "Advisory Affiliates"). Sandell has established policies and procedures to monitor and resolve conflicts and will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under prevailing facts and circumstances. Potential conflicts also may arise due to the fact that Advisory Affiliates may have investments in some Funds, but not in others or may have different levels of investments in the various Funds, and because the Funds may pay different levels of fees to Sandell.

Sandell will devote as much of its time to the activities of the Funds as it deems necessary and appropriate. Sandell is 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 may involve substantial time and resources of Sandell. These activities and the provision of discretionary investment management services to the Funds could be viewed as creating a conflict of interest in that the time and effort of the members and partners of Sandell and the Advisory Affiliates will not be devoted exclusively to the business of one Fund, but will be allocated between the businesses of all of the Funds.

From time to time, Sandell may purchase or sell securities on its own behalf or on behalf of one or more Funds that may differ from those purchased or sold for other Funds, even though their investment objectives may be the same or similar. A Fund, for example, may make an investment at the same time that one or more other Funds is disposing of the same or a similar investment. Likewise, a Fund may make an investment in a position which is already held by one or more of the other Funds or a position that is subordinated or senior to or otherwise adverse to a position held by one or more of the other Funds (e.g., a Fund may own debt of a portfolio company while another Fund owns equity in the same portfolio company). It is possible that the activities or strategies used for one or more Funds could conflict with the activities and strategies employed in managing the assets of other Funds and affect the prices and availability of the securities and instruments in which such Funds invest (e.g., in a situation where a Fund invests in debt securities of a company in which another Fund holds or is contemporaneously acquiring equity securities, questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be

refinanced). Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside bankruptcy, and the terms of any work-out restructuring, raise conflicts of interest. A situation may arise where certain assets held by one or more Funds may be transferred to another Fund, including for the purpose of rebalancing the portfolios of such Funds. For example, certain "cross" trades may occur between Funds as may be necessary to rebalance cash or various portfolio positions. In a cross trade, Sandell may have a potentially conflicting division of loyalties and responsibilities to both sides of the cross trade. Sandell will only execute cross trades to the extent consistent with best execution and so long as no client is disfavored by the cross trade. Moreover, any such transactions will be conducted in accordance with, and subject to, such Fund's terms and conditions, Sandell's fiduciary obligations to both of the Funds and the Advisers Act. In addition, except for cross trades to correct misallocations of trades among client accounts and for cross trades that are exempt from the prohibited transaction rules under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the Internal Revenue Code of 1986, as amended (the "Code"), as provided by the Pension Protection Act of 2006, Sandell will not effect any cross trades on behalf of any client account that constitutes "plan assets" under ERISA or the Internal Revenue Code.

In the event that Sandell effects a cross trade between an account in which Sandell or its controlling persons own more than twenty five percent (25%) and another client account, such transaction may be deemed to be a principal transaction under the Advisers Act. Such transactions may create a conflict of interest because Sandell may put its or its control persons' interests in such accounts before the interests of its clients in the other account. In order to mitigate this conflict of interest, Sandell monitors the interests of its principals, their immediate family members and their affiliates in client accounts, and Sandell will not effect any cross trades between accounts if Sandell believes that such trade would result in a principal transaction unless:

- 1) Sandell believes that such transaction is in the best interest of the clients participating in the transaction; and
- 2) Sandell obtains the consent of the applicable clients as required by the Advisers Act.

Sandell recognizes that conflicts may arise under such circumstances and will endeavor to treat all Funds fairly and equitably.

Advisory Affiliates may, subject to the Code of Ethics, invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or may fall within the investment guidelines of the Funds. The Code of Ethics requires employees to provide, on a monthly basis, copies of statements for any trading account for which they have discretionary trading authority. The Code of Ethics also provides that employees and certain close relatives of employees may not trade, gift or otherwise transfer securities of any company for any account in which such person(s) have any beneficial ownership without the prior consent of Sandell.

## **Item 12: Brokerage Practices**

As noted previously, Sandell has full discretionary authority to manage the Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. As more fully described below, Sandell's authority is subject to its fiduciary duty to obtain best execution, and is limited by its internal policies and procedures as well as each Fund's investment guidelines and other restrictions set out in the offering materials or investment management agreement of such Fund.

In selecting an appropriate broker-dealer to effect a client trade, Sandell seeks to obtain best execution, taking into consideration such factors as generation of investment opportunities, price, the ability of the brokers and dealers to effect the transactions, the capital position of the broker dealers, the ability to consummate trades in an orderly and satisfactory manner, consistent quality of service, the brokers' and dealers' facilities, broad market coverage, reliability and financial responsibility and the provision of or payment for (or the rebate to the Funds for payment of) the cost of brokerage and research products or services that it believes are of benefit to the Funds and Sandell.

Sandell does not have an obligation to seek the lowest available commission cost. Accordingly, if Sandell determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research products or services provided by such broker, Sandell may pay commissions to such broker in an amount greater than the amount another broker might charge. When Sandell uses client brokerage commissions to obtain research or other products, it receives a benefit by not paying directly for such research or services, Sandell may use such research or services generated from one Fund to benefit other Funds.

On a quarterly basis, Sandell's trading review committee evaluates the execution performance of the broker-dealers it uses to execute client transactions. The trading review committee also evaluates, and seeks to resolve, any conflicts of interest that Sandell may have in selecting brokers to execute client transactions.

Generally, the use of commission or "soft" dollars to pay for research products or services falls within the safe harbor for soft dollars created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Where a product or service obtained with commission dollars provides both research and non-research assistance to the Funds, Sandell will make a reasonable allocation of the cost that may be paid for with commission dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of Sandell's allocation of the costs of such benefits and services between those that primarily benefit Sandell and those that primarily benefit the Funds. As a result, Sandell may have an incentive to select brokers based on research or other products rather than on a Fund's interest in receiving most favorable execution. Examples of products and research include market data provided via Bloomberg as well as company specific research reports.

Research products and services provided to Sandell may include research reports on particular industries and companies, economic surveys and analyses, market reports, recommendations as to specific securities, market data and other products and services (e.g., quotation services and computer-related costs and expenses, including investment- and trading-related computer software) providing lawful and appropriate assistance to Sandell in the performance of its investment decision-making responsibilities.

From time to time, the Funds may execute over-the-counter trades on an agency basis rather than on a principal basis. In these situations, the broker used by a Fund 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. Sandell believes that the use of a broker in such instances is consistent with its duty of obtaining best execution for the Funds. 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.

Brokers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker 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 research products or services. Investment information received from a Fund's brokers may be used by Sandell in servicing all of its accounts, and not all such information need be used by Sandell in connection with such Fund. Nonetheless, Sandell believes that such investment information provides each Fund with benefits by supplementing the research otherwise available to the Fund.

Representatives of Sandell from time to time speak at conferences and programs for investors interested in investing in hedge funds which are sponsored by prime brokers. These conferences and programs may be a means by which Sandell can be introduced to prospective investors in the Funds. Generally, the prime brokers are not compensated by Sandell, the Funds, their affiliates, or prospective investors for providing such "capital introduction" opportunities. However, the provision of these opportunities, as well as other introductions to prospective investors, as well as any other services, by a prime broker may influence Sandell in deciding whether to use the services of such prime broker, and the size of the portfolio custodied with such prime broker, in connection with the activities of the Funds.

If it is determined by Sandell that it would be appropriate for more than one Fund to participate in an investment opportunity, Sandell will generally seek to execute orders for all of the participating investment accounts pro rata based on available capital. This general rule however, may be subject to change in a manner deemed fair and equitable to all Funds involved, taking into account such factors as the perceived volatility of such opportunities, the relative amounts of capital available for new investments, the liquidity of the position relative to the needs of the particular account, the transaction costs involved, other investment guidelines and limitations established by the Fund, the judgment and discretion of Sandell, and applicable tax and regulatory considerations. Such considerations may result in allocations among Funds on other than a pari passu basis. Orders may be combined for all such accounts, and if any order is not

filled at the same price, they may be allocated on an average price basis. Similarly, if an order on behalf of more than one account cannot be fully executed under prevailing market conditions, securities may be allocated among the different accounts on a basis that Sandell considers equitable.

Pursuant to indemnification and exculpation applicable to Sandell, the Funds (and not Sandell or its affiliates) will be responsible for any losses resulting from trading errors and similar human errors, absent bad faith, gross negligence, willful misconduct or fraud.

### **Item 13: Review of Accounts**

The portfolio managers perform various informal reviews of the Funds' portfolios, typically on a daily, weekly, monthly and quarterly basis. Each Fund may also be reviewed on a periodic basis by the Chief Compliance Officer and Chief Financial Officer, with the assistance of portfolio managers, if necessary, to determine whether the account is being managed in a manner that is consistent with such Fund's investment objectives, guidelines and/or restrictions. Furthermore, Fund accounts are reconciled daily (i) internally by the operations group and (ii) externally by an independent administrator. The operations group performs a reconciliation at the beginning of the day for the prior day's trading against Sandell's accounting system and then against prime broker data. The controller or operations manager reviews all of the reconciliations performed by the operations group for reasonableness and notes any exceptions or errors.

Investors in Sandell's private pooled investment vehicles generally receive (i) performance information on a weekly (estimated) and monthly (final) basis, (ii) quarterly reports from Sandell and (iii) an annual year-end audit from the applicable pool's independent accounting firm within 120 days of the applicable pool's fiscal year-end. Investors in public vehicles managed by Sandell will receive daily pricing and quarterly reports from management in accordance with applicable regulations. In the case of a managed account, the operator of the account is responsible for providing investors with such information. Investors may receive more frequent information and/or meet with Sandell representatives upon request.

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

Strict legal limitations apply to payment by a registered investment adviser, such as Sandell, of referral or finder's fees for assistance in obtaining new investment advisory clients.

Sandell may utilize third-party placement agents which receive compensation for referring investors to the Funds. Sandell may pay third-party placement agents 15% - 25% of annual management and performance fees received by Sandell with respect to shares purchased by investors.

Sandell has non-exclusive agreements in place with the following third-party placement agents:

- Saxony Securities, Inc.
- Vivien De Gunzburg
- Alternative Capital Enterprises, Ltd.

#### **Item 15: Custody**

As a general matter, the funds and securities of the Funds are maintained with custodians that are independent of Sandell. However, under the Federal securities laws, Sandell is deemed to have custody of client assets if it can deduct fees or other expenses directly from a client's account, as well as any other arrangement under which Sandell is authorized or permitted to withdraw client funds or securities maintained with a custodian upon its instruction to the custodian.

An investment adviser to a "pooled investment vehicle" (e.g., a limited partnership, limited liability company or another type of pooled investment vehicle) such as Sandell that utilizes the pooled vehicle annual audit exception with respect to such pooled investment vehicle is exempt from certain of the requirements under the rule related to notice and legends, account statements and surprise examinations. Sandell may rely on the pooled vehicle annual audit exception with respect to the funds of pooled investment vehicles that are subject to annual audit and audited financial statements are delivered to investors within the timeframes required under 206(4)-2 (the "Custody Rule"). Sandell does not have custody of public vehicle assets.

Sandell adheres to the applicable requirements of the Custody Rule with respect to each Fund for which it or an affiliate is deemed to have custody. All Fund securities are held with at least one qualified custodian. In addition, Sandell arranges for the delivery to investors in each of the Funds for which it is deemed to have custody of an audited financial statement for their Fund, prepared in accordance with GAAP by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, on an annual basis, and within the required time frames. The assets of special purpose vehicles that are wholly-owned by a Fund are consolidated with the audit of such Fund.

Sandell may conduct background and credit checks on employees who will have access (or could acquire access) to client assets to determine whether it would be appropriate for those employees to have access to such assets. Sandell also limits employees who are permitted to interact with custodians with respect to client assets to the Operations Group and such other employees as are reasonably necessary to enable the firm to comply with its obligations under the Custody Rule.

#### **Item 16: Investment Discretion**

As noted previously, Sandell has full discretionary authority to manage the Funds, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Sandell's authority is limited by its own internal policies and procedures and each Fund's investment guidelines and other restrictions set out in the offering materials of such Fund.

Before assuming this authority, an investment management agreement or partnership agreement is entered into among Sandell and the Fund(s) (collectively, the "Investment Management Agreement"). Under the agreement, Sandell is granted discretionary authority to trade the applicable Fund's accounts.

#### **Item 17: Voting Client Securities**

Sandell has adopted a policy with respect to the exercise of securities holders' rights, including proxy voting, providing that Sandell will act in the best interest of the Funds in determining whether and how to exercise a Fund's rights as a securities holder, including whether and how to vote on any proxy voting matter. Sandell will classify all requests for securities holder voting authority and related proxy materials as routine (e.g., uncontested director elections, reappointment of independent audit firms and issues reflecting social or environmental concerns) or non-routine. In the case of any routine matter, Sandell generally will vote in accordance with the recommendations of the issuer's management unless, in the opinion of the appropriate portfolio manager, such votes are not in the best interest of the Funds. In the case of any non-routine matter, the appropriate senior portfolio manager will determine how to vote. In general, proxy votes for or against will be based on Sandell's belief as to the possible impact on the financial results to the Fund. In certain instances, Sandell may choose to abstain from or withhold on voting of certain proxies if such actions are deemed to be in the best interest of a Fund. Sandell may also elect to retain a third party service to assist it in coordinating and voting proxies with respect to a particular security, including but not limited to another holder of such security, where Sandell believes that doing so is in the best interest of the Funds holding such security. Investors may obtain a copy of Sandell's proxy voting policies upon request.

**Item 18: Financial Information**

Not Applicable

**Item 19: Requirements for State-Registered Advisers**

Not Applicable