



Aequitas Investment Management, LLC

Form ADV Part 2A – Disclosure Brochure

March 30, 2011

Aequitas Investment Management, LLC
5300 Meadows Road, Suite 400
Lake Oswego, Oregon 97035
503•419•3500
www.aequitascapital.com

This brochure provides information about the qualifications and business practices of Aequitas Investment Management, LLC. If you have any questions about the contents of this brochure, please contact us at 503•419•3500. 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.

You can find more information about us at the SEC's website www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure is a new document prepared according to the SEC's new Form ADV requirements. As such, this brochure is materially different in structure and includes certain new information that our previous Form ADV Part II did not require. In the future, this Item 2 will be used to provide clients with a summary of material changes that are made to the brochure since the last annual update.

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Item 4 – Advisory Business

General

Aequitas Investment Management, LLC (referred to "we," "us," or "AIM" in this brochure) was organized as an Oregon limited liability company in 2006. We are a wholly owned subsidiary of Aequitas Capital Management, Inc. ("ACM"). We have been registered with the SEC since 2007.¹

Through ACM and other entities, we are primarily owned by the executive officers of AIM and/or ACM. Robert J. Jesenik, the President of AIM and the Chief Executive Officer of ACM, is the only person who owns 25% or more of our voting securities.

As of the date of this brochure, we manage five private investment vehicles (referred to, collectively, as "our Funds" or the "Funds" in this brochure). We provide no other advisory services. See Item 8 below for information about: (a) the principal investment objective of, and the principal investments made by, each of our Funds; (b) the investment strategies we use in managing our Funds; and (c) the associated risks of those strategies and investments. We cannot guarantee that any of our Funds will achieve its investment objective.

Notes: Our discussion of the Funds in this brochure is required by the SEC. Nothing in this brochure is, or should be construed as, an offer or solicitation to invest in any of our Funds. All offers to invest are made by the private placement memorandum for that Fund.

This brochure describes each of our Funds and includes certain information applicable to investors in our Funds. All information about our Funds included in this brochure summarizes more detailed information provided to investors and prospective investors in the applicable Fund's governing documents (including that Fund's private placement memorandum and limited liability company agreement). If any aspect of this brochure is inconsistent with the governing documents of any of our Funds, the governing documents of that Fund will control.

Our Funds

As of the date of this brochure, we manage the following Funds:

- **Aequitas CarePayment® Fund, LLC ("CarePayment® Fund")**, a Delaware limited liability company – we are the manager of and investment adviser to CarePayment® Fund.
- **Aequitas CarePayment Founders Fund, LLC ("CarePayment Founders Fund")**, a Delaware limited liability company – we are the manager of and investment adviser to CarePayment Founders Fund. CarePayment Founders Fund is fully invested, and we do not expect it to make any new investments.

¹ Registration as an investment adviser does not imply a certain level of skill or training.

- **Aequitas Catalyst Fund, LLC** ("Catalyst Fund"), a Delaware limited liability company – we are the managing member of and investment adviser to Catalyst Fund.
- **Aequitas Hybrid Fund, LLC** ("Hybrid Fund"), a Delaware limited liability company – we are the managing member of and investment adviser to Hybrid Fund. Hybrid Fund is being wound up and is not making new investments.
- **Aequitas Insurance Fund I, LLC** ("Insurance Fund I"), a Delaware limited liability company – we are the manager of and investment adviser to Insurance Fund I. As of the date of this brochure, Insurance Fund I had no assets.

Assets Under Management

On December 31, 2010, AIM had approximately \$39.0 million in assets under management. We manage all these assets on a discretionary basis.

Item 5 – Fees and Compensation

The management fees and performance fees we receive from the Funds, and the other fees our affiliated companies receive in connection with the Funds' investment activities,² are summarized in the table below. We deduct our management and performance fees from the assets of the applicable Fund.

| Fund | Annual Management Fee (%)³ | Payable Quarterly/ Monthly | Payable In Advance or Arrears | Annual Performance-Based Fee (%) | Additional Fees |
|----------------------------------|--|-----------------------------------|--------------------------------------|---|--|
| CarePayment® Fund | 2.0% of the value of the Fund's assets | Quarterly | Arrears | None | Affiliated companies will receive fees for originating and servicing healthcare receivables the Fund owns ⁴ |
| CarePayment Founders Fund | 1.0% of the value of the Fund's assets | Quarterly | Arrears | None | None |
| Catalyst Fund | 2.0% of the investors' capital accounts (fee subject to reduction – see below) | Quarterly | Advance | 20% – see below | See below |
| Hybrid Fund | 0.5% of the investors' capital accounts | Quarterly | Advance | 20% – see below | See below |
| Insurance Fund I | Up to 1.0% of the value of the Fund's assets | Monthly | Arrears | None | Affiliated companies will receive fees for originating and servicing healthcare receivables the Fund expects to own ⁴ |

² These fees include: (a) transaction, advisory, break-up, director, origination and similar fees for the investment activities of Catalyst Fund and Hybrid Fund; and (b) fees for originating, administering, servicing and collecting healthcare receivables that CarePayment® Fund and Insurance Fund I hold.

³ In certain cases, we may reduce, waive or calculate management fees differently for certain investors in a Fund.

⁴ See also Item 10 below where we discuss our related-party transactions.

With respect to Catalyst Fund, when we or one of our affiliated companies is paid transaction, advisory, break-up, director, origination or similar fees with respect to the Fund's investment activities, we credit 50% of such fees against the management fees the Fund is required to pay us. However, our management fee for Catalyst Fund will not be reduced below 0.25% per quarter (or 1.0% per year).⁵

In addition, we may reduce or waive our management fee in our discretion. For example, effective January 1, 2009, we reduced Hybrid Fund's management fee from 2.0% per year to 0.5% per year. We also waived a portion of our CarePayment® Fund management fee for 2010.

If we were to terminate our management of one of our Funds that pays us management fees in advance, we would refund to that Fund a pro rata portion of any prepaid management fees, based on the number of days between the termination and the end of the prepaid quarter.

Performance-Based Fees

In addition to the management fees Catalyst Fund and Hybrid Fund pay us, each of those Funds pays an annual performance-based fee of 20% of that Fund's net capital gains and capital appreciation. We have deferred the payment of Hybrid Fund's performance-based fee until after Hybrid Fund's assets are liquidated. In certain cases, we may reduce, waive or calculate the performance-based fees differently for certain investors in a Fund. Each Fund pays its performance-based fee to the Fund's special member, one of our affiliated companies. See Item 6 below for additional information about our affiliated companies' receipt of performance-based fees.

Transaction-Based Fees We or Our Affiliates Receive

As described earlier in this Item 5, our affiliated companies receive transaction-based fees in connection with the investment activities of Catalyst Fund and Hybrid Fund. These fees may include transaction, advisory, break-up, director, origination and similar fees.

In addition, our affiliated companies receive fees for originating, administering, servicing and collecting the CarePayment® program receivables that CarePayment® Fund and Insurance Fund I hold. These fees are calculated as a percentage of the CarePayment® program receivables the Fund holds.

Our affiliated companies' receipt of transaction-based compensation may present a potential conflict of interest, because it may give us an incentive to cause our Funds to engage in transactions for which our affiliated companies receive transaction-based compensation, rather than making investment decisions based only on the Fund's needs. Our affiliated companies' right to receive transaction-based compensation is disclosed in the applicable Fund's private placement memorandum. With respect to Catalyst Fund, we also credit a portion of such fees against our management fees, as described above.

⁵ Effective January 1, 2009, we reduced the management fee that Hybrid Fund pays us from 2.0% to 0.5% per year. Therefore, we no longer credit any portion of any transaction, advisory, break-up, director, origination or similar fees our affiliates receive in connection with Hybrid Fund's transactions to further reduce our Hybrid Fund management fee.

All our Funds' transactions are approved by one of our investment committees and, in some cases, also by the independent Conflicts Review Committee, as discussed in Item 10 below. For example, the Conflicts Review Committee must preapprove any proposed purchase or sale of assets between any of our Funds or other affiliated companies. Although the transaction-based compensation our affiliated companies receive may not be as favorable as could be obtained in arms' length negotiations with unrelated third parties, we believe the fees are commercially reasonable.

We and our affiliated companies do not receive any transaction-based compensation for the sale of investment products, including asset-based sales charges from the sale of interests in our Funds.

Some of our supervised persons receive transaction-based compensation for the sale of our Fund's securities to investors. They do not receive other transaction-based compensation, such as asset-based sales charges or service fees for the sale of mutual funds or other investments. Our supervised persons' receipt of transaction-based compensation could present a conflict of interest, because such compensation may give our supervised persons an incentive to recommend our Funds based on the compensation they will receive, rather than on a prospective investor's needs. However, our supervised persons sell only AIM and ACM products, and they represent only AIM and/or ACM in their sales efforts. They do not sell any other products, and they do not hold themselves out as advisers to prospective investors in our Funds. Accordingly, our supervised persons advise prospective Fund investors to discuss any proposed investment with their own advisers to ensure that the investment is suitable and is an appropriate addition to their other investments. See Item 14 below for information about finders' fees paid to unaffiliated third parties.

Note: *The governing documents of each Fund provide additional information about the management fee and any performance fee that Fund pays us and the other fees that our affiliated companies may receive in connection with that Fund's investment activities.*

Fees and Expenses Payable to Third Parties

Our Funds pay expenses to unaffiliated third parties in addition to the fees we and our affiliated companies receive, which are discussed above. For example, our Funds pay fees and expenses to third parties, such as brokerage commissions, transaction fees, custodial fees, wire transfer fees, servicing fees, lender fees, and fees and expenses charged to brokerage and custodial accounts. See Item 12 below for additional information about our brokerage practices. The Funds may also pay third parties other fees and expenses incurred in connection with certain portfolio transactions, such as for legal and accounting services.

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

General

Catalyst Fund and Hybrid Fund pay our affiliated companies performance-based fees in addition to the asset-based management fees the Funds pay us. A performance-based fee is an

advisory fee based on a percent of capital gains on or capital appreciation of the Fund's assets. Although performance-based fees may vary significantly among investors in a Fund, no Fund investors are charged more than an annual 20% performance-based fee. We have deferred the payment of Hybrid Fund's performance-based fee until after the Fund's assets are liquidated.

None of our other Funds pay performance-based fees.

Potential Conflicts of Interest

The receipt of performance-based fees from two of our Funds could create potential conflicts of interest. Potentially, we can receive higher fees from Funds with a performance-based compensation structure than from Funds that pay only an asset-based fee. Theoretically, we could have an incentive to direct the best investment ideas to the Funds that pay a performance-based fee or to allocate or sequence trades in favor of those Funds.

See Item 8 below for information about the principal investment objective of, and principal investments made by, each of our Funds. For the reasons discussed below, we do not believe our right to receive performance-based fees from Catalyst Fund and Hybrid Fund creates an actual conflict of interest:

- The investment objectives of Catalyst Fund and Hybrid Fund partially overlap. Therefore, they potentially could make similar investments. However, Hybrid Fund is being wound up and is not making new investments. Therefore, Hybrid Fund is not competing for investments with Catalyst Fund.
- Catalyst Fund has different investment objectives and makes different types of investments than our Funds that do not pay performance-based fees. Therefore, such other Funds are not competing with Catalyst Fund for the same investments.
- All our Funds' transactions are approved by one of our investment committees and, in some cases, also by the independent Conflicts Review Committee, as discussed in Item 10 below. We also perform periodic reviews of each Fund's portfolio for consistency with that Fund's objectives.

Item 7 – Types of Clients

Types of Clients and Fund Investors

Our only clients are our Funds, as discussed in Item 4 above. Investors in our Funds include:

- Qualified individuals, including their trusts, estates, individual retirement accounts (IRAs) and self-directed 401(k) accounts
- Corporations and other businesses

Fund Investor Limitations

We limit the number and types of investors permitted to invest in our Funds. Our Funds offer their securities only in private placement transactions. Our Funds qualify for exemptions under the Investment Company Act of 1940, and the securities our Funds issue qualify for exemptions under the Securities Act of 1933 and the Securities Exchange Act of 1934.

Only insurance companies and their investment funds will be permitted to become members of Insurance Fund I. Insurance companies may invest in Insurance Fund I on behalf of certain of their segregated separate accounts that fund certain variable life insurance and variable annuity contracts that the insurance company issues to policy owners. While insurance companies, and not policy owners, will become members of the Fund, we expect that policy owners will be able to allocate a portion of the investments held in their separate accounts to Insurance Fund I as one of the investment options of their insurance policies.

Minimum Investment Requirements

We generally do not impose a minimum asset size on our Funds before they commence business. However, we require a minimum investment by investors in our Funds, as specified in each Fund's governing documents. We reserve the right, in our discretion, to reduce the minimum investment requirement for any investor.

Restrictions on Investment Withdrawals from Our Funds

We impose substantial restrictions on investor withdrawals from our Funds, as described in the applicable Fund's governing documents. We reserve the right to waive the withdrawal restrictions in our discretion. If we grant a waiver, we may require the withdrawing investor to pay any transaction and other costs that are incurred as a result of the early withdrawal. If an investor wishes to withdraw, we must receive notice of the withdrawal in writing at least 90 days before the desired withdrawal date. We may waive the notice requirements in our sole discretion.

Because Hybrid Fund is winding up, we have suspended all withdrawal rights in that Fund. Withdrawals from Hybrid Fund are allowed only in our discretion.

Note: The governing documents of each of our Funds include additional information about the Fund's withdrawal requirements.

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

Principal Investment Objective and Principal Investments of Each of Our Funds

We manage each of our Funds in accordance with the investment objectives and guidelines for the applicable Fund. Each Fund's objectives and guidelines are specified in its governing documents. There can be no guarantee that any of our Funds will achieve their investment objectives.

Each of our Funds' principal investment objective and principal types of investments are described below:

- **CarePayment® Fund's** principal investment objective is to provide investors with a targeted annual return on their investments. The Fund primarily, directly or indirectly, purchases, or participates in financing the purchase of, portfolios of patient-pay healthcare receivables generated by hospitals that participate in the CarePayment® program. The Fund will not invest in any healthcare receivables other than CarePayment® program receivables owned or generated by CarePayment, LLC, which is one of our affiliated companies.⁶
- **CarePayment Founders Fund's** principal investment objective is to realize gains on its investments in equity securities issued by CarePayment Technologies, Inc. ("CarePayment Technologies"), one of our affiliated companies. CarePayment Technologies originates and services CarePayment® program receivables that CarePayment, LLC (another of our affiliated companies) directly or indirectly acquires. In the future, CarePayment Technologies also may service receivables owned by independent third parties. CarePayment Founders Fund is fully invested, and we do not expect it to make any new investments.
- **Catalyst Fund's** principal investment objective is to generate capital-appreciation through equity and special situation investments in middle-market companies. The Fund primarily invests in undervalued businesses that we believe have high-return potential. The Fund holds equity positions in both public and private businesses. It invests only in North American companies. The Fund focuses primarily on equity investments in companies with annual revenues under \$200 million.
- **Hybrid Fund's** principal investment objective is to generate both current payments (in the form of annual distributions) and capital appreciation through mezzanine and private equity investments in middle-market companies with annual revenues under \$200 million. Hybrid Fund is being wound up and is not making new investments.
- **Insurance Fund I's** principal investment objective is to provide members with a targeted annual return on their investments. The Fund intends to, directly or indirectly, purchase portfolios of patient-pay healthcare receivables generated by hospitals that participate in the CarePayment® program.

Note: Additional information about the principal investment objectives and investments of each of our Funds is included in the governing documents of the applicable Fund.

⁶ Mr. Jesenik, AIM's President and the Chief Executive officer of ACM, is also the President of CarePayment, LLC.

Our Principal Methods of Analysis and Investment Strategies

On a collective basis, most of our Funds' existing investments are in equity and debt instruments. However, certain of our existing Funds invest primarily in patient-pay healthcare receivables (specifically CarePayment® program receivables). Our investment strategies for these types of investments are described below.

CarePayment® Program Receivables (Patient-Pay Healthcare Receivables)

All of our Funds' healthcare receivables are originated and serviced by CarePayment, LLC. CarePayment LLC contracts directly with CarePayment Technologies to provide the majority of the origination and servicing activities. Both of those companies are our affiliates. Our Funds acquire all their healthcare receivables, directly or indirectly, from hospitals who are clients of CarePayment, LLC. Under the terms of the CarePayment® program, certain hospitals' patient-pay receivables are purchased at a discount to the receivables' principal balance. If a patient fails to pay the receivable in full, the hospital is required to repurchase the unpaid principal of that patient's receivable.

In evaluating which hospitals to retain as clients, CarePayment, LLC undertakes a comprehensive analysis. In addition to assessing general economic and industry trends, CarePayment, LLC thoroughly evaluates the operational and credit risk of each potential hospital client. Its analysis of the hospital includes the following:

- Analysis of the hospital's audited annual financial statements and unaudited interim financial statements
- Demographic research of the hospital's location
- Analysis of the hospital's size
- Analysis of the hospital's ability to repurchase delinquent receivables
- Bond rating (if applicable)

CarePayment, LLC requires that each hospital fall within certain financial parameters.

CarePayment, LLC also collects information through a detailed due diligence process including site visits. For industry and valuation information, CarePayment, LLC uses traditional sources, including hospital industry data and other generally available information, and also gathers information from its established network of direct industry contacts in the relevant market.

CarePayment, LLC also has propriety in-house business analysis models that use external source data when appropriate. While these models are an important tool in the investment decision process, they are not, in and of themselves, decision models. CarePayment, LLC also uses business credit reporting agencies, personal credit reporting services, rating agencies, background checks, lien searches, etc., as appropriate, to aid in its investment decisions.

In addition to evaluating general economic and industry trends and the specifics of each hospital, CarePayment, LLC evaluates the creditworthiness of each patient whose receivable will be acquired.

CarePayment, LLC makes the initial decision that patient-pay healthcare receivables may be acquired from a particular hospital. However, before our Funds acquire any receivables from a hospital, our Investment Committee will review the information that CarePayment, LLC has evaluated about that hospital, and the Committee will decide whether to approve that hospital. Our Funds hold CarePayment® program receivables only from hospitals the Investment Committee has approved. CarePayment® program receivables from approved hospitals are allocated each month among our Funds that hold such receivables and other affiliated companies that hold such receivables. The allocation is based on each entity's cash position, the available pool of receivables, and other criteria. We monitor the allocation process to verify that each of our Funds' receives its appropriate portion of CarePayment® program receivables from approved hospitals.

Investments Other Than CarePayment® Program Receivables

Three of our existing Funds do not invest in CarePayment® program receivables. Catalyst Fund generally acquires equity interests in public and private companies. Hybrid Fund primarily holds mezzanine debt and minority interests in private companies. Hybrid Fund is being wound up and is not making new investments. CarePayment Founders Fund is fully invested in securities issued by CarePayment Technologies, one of our affiliated companies, and we do not expect CarePayment Founders Fund to make any new investments.

In deciding when to buy and sell investments other than CarePayment® program receivables, we use the following methods of analysis and investment strategies:

- *Quantitative Analysis* – We use mathematical models in an attempt to obtain more accurate measurements of the value of a company and predict changes to its value. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.
- *Qualitative Analysis* – We subjectively evaluate non-quantifiable factors about a company, such as the quality of its management, its business plan and strategy, and other factors not readily subject to measurement. In evaluating these subjective factors, we assess information we collect through a due diligence process, including, among other things, company and industry financial information, background checks on management and site visits. We evaluate the information we obtain to determine a value for the company and predict changes to the company's value. Risks in using qualitative analysis are that the information on which we base our judgment may be inaccurate, or our subjective judgment itself may prove incorrect.

Additional Risks Associated with Our Methods of Analysis and Investment Strategies

General Investment Risks

All investments include a risk of losing the amount invested (the principal) and any profits that have not been realized. Investors in the Funds should be prepared to bear that risk. Stock markets and fixed-income markets can fluctuate substantially over time. In addition, as recent global and domestic economic events have shown, the performance of any investment is not guaranteed.

Our judgment about the attractiveness, value and potential appreciation of a particular investment may be incorrect, and there is no guarantee that the Funds' investments will perform as anticipated. The value of a particular investment may be more volatile than the market as a whole or our approach may fail to produce the intended results. Our estimate of the value of an investment may be wrong or, even if our estimate is correct, the price and value may not converge for a long time. As a result, there is a risk of loss in the value of the Funds' assets. We cannot guarantee any level of performance or that investors will not experience a loss.

The Funds' limited liability company agreements and investment advisory agreements contain broad indemnification and limitation-of-liability provisions in our favor. These provisions limit the rights of Fund investors to maintain an action against us to recover losses a Fund incurs as a result of our actions or failure to act.

Risks Associated with Our Primary Fund Investments

General Risks Associated with Equity Securities. We invest a significant portion of our Funds' assets in equity securities, primarily in middle-market and healthcare companies. Equity securities face risks, such as:

- *Small- and Mid-Cap Company Risks* – Investments in small- and mid-cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in smaller volumes than securities of larger companies. In addition, small- and mid-cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger companies. The future growth of these companies may be dependent on additional financing, which may not be available on acceptable terms when required, as discussed below in this Item 8.
- *Control Risks Related to Portfolio Companies* – The Funds sometimes take controlling positions in portfolio companies. The exercise of control over a company imposes additional risks of liability. Such potential liabilities could cause the Fund to suffer losses. Some of our Funds have designated directors to serve on the boards of directors of certain portfolio companies. The designation of directors could expose such Fund to claims by the portfolio company, its

shareholders or its creditors. On the other hand, a Fund sometimes will not have control of a portfolio company and may not be able to control the timing or occurrence of an exit strategy for that portfolio company. When a Fund invests in a minority position in a portfolio company, the Fund must rely significantly on the existing management and board of directors of such company.

General Risks Associated with Fixed-Income Securities. We invest certain of our Funds' assets in fixed-income securities (for example, healthcare receivables and debt instruments privately issued by middle-market companies). Fixed-income securities face risks, such as:

- *Interest Rate Risks* – Fixed-income securities generally increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed-income securities generally declines. On the other hand, if rates fall, the value of the fixed-income securities generally increases. In addition, if a Fund receives a fixed rate of interest on a loan it has made, but has borrowed funds at a floating rate of interest, increases in interest rates may negatively impact the profitability of that Fund.
- *Credit Risk* – Debtors may not make interest and/or principal payments on their receivables or notes, or their payments may not be made when due. In addition, the credit quality of securities may be lowered if a debtor's financial condition changes. Lower credit quality may lead to greater volatility in the value of a receivable or note, and that may affect liquidity and our ability to collect on or sell the receivable or note.

Additional Risks Associated with the Healthcare Industry and Patient-Pay Healthcare Receivables. A significant portion of our Funds' assets relate to healthcare, including equity securities issued by CarePayment Technologies, CarePayment® program receivables, and loans to acquire such receivables. The healthcare industry and the patient-pay receivables business face risks, such as:

- *Uncertainties in the Healthcare Industry* – National healthcare reform legislation was signed into law in March 2010. Lawsuits challenging various aspects of the federal legislation have been filed. It is not yet clear how the legislation may affect the healthcare industry, including the patient-pay receivables business. In addition, numerous federal, state and private initiatives and studies currently seek ways to increase the use of information technology in healthcare to improve care and reduce costs. These initiatives and studies may result in additional or costly legal or regulatory requirements applicable to the healthcare industry and/or the patient-pay receivables business. In addition, such initiatives and studies may encourage more companies to acquire patient-pay healthcare receivables and/or may provide advantages for competitors. In that case, our Funds may have access to fewer patient-pay receivables. These issues could have an adverse impact on the performance of certain of our Funds.
- *Lack of Diversification of Healthcare-Related Assets* – The assets of certain of our Funds are, or will be, concentrated in the healthcare industry. Such concentration

is inherently risky and could cause those Funds to be more susceptible to particular economic, political, regulatory, technological or industry conditions or occurrences, as compared with portfolios that are more diversified or have a broader industry focus.

- *Concentration of Hospitals and Service Providers* – Our Funds' healthcare receivables are acquired from a limited number of hospitals, some of which are relatively small. The hospital relationships are originated, and the receivables are serviced, by our affiliated companies. The failure of any of the hospitals or of such affiliated companies could materially adversely affect the Funds that hold the receivables. In addition, changes in the local economy where a hospital is located may create large swings in the performance of such hospital's receivables and, therefore, in the performance of the Fund(s) holding such hospital's receivables.
- *Competitiveness of the Healthcare Receivables Business* – In locating healthcare assets for our Funds, CarePayment, LLC is competing with other established investors and lenders with substantial resources and experience. In attracting hospitals to the CarePayment® program, CarePayment, LLC also is competing with the hospitals themselves, since hospitals generally offer patients discounts and their own repayment plans. Several of our competitors are substantially larger and have more capital and other resources than our Funds do. Increased competition may reduce our Funds' investment opportunities and returns.
- *Fund's Dependence on the Performance of a Single Company* – CarePayment Founders Fund's only non-cash investments are securities issued by CarePayment Technologies, which itself currently has only one line of business – originating and servicing healthcare receivables. In addition, it currently has only one customer, CarePayment, LLC, another of our affiliated companies. CarePayment Technologies is the sole servicer of the CarePayment® program receivables. CarePayment Technologies has limited operating experience and also faces significant competition. Until January 2010, CarePayment Technologies was a shell company with no operating assets. There currently is only limited trading in the CarePayment Technologies securities that the Fund owns.

Illiquid Asset Risks

- *Most of the Assets Owned By Our Funds Are Illiquid* – Because most of our Funds' assets are illiquid, the Funds may realize losses on unsuccessful investments before they realize gains on successful investments. It is likely that the full return of capital and the realization of gains, if any, will occur only on the partial or complete disposal of an investment. In addition, income from some investments will not be realized until several years after they are made. Therefore, investors in our Funds may be required to bear the financial risk of their investments for an indefinite period of time.

- *Future Financing Needs* – Some of our Funds' investments include companies operating at a loss or with significant variations in profitability. These companies may need substantial additional capital to continue operations. They may be dependent, in whole or in part, on additional investment of capital by our Funds or our affiliated companies. Our Funds and affiliated companies may choose not to make such follow-on investments. Any decision not to make follow-on investments, or our Funds' and affiliated companies' inability to make the investments, may have substantial adverse effects on the portfolio companies in need of such capital and are likely to decrease the value of the company and the Fund holding the company. Conversely, should our Funds and/or affiliated companies choose to make follow-on investments, there can be no assurance that such investments will result in a favorable outcome to our Funds.

General Risks of Investing in Private Investment Vehicles

- *Investment in our Funds Are Not Liquid.* Because there is no public market for the securities issued by our Funds, such investments are not liquid. In addition, investors in our Funds are contractually and legally restricted from transferring or redeeming their securities for a considerable period of time.
- *Valuation Risk.* Initial and additional investments in a Fund, redemptions from a Fund, and the calculation of performance fees and some of our management fees are based on the value of the Fund's total assets at the time of the investment, redemption or calculation of the fee. Most of our Funds' assets have no readily available fair market value. Our estimates of the value of those assets may differ from the values that would have been used had a ready market existed, and the differences could be material. Therefore, investors in our Funds bear the risk that our determinations of fair value are not correct.

Note: *Risk factors applicable to each of our Funds are more fully described in each Fund's private placement memorandum.*

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of us or the integrity of our management.

We have no legal or disciplinary events to report.⁷

⁷ We note that registered advisers are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. We have no disciplinary events of any kind to report.

Item 10 – Other Financial Industry Activities and Affiliations

Other Financial Industry Affiliations

We are obligated to disclose if we, our management, or any of our affiliated companies are involved in other financial industry activities, such as those of a broker-dealer, pooled investment vehicle, or sponsor of limited partnerships or limited liability companies.

We are the manager of our Funds, all of which are pooled investment vehicles organized as limited liability companies. As noted in Item 4 above, we are a wholly owned subsidiary of ACM. ACM is the sponsor and manager of other private investment vehicles. We or ACM may establish additional investment vehicles. We may be the manager of any such other investment vehicles. Some of the existing or future investment vehicles may make investments similar to those made by our Funds, and may at times participate with one or more of our Funds in the same investments. Our investment committees are responsible for approving all investments our Funds make. These committees (or certain members of the committees) also approve investments made by the investment vehicles ACM manages. These committees also probably would be responsible for approving transactions for any additional investment vehicles we or ACM form in the future. We, ACM and the members of these committees may face conflicts of interest in allocating investment opportunities among these affiliated investment vehicles. We provide additional information about our investment committees and the Conflicts Review Committee below in this Item 10.

We do not have any other financial industry activities or affiliations to report to you.

Conflicts of Interest

Many of the transactions involving our Funds are with our affiliated companies. Such transactions may result in one or more conflicts of interest. Our Funds, affiliated companies (including affiliated investment vehicles) and/or certain of the executives of AIM or ACM may:

- Engage in transactions with our Funds, including purchasing portfolio securities (such as, notes or receivables) from, or selling portfolio securities to, another affiliated investment vehicle.
- Recommend to one of our Funds investments in which our Funds, our affiliated companies or such executives are already invested.
- Recommend that our Funds and other affiliated companies invest at the same time (that is, coinvest) in particular investments. Some of the affiliated investment vehicles pursue investment strategies almost identical to those of other affiliated investment vehicles, so we and our affiliates may face conflicts in allocating investment opportunities among the investment vehicles we and our affiliates manage.

- Cause our Funds to enter into dealings with third parties having a financial or business relationship with our affiliated companies, including providing investment banking or financial advisory services to portfolio companies held by our Funds.
- Cause our Funds to lend money to or borrow money from one of our affiliated companies.
- Cause our Funds or our affiliated companies to lend money to portfolio companies held by our Funds.
- Provide services to our Funds, and receive compensation for providing such services, as discussed in Item 5 above.
- Personally invest, directly or indirectly, in certain of our Funds or our affiliated investment vehicles or in their portfolio companies. We discuss certain preapproval requirements we impose on the trading activities of our supervised persons and access persons in Item 11 below.
- Serve as special members of our Funds. The special members of Catalyst Fund and Hybrid Fund receive performance-based fees, as discussed above in Item 6. The special member of CarePayment® Fund receives all the Fund's profits remaining after targeted returns are paid to the Fund's investors. The special members of CarePayment Founders Fund and Insurance Fund I receive only their pro rata share of the profits of those Funds, based on their capital contributions. In addition, each Fund's special member has complete voting control over the Fund's equity interests, except in exceptional circumstances described in the Fund's limited liability company agreement.

Furthermore, our executive officers are also executive officers of our affiliated companies, so they are responsible for business activities in addition to the management of our Funds. While our executives intend to devote such time to each of our Funds as they consider necessary, conflicts may arise in the allocation of time among their various business activities.

All investments by our Funds, including all transactions with our affiliated companies, must be approved by one of our investment committees (the Investment Committee or the Public Securities Investment Committee). The Public Securities Investment Committee approves all transactions relating to publicly traded securities. The Investment Committee approves all other transactions. The Investment Committee has four members. The Public Securities Investment Committee has three members. All of the committee members are executive officers of AIM or ACM or serve on ACM's advisory board.

In addition to being approved by one of the investment committees, the Conflicts Review Committee must review and approve certain transactions. The Conflicts Review Committee consists of up to five independent third parties appointed by ACM. Each Fund is authorized to reimburse members of the Conflicts Review Committee for their out-of-pocket

expenses incurred in connection with the Fund's business and to indemnify them to the maximum extent permitted by law.

The Conflicts Review Committee reviews and renders its opinion before an affiliated vehicle enters into a transaction with any other affiliated vehicle (such as, before an affiliated fund sells or purchases any securities to or from another affiliated fund and before any affiliated fund lends money to another affiliated fund). The Conflicts Review Committee also reviews and renders its opinion on all other conflict-of-interest matters submitted to it. In addition, the Conflicts Review Committee approves parameters for certain services that an affiliated company provides to our Funds.

When the Investment Committee, the Public Securities Investment Committee, or the Conflicts Review Committee deems it advisable, that committee will require us to undertake additional protections to determine that certain related-party transactions are on commercially reasonable terms. For example, prior to one of our Funds making an investment in, or loan to, a company whose securities are owned by an affiliated fund, the Conflicts Review Committee or one of our investment committees may require that we obtain an independent third-party valuation of the company.

Potential conflicts of interest like those described above are disclosed to investors, typically in the offering materials provided by each of our Funds. We deliver these materials to prospective investors prior to their investment, and we give them the opportunity to ask questions regarding, among other things, potential conflicts involving us, our affiliated companies or our executive officers.

Our Code of Ethics, discussed in Item 11 below, also includes internal controls to identify and address certain potential conflicts of interest. We discuss our brokerage practices below in Item 12.

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

Code of Ethics

We have adopted a code of ethics and an insider trading policy (collectively, the "Code") for the purpose of instructing our personnel and the personnel of our affiliated companies in their ethical obligations. The Code also provides rules for their personal securities transactions. We and our personnel owe a duty of loyalty, fairness and good faith to our Funds and to the investors in our Funds. We and our personnel must adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code covers a range of topics that include:

- general ethical principles
- internal controls to identify and address conflicts of interest

- limitations on, or preapproval requirements for, outside business and charitable activities
- limitations on gifts and entertainment
- requirements for reporting personal securities trading
- restrictions on purchasing securities in certain types of transactions
- requirements for reporting ethical violations, distributing the Code, and reviewing and enforcing the Code

A copy of our Code may be obtained by contacting our Compliance Administrator at 503•419•3500 or the address specified on page 1 of this brochure.

Participation in Client Transactions and Personal Trading

Our supervised persons (all management personnel, directors, employees and independent contractors of AIM and/or ACM) must obtain the approval of our Chief Compliance Officer before they engage in any transaction involving the securities of a company with whom AIM or ACM has a business relationship. For example, supervised persons would need preapproval before engaging in transactions involving our Funds' portfolio companies or hospitals whose receivables are held by our Funds. In addition, stricter personal trading rules, as well as securities reporting requirements, apply to our access persons (our management personnel and others who have access to our nonpublic investment recommendations or decisions).

We are not precluded from causing an affiliated company to buy or sell a security already owned by an access person if one of our investment committees determines that such purchase or sale is in the best interest of the affiliated company. Any such transaction is subject to disclosure and preapproval.

See Item 10 above for additional information about how we resolve conflicts of interest that result from the management of our Funds.

Item 12 – Brokerage Practices

Broker Selection

Most of the transactions our Funds enter into are private transactions that do not require the service of a broker-dealer. When a broker-dealer is needed, we have full discretion to select the broker-dealers to execute such transactions. In selecting a broker for a transaction or series of transactions involving our Funds, we may consider a number of factors, such as:

- access to the markets for the securities being traded
- the net price of the trade

- the financial stability and reputation of the broker
- the quality of the broker's investment research
- investment strategies
- special execution capabilities
- clearance
- settlement
- custody
- recordkeeping
- other services provided by such broker

We negotiate the commission rates our Funds pay to broker-dealers. Our Funds may pay commissions or fees that are higher or lower than those that may be obtained elsewhere for similar services.

We do not enter into agreements to receive research or other products or services in connection with executing Fund transactions with broker-dealers (often called "soft dollar" benefits). However, certain brokers through which we execute trades may provide unsolicited research to us. This research may be used for all our Funds, even though only certain Funds may have paid commissions to the brokers who provided the research.

We receive referrals of prospective Fund investors from certain independent broker-dealers. We may execute Fund transactions through broker-dealers that make such referrals. We have not entered into any arrangement that requires us to execute transactions through referring broker-dealers. We acknowledge our duty of best execution for our Funds. See Item 14 for additional information about our use of third-party finders.

Aggregation and Allocation of Transactions

Most of our Funds' transactions are private transactions. We do not aggregate (bunch) trades for our Funds. We do not believe that our Funds incur any increased costs because we do not aggregate transactions.

If more than one Fund invests in the same private investment at the same time as another Fund (a coinvestment), we will make such investments on the same terms. We make decisions to have Funds coinvest based on each Fund's investment objectives, available cash, other existing or contemplated investments, and other factors the investment committee considers relevant. We allocate the investment among coinvesting Funds based primarily on available cash and each Fund's other existing or contemplated investments.

If more than one of our Funds is buying or selling a publicly traded security at the same time, we allocate the securities among the Funds based on the amount each Fund desires to trade. Each Fund will pay the average share price for all transactions effected for our Funds in that security on a given date, with all transaction costs shared on a pro rata basis.

Trade Errors

If a trade error occurs in a Fund transaction, we will make the Fund whole, so it is not disadvantaged. Any net gain resulting from an error will be donated to an independent charitable organization.

Item 13 – Review of Accounts

Portfolio investments made by our Funds are monitored by members of our Investment Committee and our Public Securities Investment Committee. The committees meet regularly to review investment opportunities, portfolio performance, asset allocation, portfolio diversification, investment levels, and other topics as they deem necessary. All investments made by our Funds are approved by one of the committees, and may also be approved by the Conflicts Review Committee, as discussed in Item 10 above.

Our analysts also monitor our Funds' portfolio investments at least quarterly and report their findings to the Investment Committee and the Public Securities Investment Committee. The analysts systematically monitor the financial performance, operational performance and strategic direction of each portfolio company whose securities are owned by one of our Funds. They monitor the applicable investment attributes of other investments in our Funds. We also monitor risk on an ongoing basis through a quarterly review analysis of market, credit, liquidity and operational risk.

In monitoring our CarePayment® program receivables, our analysts review quarterly hospital financial statements and other data to evaluate each hospital's financial condition. They also monitor each hospital's weight within a Fund's portfolio. On a monthly basis, the analysts monitor the allocation of CarePayment® program receivables among our Funds and our other affiliated companies that hold such receivables to make sure the allocations are appropriate.

In addition, our analysts evaluate the financial performance CarePayment Technologies' monthly. They also monitor a variety of servicing functions against historical and target collection performance on a monthly basis to ensure that CarePayment Technologies is providing the highest quality service to the patient and the hospitals, and to ensure that servicing activities are being performed in an efficient and cost-effective manner.

Within 120 days after the end of each year, each of our Funds delivers to its investors that year's audited financial statements, including a balance sheet, an income statement, and a statement of investors' capital. An independent accounting firm that is registered with and subject to inspection by the Public Company Accounting Oversight Board ("PCAOB") audits our Funds' annual financial statements.

We also send each Fund investor a quarterly statement showing the activity in the investor's capital account during the previous quarter. In addition, we send Fund investors a quarterly newsletter discussing the Funds' activity during the preceding quarter.

Item 14 – Client Referrals and Other Compensation

We do not compensate others for developing new collective investment vehicles for us to manage or advise. However, we or our affiliated companies have entered into arrangements with individuals or organizations ("finders") who may refer potential investors to us or our affiliated companies to invest in our Funds. While the specific terms of the arrangements differ, a finder's compensation generally is based on the value of any investment the referred investor makes in one or more of our Funds. With respect to all of our Funds except CarePayment® Fund, the investor does not pay the finder's compensation, and the finder's compensation does not increase the management or advisory fees applicable to the referred investor beyond the fees that we would otherwise charge for our services to that Fund. However, investors who purchase their investments in CarePayment® Fund through registered broker-dealers may pay sales commissions to the broker-dealer.

Item 15 – Custody

As the manager of our Funds, we are deemed to have custody of the Funds' assets. We place our Funds' cash and securities with a bank, registered broker-dealer or other "qualified custodian." We do not have physical custody of our Funds' cash or securities. The annual financial statements of each of our Funds are audited and distributed to investors in the Fund, as discussed in Item 13 above.

Item 16 – Investment Discretion

We have full discretion to determine the securities bought or sold by our Funds, subject to any limitations on our investment authority specified in the applicable Fund's governing documents.

Item 17 – Voting Client Securities

We have authority to vote proxies on behalf of our Funds. Our proxy voting policy requires us to vote proxies consistent with the best economic interest of the investors in the applicable Fund. The analyst for a Fund generally votes proxies on behalf of that Fund, with the approval of any one member of the Public Securities Investment Committee. However, the Public Securities Investment Committee will decide how to vote the proxy if: (a) the analyst has a personal interest in the security or the portfolio company; (b) we and our affiliates have more than a 10% interest in the portfolio company; (c) the proxy contains material ballot items; or (d) if the analyst's proposed vote is different from the recommendation of the portfolio company's board.

Our proxy voting policy applies only to publicly traded securities. We do not vote proxies on securities issued by private companies. We vote those securities in person.

Investors in our Funds may obtain a copy of our proxy voting policy or information on how we voted securities in a Fund by sending a written request to:

Aequitas Investment Management, LLC
Attn: Investment Committee
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

Item 18 – Financial Information

We must disclose any financial condition that could impair our ability to meet our contractual obligations to our Funds. We must also describe if we have been the subject of any bankruptcy proceeding within the last 10 years.

We have no financial matters to disclose, and we have never been the subject of a bankruptcy proceeding.

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