

FIRM BROCHURE

(PART 2A OF FORM ADV)

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This brochure provides information about the qualifications and business practices of Chenavari Credit Partners LLP. If you have any questions about the contents of this brochure, please contact us at 44 (0) 207 259 3600, or by email at: legal@chenavari.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.

Additional information about Chenavari Credit Partners LLP also is available on the SEC's website at www.adviserinfo.sec.gov

ITEM 2: MATERIAL CHANGES

Material Changes since the Last Update

This is Chenavari's initial brochure on Form ADV Part 2A; accordingly there are no material changes to disclose.

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ITEM 4: ADVISORY BUSINESS

Firm Description

Chenavari Credit Partners LLP (also referred to in this brochure as “**Chenavari**” or by its trading name of “**Chenavari Investment Managers**”) is a specialized alternative asset-manager dedicated to fixed income credit products.

Chenavari provides discretionary investment management and advisory services to pooled investment funds, as well as to separate account mandates for institutional investors, pension funds, multi-managers and family offices globally. Our mission statement is to deliver recurring stable investment performance to our clients; through active investment management focused on maximizing total returns while minimizing investment volatility.

In addition to the above, Chenavari also serves as a collateral/ portfolio manager of structured credit products so-called synthetic collateralized debt obligations (CDO).

CDOs repackage assets such as corporate loans and mortgage bonds into new debt with varying degrees of risk. Synthetic CDOs sell credit-default swaps that receive annual premiums in return for taking on the risk of losses from defaults on corporate bonds and other debt.

Credit-default swaps are derivatives used to speculate on corporate debt or to hedge against losses. They pay the buyer face value if a borrower defaults in exchange for the underlying securities or the cash equivalent.

Chenavari was founded in May 2008 and as of the date of this brochure has been in business for 3 years.

Principal Owners

The principal owners of Chenavari are Loic Fery, Frederic Couderc and Chenavari Financial Group (an entity of which Mr. Fery and Mr. Couderc are the principal owners).

Types of Advisory Services

Chenavari is a dedicated credit asset-manager with investment allocations within the credit asset-class, including:

- Investment Grade Corporate Credits
- High Yield Corporate Credits
- Leveraged Loans
- Structured Finance securities

The credit investment strategies we pursue evolve depending on opportunities arising in credit markets and can broadly be defined as follows:

- Credit Spread Neutral strategies
- Convexity strategies

Relative Value strategies
Directional strategies
Distressed strategies

Investment strategies are deployed across several investment vehicles, with various liquidity terms:

Highly liquid investment vehicles (weekly/monthly liquidity)
Mid-term liquidity profile (semi-annual to 2-year liquidity)

Chenavari manages several investment funds (“Funds”), which seek to achieve superior returns within credit markets, including the following:

Chenavari Multi-Strategy Credit Fund, Ltd., a Cayman Islands exempted company (the “Multi-Strategy Fund”), focused on corporate credit markets, this fund pursues strategies such as relative value, credit spread neutral and convexity strategies.

Chenavari Ucits 3 Credit Fund, a Ucits 3 open-ended fund (“the Ucits Fund”), which includes both long only investment opportunities and alternative investment strategies in corporate credit.

Toro SIF Fund, a Luxembourg open-ended investment company organized as a partnership limited by shares under the laws of Grand Duchy of Luxembourg and qualifies as a “Société d’investissement à capital variable – fonds d’investissement spécialisé” (the “Toro Fund”), focused on stressed/distressed European mezzanine structured finance investments.

In addition, Chenavari’s team manages and may in the future agree to manage tailored investment mandates focused on the credit markets on behalf of third-party investors, including institutional investors and family offices. We believe that we are also particularly well positioned to generate alpha for multi-managers in the current market environment.

In November 2009, Chenavari Investment Managers was selected by Lyxor Asset Management to take over to the credit asset-management activities of SG Asset Management Alternative Investment “SGAM AI”)

The mandates transferred include only term closed-end mandates with maturities ranging from 2 years to 6 years. These mandates are not NAV based, as most of them consisted of structured products where the investment manager (SGAM AI) selected a credit portfolio and managed the portfolio avoiding defaults to maturity, while the investors received a fixed return on their investment. In particular, the following closed end investment vehicles are managed by Chenavari IM:

- Algebra, a long only corporate credit investment program
- Ivory, a long only European ABS investment program

The Long-only mandates are solely managed out of Chenavari Investment Managers Paris office by Stephane Parlebas and Matthieu Beurrel Diamant, two portfolio managers who were working with SGAM AI prior to joining Chenavari.

Tailored Relationships

While Chenavari primarily manages pooled investment funds, which are not tailored to any individual investors, (i) it has and may in the future agree to enter into customized investment mandates with clients, and (ii) may organize the investment funds it manages into sub-portfolios in order to concerns that may be common to one or more investors in the applicable fund (such as with respect to liquidity or regulatory concerns). Chenavari has been recently mandated (August 2008) by the West LB Mellon Horizon Total Return to manage a specific investment allocation to credit markets.

Wrap Fee Programs

Chenavari does not use a wrap fee program.

Assets Under Discretionary and Non-Discretionary Management

Chenavari has assets under its discretionary management of \$1,008,620,957 as of July 1st, 2011.

ITEM 5: FEES AND COMPENSATION

Description

Chenavari typically charges management fees (based on assets under management) as well as performance fees (based on investment appreciation) on the portfolios that it manages. Management fees are generally in the range of one to two percent (1% to 2%) of assets under managements. Performance fees are typically in the amount of twenty percent (20%) of the appreciation in the applicable account over a specified hurdle rate or benchmark index as the case may be. In addition performance fees are often subject to a high water mark, and may incorporate equalization or a similar adjustment methodology. Chenavari may in its discretion offer a different fee structure to any investment advisory client or to any particular investor in any pooled investment fund that it manages. Investors should refer to the offering memorandum of a particular Fund or account agreement with Chenavari for more information on applicable fees.

Fee Billing

Clients are billed for fees incurred. Management fees are billed on a monthly basis and performance fees on an annual basis (or upon a redemption by an investor of its interests in a Fund other than at year end).

Other Fees or Expenses

Each of the Funds will pay fees to its Directors by way of remuneration for their services at the Fund and the trading subsidiaries of the Fund (if applicable). Current directors' fees of each Fund are disclosed in the offering documents of the relevant Fund.

In addition, all administration, custody, brokerage, resident agent and similar fees, and all other operating, organizational and offering expenses of a Fund (or account with respect to a client other than a Fund) are paid directly by such Fund or other client.

Participation or Interest in Client Transaction

Neither Chenavari nor any of its supervised persons receives any referral fee, commission or other similar compensation in connection with any sales of securities or other investment products.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As previously noted in this brochure, Chenavari generally receives performance fees with respect to each of the portfolios over which it exercises discretionary management authority.

ITEM 7: TYPES OF CLIENTS

Chenavari currently provides discretionary investment management services to pooled investment funds (including as a sub-advisor to manage the portion of the portfolio of a funds managed by another investment adviser), as well as separate account mandates on behalf of institutional investors, pension funds, multi-managers and family offices globally.

In addition, with respect to CDO mandates, Chenavari provides discretionary investment management services to the benefit of noteholders subscribing for notes issued by the special purpose vehicles.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies

At Chenavari, we believe that investing efficiently in credit markets requires both credit fundamental and technical skills. Further to the strong growth of credit markets (2000-2008) and the market dislocation that followed, our markets have become increasingly technical, as the influence of what we call the “new dimensions of credit risk” (spread volatility, spread dispersion, curve, default correlation, recovery and leverage) have increased. Thanks to its infrastructure and team profile, Chenavari believes that it is well positioned to pursue credit market opportunities, offering its clients:

- ▶ Breadth of team experience, mixing senior credit fundamental professionals and highly skilled risk management traders (Chenavari’s team has over 100 years of credit trading and risk management experience)
- ▶ Advanced risk management discipline, with clear stop-loss and risk allocation principles
- ▶ Sophisticated flexible and real time proprietary state of the art pricing and risk management technology platform, allowing it to price in real time all credit instruments, compute precise marked to market sensitivities to market parameters on all positions, and easily simulate risk and stress scenarios on the portfolios it manages.

Chenavari utilizes a proprietary state-of-the-art Pricing & Risk Management platform, allowing the firm to:

- ▶ Price in real time all credit instruments

- ▶ Compute precise market to market sensitivity to all market parameters of all positions
- ▶ Easily simulate stress scenarios impact on the portfolio

Corporate Credit Strategies - Investment Process

We hold quarterly macro strategy meetings to identify key themes for the next 3-6 months by geography and sector. This then forms as the base for focused “bottom-up” fishing.

In addition, on a daily basis the team follows the general market (portfolio managers) and corporate news flow (analysts) to dynamically update our fundamental view on a sector/credit whilst marrying this with the move and relative position of credit spreads (e.g. comparing credit indices with equity markets, and corporate spreads with credit indices). The portfolio managers and analysts exchange their observations and views on the desk, and as such many trade ideas are generated from the desk.

We maintain a spread monitor to track target-entry levels on a list of potential trade strategies (directional and pair) which is monitored live. Sources of data on which we rely for this include investment banks, as well as Credit Sight and Mark-it spread levels.

As a team, our research begins with identifying current macro themes. We follow all key broad macroeconomic indicators (from leading indicators such as the Baltic dry index, to lagging indicators such as employment-based key performance indicators, as well as standard key measures such as GDP, trade, sector sales, rates, inflation, etc). We also assess the likely impact of current and/or proposed government actions, changes in legislation, technical factors such as (credit) supply risk, and risk factors such as M&A and LBOs. Based on the above assessments we establish our views on themes such as cyclical vs. non-cyclical, developed vs. emerging markets, as well as highlight technical opportunities such as inverted curves due to bank hedging, that will offer attractive long 1-year-risk.

With respect to researching a particular corporate issuer, our research starts with the production and maintenance of financials (quarterly, semi-annual and annual). We analyse all three financial statements, as well as collect key other data noted in the notes to the accounts (e.g. liquidity, debt maturity profile, pensions, off balance sheet obligations, segmental performance, covenant disclosures, etc.), to produce sensible and cross-comparable financial ratio analysis. Once the historical financials are produced and reviewed, we build on our existing fundamental operational view of the issuer/sector using the sources of information detailed in the next bullet point. Note, most of this is accumulated in our daily review of corporate news & earnings. Combined with historical financials and current operational view, we build/update our financial forecasts, and wherever possible and sensible we try to validate our assumptions with management (e.g. in this limited-visibility market, we rely more on management guidance for capex than on sales/margins). For a corporate credit, our systems then allow us to produce a “Real time company factsheet,” which allows our analysts to timely produce and succinctly convey fundamental views and facts about a company on one page. This serves as a preliminary step to the formal Investment Strategy Proposal, which is produced and discussed from the desk.

We have also developed a relative value “CDS-pair” tool which is utilized by our team to select the most correlated asset to a given credit in order to find the best pair from a selection (e.g. in a cross-sector pair strategy of Long Steel-Short Autos, the tool would be used to identify the most optimal match, from a risk and return perspective, between Long Arcelor and Short Auto OEM). This tool also helps Chenavari to assess the relative value grounds of a fundamental trade idea, and help set optimal target entry and exit levels as well as an appropriate beta for one-leg of the pair.

Finally, our research process with respect to a corporate issuer includes an overview of its peers, to assist in sector analysis, forecasting, and overall view on relative value. Finally, if and only if the research result indicates a trade conviction, an Investment Strategy Proposal document is produced which details the trade idea, reasons (investment considerations as well as financials, ratios and charts), alternatives, and proposed trade target (entry, exit) and parameters. Source of data and information include:

- Management (conferences, direct calls/emails)
- Investor Relations (including IR email service)
- Company (quarterly, semi-annual, annual filings)
- Bloomberg (launchpad news monitor, RNS service)
- Financial Newspapers (including online & email roundups)
- Independent credit research (CreditSights)
- Sellside equity research & credit research (DB, JPM, UniCredito, RBS, etc)
- Rating Agencies

Asset Backed Securities & Structured Finance Strategies - Investment Process

Our ABS and Structured Finance team (“Toro team”) closely works with major banks, as well as with an increasing number of brokers and intermediaries in order to optimize its bonds’ sourcing. The portfolio manager continuously scans the market in order to identify a market opportunity firstly based on his knowledge, experience and conviction. The manager seeks to identify collateral sectors and structural features that offer upward potential out of sector and structures as well as the best down side protection.

In order to review the collateral, the analyst takes into account fundamental factors genuine to each sector, jurisdiction and vintage. A full analysis of the underlying collateral is performed, implying a disciplined verification of data (delinquencies, loss rates, recoveries and prepayments), portfolio characteristics and comparison with appropriate benchmarks. Depending on the level of granularity, the analyst can derive three base case vectors (default, loss severity and prepayment) for each stratified sub-pool or apply an individual scenario for each loan.

The analyst reviews the servicer, originator or manager ability (historical performance, underwriting policy, experience, reputation, financial strength, performance incentives, and technology platform).

If not rejected by the analyst based on his or her initial research, our Toro team reviews the structural features (waterfall, subordination, reserve fund, amortization triggers, extension risk) and counterparty and legal risk. The analyst develops a proprietary cash flows model or, depending on the asset class, uses a model provided by Intex (after verification). He or she then computes various breakevens based on tailored vectors and multiples of historical performance, and also performs a shock test to calculate the effect of a catastrophic scenario in specific, relatively risky parts of the underlying collateral. The breakevens and scenario analysis are compared to current and historical default rate / loss severity. The analyst also calculates sensitivities to default rate, prepayment rate, loss severity and interest rates.

If not rejected following the analysis detailed above, both analyst and portfolio manager assess additional risks (currency, interest rate, concentration risk) and perform compliance tests. The

finalized base case scenario is then included within the investment proposal which is submitted to the investment committee.

The investment committee consists of five members, including the senior analyst and the senior portfolio manager. The quorum at any meeting shall be no less than 3 members and it needs 60% (or unanimous if minimum quorum) vote for an investment proposal to be approved. If approved by the investment committee, the portfolio manager will optimally execute the trade and the analyst will simultaneously add the position to the monitoring and surveillance tracking sheets.

As of the date of this document, the Multi-Strategy Fund has 3 segregated trading subsidiaries pursuing the following strategies:

- ⇒ **Corporate Credit Spread Neutral Strategy.** This strategy is a long short corporate credit strategy, with the particularity to be quite neutral to overall credit spreads sensitivity of the portfolio.
- ⇒ **Corporate Credit Directional Strategy.** This strategy is a long short corporate credit strategy, which can have a strong directional bias in terms of credit spread sensitivities of the overall portfolio
- ⇒ **Toro II Structured Finance Regulatory Capital Strategy.** This strategy is a predominantly long strategy on primary and secondary asset-backed securities, where the investment rationale is to benefit from the current regulatory capital situation affecting banks and financial institutions.

The Toro Fund is focused on stressed/distressed European mezzanine structured finance investments. Toro Capital IA and IB are two actively managed sub-funds aimed at taking advantage of the dislocation within the European ABS market. The Toro Fund also offers a class of investment shares, which is allocated at the discretion of Chenavari between the Corporate Credit Spread Neutral strategy and the Corporate Credit Directional Strategy.

Risk Framework

Chenavari has a strict risk framework policy. The Risk Management team (3 full time persons) monitors portfolio limits on a daily basis.

Should a limit be breached, portfolio managers have to address them promptly (within 24 hours).

As indicated above, both the Chief Risk Officer and the Managing Partner have the authority to bring the portfolio to the pre-specified risk limits at any time. The risk framework covers the following aspects:

For corporate credit strategies:

- Leverage limits
- Credit Sensitivity limits
- Jump to default limits
- Liquidity limit
- Correlation and volatility limits
- IR and FX limits
- VAR limit
- Stress Scenario limits
- Stop Losses

- Counterparty Risk limits

For ABS Strategies:

- Sectors concentration (RMBS, CMBS, Arb CLO, BS CLO...)
- Country concentration
- Liquidity limits
- Stress Stresses limits

For all strategies, a risk limit report is produced on daily basis where the set of limits is assessed.

The main limits are detailed in the offering memorandum of each Fund (or applicable sub-fund of such Fund) and full details of Chenavari Credit Partners LLP risk limit framework is available upon request

The breaches identified in the daily risk limit report must be fixed within 24 hours. Should the breaches not be remedied by the Portfolio Management team, both the Managing Partner and the Chief Risk Officer have the authority to bring the portfolio to the pre-specified risk limits at any time and are therefore ultimately responsible of the remedial of the breaches.

The size of a position are strongly dependant on strategy expected volatility and friction cost (liquidity cost). We measure the liquidity risk by carefully monitoring trading volumes, bid offers for the specific positions in the portfolio.

Liquidity is measured and revised as often as required by market considerations.

Liquidity risk and parameters are closely assessed during Investment Committee meetings at the strategy inception, and then updated during the holding period of the strategy.

Liquidity cost is included in our daily risk report, and updated by the Risk Team should market conditions change.

Adding a new position within an existing strategy can be done by the portfolio manager, provided the Investment Committee validated the overall size. Adding a new position within a new strategy requires an approval from the Investment Committee.

Risk of Loss

An investment in an investment vehicle managed by Chenavari most of the time involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that the investment program will be successful or that each investment vehicles' returns will exhibit low correlation with an investor's traditional securities portfolio. The description below provides a brief overview of the main different investment risks:

General Investment and Trading Risks

All investments present the risk of loss of capital. Such investments are subject to investment-specific price fluctuations as well as to macro-economic, market and industry-specific conditions including, but not limited to, national and international economic conditions, domestic and international financial policies and performance, conditions affecting particular investments such as the financial viability of national and international politics and governmental events and changes in income tax laws. The Investment adviser believes that its investment policies moderate this risk through a careful selection of securities and other financial instruments and strategies. No guarantee can be made that the trading of any such investment vehicle will be successful. The investment policies may refer to investment techniques which can, in certain circumstances, maximize any losses.

Credit Derivatives Risk

The investment vehicle may enter into one or more credit default swaps ("CDS") as part of its primary strategy. The use of credit derivatives is a highly specialized activity which involves strategies and risks different from those associated with ordinary portfolio security transactions. The Investment vehicle's risk of loss in a credit derivative transaction varies. For example, if the Investment vehicle purchases protection under a CDS, and if no default occurs with respect to the security, the Investment vehicle's loss is limited to the premium it paid for the CDS. In contrast, if there is a default by the seller of protection under a CDS, the Investment vehicle's loss will include both the premium that it paid for the CDS and the loss of payment under the swap. Any CDS will also be subject to counterparty risk.

Fixed Income Securities

The Investment vehicle may invest:

- in bonds or other fixed income securities, which may be unrated by a credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities.
- in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets.
- in debt securities which are not protected by financial covenants or limitations on additional indebtedness.

Each Investment vehicle will therefore be subject to credit, liquidity and interest rate risks.

Higher yielding debt securities are generally unsecured and may be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured on substantially all of the issuer's assets. The lower rating of debt obligations in the higher yielding sector reflects a greater probability that adverse changes in the financial condition of the issuer or in general economic conditions or both may impair the ability of the issuer to make payments of principal and interest. Non-investment grade debt securities may not be protected by financial covenants or limitations on

additional indebtedness. In addition evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. It is likely that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Market Risk

The market price of an investment owned by an Investment vehicle may go up or down, sometimes unpredictably. The value of an investment may decline due to general market conditions, such as real or perceived adverse economic conditions or general adverse investment sentiment. Investments may also decline in value due to factors which affect a particular market sector.

Counterparty risk

Some of the markets in which the Investment vehicle may trade are “over-the-counter” or “interdealer” 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 each investment vehicle to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the investment vehicle to suffer a loss.

Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the investment vehicle has concentrated its transactions with a single or small group of counterparties.

Subject to the investment restrictions contained herein, the investment vehicles are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. Moreover, no investment vehicle has an internal credit function dedicated to the evaluation of the creditworthiness of its counterparties.

The ability of each investment vehicle to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by such investment vehicle

Availability of Investment Strategies

The success of the Funds’ investment activities will depend on the Investment Advisers’ ability to identify investment opportunities as well as assess the import of news and events that may affect the financial markets and make investment decisions. Identification and exploitation of the investment strategies to be pursued by each investment vehicle involves a high degree of uncertainty. No assurance can be given that the Investment Adviser will be able to locate suitable investment opportunities in which to deploy all of an Investment vehicle’s assets or to exploit discrepancies in the securities and derivatives markets or that it will decide to make such investments. Investors should also be aware that the nature of the Fund’s investment and the appointment of its service providers creates its own restrictions. In addition, the Funds’ trading strategies may create situations where entities in which it is invested or the service providers it appoints may be considered to have conflicts of interest with any of such Funds.

Potential Illiquidity of the Fund's Investments.

The lack of an established, liquid secondary market for many of the Funds' investments and transfer restrictions typical to such Investments may have an adverse effect on the market value of such investments and on each Fund's ability to dispose of them. Any Fund may not be able to sell these investments when it desires to do so or to realize what it perceives to be their fair value in event of a sale. In addition, the sale of such assets often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of investments which are eligible for trading on an exchange or for which there is an active over-the-counter market.

Furthermore, if a Fund enters into credit derivative transactions it will need to obtain the consent of the counterparty to terminate or assign the transaction. If any investments have not matured or been redeemed prior to the liquidation of the relevant Fund, the Fund will be required to liquidate such Investments and may incur significant loss due to their illiquidity. The size of each Fund's positions may magnify the effect of a decrease in market liquidity for such instruments. An investment in any Fund is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

Synthetic Securities

Funds may invest in credit derivative transactions referencing corporate credit portfolios (such as bespoke tranches or index tranches). Investments in such types of assets through the purchase of synthetic securities present risks in addition to those resulting from direct purchases of such securities, and will expose the Funds to the credit risk of the counterparty as well as that of the reference obligor. The terms of the credit derivative transactions typically require payment to be made by any Fund to the counterparty if certain events occur, and those events are not limited to an event of default under the reference obligation. Any Fund typically will be required to post collateral with the counterparty to secure the Fund's obligation under the credit derivative transaction, and the Fund's obligation to the counterparty will be senior in priority to any distributions on shares of the Fund.

ITEM 9: DISCIPLINARY INFORMATION

Chenavari has nothing to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS***Broker-Dealer Registration***

This is not applicable to Chenavari.

Futures, Commodity Pool Operator, Commodity Trading Advisor

This is not applicable to Chenavari.

Related Person Arrangements

Chenavari Credit Partners LLP's business development efforts rely on targeted third party marketing agreements pursuant to which such parties are compensated for referrals of prospective investors. Chenavari has such an arrangement with its affiliate Chenavari Financial Advisors ("CFA"), a capital

markets advisory company that is also regulated by the UK Financial Services Authority. To prevent any conflict of interests, Chenavari Credit Partners LLP funds have a “no trade” policy with CFA.

Arrangements With Other Investment Advisers

Chenavari has no such arrangements to disclose.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

Chenavari has compliance policies and procedures in conformance with the requirements of the UK Financial Services Commission, which collectively will also comprise Chenavari’s Code of Ethics (the “Code of Ethics”). The Code of Ethics contains specific undertakings by Chenavari employees to conduct themselves with integrity and exercise proper skill, care and diligence in the course of their employment with the firm. In addition, the Code of Ethics provides guidelines for employees in the conduct of their duties for Chenavari, including, without limitation, with respect to:

- Avoidance of market abuses (including requirements insider trading) in accordance with the UK Financial Services Authority’s Code of Market Conduct;
- Compliance with applicable anti-money laundering laws and regulations;
- Personal trading, including requiring pre-clearing and reporting of personal trades by employees;
- Maintenance of confidential information and data security;
- Compliance with applicable policies and procedures relating to marketing and other external communications;
- Obligations with respect to recordkeeping and record retention; and
- Reporting of improper conduct by others.

A copy of such Code of Ethics will be provided to any client or prospective client upon request.

Participation or Interest in Client Transactions and Personal Trading

Chenavari Financial Advisors, an affiliate of Chenavari Credit Partners, refers its clients to invest in the Funds. CFA and Chenavari disclose to such CFA clients the nature of the affiliation between the firms and that CFA is compensated for such referrals.

Chenavari uses conflicts management systems and personal account dealing approval procedures to monitor and control conflicts that may arise when it or its related persons have an interest in a transaction or security in which a client has a material interest or is considering an investment. The conflicts of interest policy ensures that Chenavari Credit Partners and related persons will take all reasonable steps to manage these conflicts and where arrangements are insufficient to deal with a conflict, the nature and sources of the conflict shall be disclosed to the client and a waiver will be requested before any commitment or undertaking is made to the client. In the event that the conflict is not manageable and there may be risks of damage to the client, Chenavari Credit Partners will decline to act for the client with regards to the proposed transaction. The active disclosure of actual or potential conflicts forms a central part of the policy in the appropriate circumstances. It is

our responsibility to disclose actual or potential conflict of interest only where we are not reasonably confident that procedures and measures for managing the conflict or potential conflict will prevent the risk of damage to client interests. If disclosure is required, it will be done in a form that will be clear and easy to understand.

For recommendation to clients where Chenavari Credit Partners or the related person has a material interest. The conflicts of interest policy ensures that this conflict is managed effectively by the Compliance Team.

The personal account dealing policy strictly prohibits front-running on client transactions and requires that at all times Chenavari Credit Partners acts in the best interest of its clients. Before any personal trades are placed all employees (including supervised persons) must complete the personal account dealing form in advance and await approval from Compliance before acting.

ITEM 12: BROKERAGE PRACTICES

Selecting Brokerage Firms

Chenavari Credit Partners have a best execution policy which takes into account the following factors when selecting brokerage firms;

- price;
- costs;
- speed of execution;
- likelihood of execution and settlement;
- size of order;
- nature of the order(e.g. whether a market or limit order or a negotiated transaction);
- any impact your order, when and if published, may have on the market price; and
- any consideration relevant to the execution of your order.

Research and Other Soft Dollar Benefits

Chenavari Credit Partners LLP may at times receive research from brokers which is made generally available to such brokers' clients, however Chenavari does not presently have any soft dollar arrangements with any broker that executes transactions for Chenavari clients.

Brokerage for Client Referrals

Chenavari does not consider referrals when selecting brokers to execute client transactions.

Directed Brokerage

Chenavari does not have any directed brokerage arrangements.

Aggregation of Client Accounts

Order aggregation, also known as bunching, batching, or trade aggregation, refers to the practice of combining orders for execution. Such situation may occur when Chenavari must select a Fund's and

possibly a managed account's orders that will be aggregated and allocate the execution prices among those orders, a given party (either the fund or the managed account) may be at risk that the other party is being, or will be, favoured over that party. The existing regulatory frameworks for bunching address potential conflicts of interest, but they do not, and cannot, anticipate every situation that may present conflicts or influence execution decisions. As a result, Chenavari must look beyond the regulatory framework and remain attentive to market and other factors that influence execution decisions within the firm.

Chenavari Credit Partners LLP may, at our discretion:

- aggregate orders for a client's account with orders for other clients' accounts and allocate the investments or proceeds acquired among the participating accounts in a manner that we believe is fair and equitable.
- If the entire combined order is not executed at the same price, we may average the prices paid or received and charge the client's account with the average net price. Clients should be aware that aggregation of orders may work to their disadvantage in relation to a particular order. However, aggregation will only be undertaken if it is unlikely to work to the disadvantage of the client.

When order aggregation does occur, orders will be allocated in a fair way, i.e. at a weighted average price. Allocation on partial fills will also be made on a weighted average basis.

ITEM 13: REVIEW OF ACCOUNTS

Periodic Reviews

Chenavari conducts a daily NAV reconciliation of client accounts and a monthly review in connection with generating client reports (as noted below).

Review Triggers

Additional reviews may be triggered by factors such as contributions to or withdrawals from the account as well as market, economic or geo-political events. Daily limit risk reports are conducted by our Portfolio managers. Thus, senior investment personnel are provided with regular reports with regards to the performance and portfolio attributes of the accounts. In addition, ongoing monitoring is conducted and aims at ensuring that portfolios are managed in line with client guidelines and restrictions.

Regular Reports

Chenavari Credit Partners provides its investors with detailed monthly reports, including official NAV (standard), risk parameters and credit sensitivities, including disclosure of largest long and short risk concentrations. In addition, upon request, investors can also be added to the weekly report distribution list where NAV estimates and full portfolio reports will be provided.

Chenavari will also inform clients of any material changes regarding their account (such as, without being limited to, key advisory personnel changes, changes in the investment strategy or risk management process and changes of service providers); such notice will be provided in the regular monthly report or by a special intra-month communication, as determined by Chenavari.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals

Chenavari Credit Partners has entered into introduction agreements with several third parties to introduce us to qualified potential investors in different markets and geographies. The business introducer's commission is structured as a portion of the fees payable by the applicable referred investor(s), subject in each case to such investor being approved by Chenavari, in its discretion, and meeting appropriate regulatory criteria for investing in the applicable Fund. By the terms of such agreements, we have a set period of time to consider the potential investor (which can differ depending on the agreement) but on average it is 12 months following introduction.

If the investor decides to invest within the 12 month period following referral to Chenavari, the introducer receives from Chenavari the full fee set forth in its agreement with Chenavari, typically in the range of 15% to 20% of the fees paid by such investor to the applicable Fund. To the extent a referred investor makes an investment in a Fund in the period from 13 -24 months following the referral, the introducer's fee is reduced by 50%. Fees for investments that occur later than 24 months after referral are awarded at the discretion of Chenavari and take into consideration the business relationship and potential future business; to the extent awarded such fees will generally be in the amount of 25% of the full fee specified in the agreement between the introducer and Chenavari. The business introducer commissions are paid as long as the referred investors remain invested in the funds.

If there is a subsequent investment by a referred investor within 12 months of such investor's initial investment in a Fund, the same fees are paid as with respect to the initial investment.

Other Compensation

Chenavari has no other referral or similar compensation arrangements to disclose.

ITEM 15: CUSTODY

Chenavari does not have custody of any client funds.

ITEM 16: INVESTMENT DISCRETION

Chenavari does exercise discretionary authority over all client accounts that it manages. Each strategy employed by the Funds and other client mandates employs a defined risk framework, as discussed in Item 8 of this brochure. In addition, with respect to any separate account mandate, such authority is generally subject to the oversight of the client.

ITEM 17: VOTING CLIENT SECURITIES

Based on Chenavari's credit investment strategies (described above), we do not expect to receive any proxy requests. To the extent that we do receive any such requests in connection with our advisory business, we will undertake to vote such securities in the best interests of the applicable Chenavari Fund or other client.

ITEM 18: FINANCIAL INFORMATION

This item is not applicable to Chenavari.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

This item is not applicable to Chenavari.
