

# **Blackstone Alternative Solutions L.L.C.**

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Form ADV Part 2A Brochure

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December 23, 2015

**Blackstone**

# **Blackstone Alternative Solutions L.L.C.**

## **Item 1 – Cover Page**

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### **Blackstone Alternative Solutions L.L.C.**

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December 23, 2015

Form ADV, Part 2A, the “Disclosure Brochure” or “Brochure,” required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), provides information about the qualifications and business practices of Blackstone Alternative Solutions L.L.C. (“BAS”).

If you have any questions about the contents of this Brochure, please contact Peter Rand, Head of Global Client Operations and Reporting for BAS, at (212) 583-5071; . 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.

Additional information about BAS also is available at the SEC’s website (click on the link “Investment Adviser Search”, select “Investment Adviser Firm” and type in BAS’s name). Results will provide you with both Parts 1 and 2A of BAS’s Form ADV.

BAS is registered with the SEC as an investment adviser. BAS’s registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, serve as information for you to use to evaluate BAS and should be considered in your decision whether to hire BAS or to continue to maintain a mutually beneficial relationship.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 2 – Material Changes**

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- ▶ There is no material change incorporated herein since BAS's last posting of this document on March 27, 2015 on the SEC's public disclosure website (IAPD) .
- ▶ BAS, at any time, may update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form).
- ▶ If you would like another copy of this Brochure, please download it from the SEC website as indicated above or contact BAS's Head of Global Client Operations and Reporting, Peter Rand, at (212) 583-5071 or .

# Blackstone Alternative Solutions L.L.C.

## Item 3 – Table of Contents

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	Page
Item 3.1 – Defined Terms .....	1
Item 4 – Advisory Business .....	3
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees .....	8
Item 7 – Types of Clients.....	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	10
Item 9 – Disciplinary Information .....	15
Item 10 – Other Financial Industry Activities and Affiliations .....	16
Item 11 – Code of Ethics .....	21
Item 12 – Brokerage Practices .....	32
Item 13 – Review of Accounts .....	34
Item 14 – Clients Referrals and Other Compensation .....	36
Item 15 – Custody .....	37
Item 16 – Investment Discretion .....	38
Item 17 – Voting Client Securities (i.e., Proxy Voting) .....	40
Item 18 – Financial Information.....	41
Item 19 – Requirements for State Registered Advisers.....	42

# Blackstone Alternative Solutions L.L.C.

## Item 3.1 – Defined Terms

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As used throughout this Brochure, the following terms have the following meanings:

**Advisers Act:** Investment Advisers Act of 1940, as amended.

**Advisory Client:** A client to which BAAM provides advisory services regarding the client's hedge fund portfolio, typically on a non-discretionary basis.

**Arcesium:** Arcesium LLC, a middle- and back-office service and technology provider, in which BAAM holds a non-controlling, minority equity interest.

**BAAM:** Blackstone Alternative Asset Management L.P., a registered investment adviser and an affiliate of BAS.

**BAAM Funds:** A series of private investment funds and Registered Funds sponsored and managed by BAAM that predominantly engage in multi-manager investment programs. The BAAM Funds are commonly referred to in the industry as funds of hedge funds or FoHFs.

**BAIA:** Blackstone Alternative Investment Advisors LLC, a registered investment adviser and an affiliate of BAS.

**BAP:** Blackstone Advisory Partners L.P., a registered broker-dealer and an affiliate of BAS.

**BAS:** Blackstone Alternative Solutions L.L.C., the registrant.

**BAS Funds or Strategic Opportunity Funds:** A series of private investment funds and accounts managed by BAS, which participate in a broad range of individual investment opportunities, involving equity and debt securities and other financial instruments and transactions.

**BAS Investment Committee:** A BAS committee comprised of certain Senior Managing Directors and Managing Directors of the Hedge Fund Solutions Group.

**Blackstone:** The Blackstone Group L.P. (NYSE: BX), which is the ultimate parent of BAS.

**Blackstone Affiliated Manager:** A manager with which Blackstone currently has (or in the future may have) an ownership interest or revenue share, or is (and in the future may be) otherwise affiliated.

**Blackstone Proprietary Funds:** Pooled investment vehicles or separately managed accounts pursuing alternative investment strategies formed and managed in total or through a partnership or other arrangement by Blackstone.

**BSA:** Blackstone Senfina Advisors L.L.C., a registered investment adviser and an affiliate of BAS.

**BSA Funds:** A series of private investment funds managed by BAS's affiliate, BSA, which allocate capital among unaffiliated portfolio managers and invest capital directly.

**BSA Manager:** The unaffiliated portfolio managers to which BSA Funds allocates capital.

**BSA Revenue Share:** Revenue share or other economic interest the BSA Funds receive from the BSA Managers.

**BSAA:** Blackstone Strategic Alliance Advisors L.L.C., a registered investment adviser and an affiliate of BAS.

# Blackstone Alternative Solutions L.L.C.

## Item 3.1 – Defined Terms

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**BSAA Funds or Strategic Alliance Funds:** A series of private investment funds managed by BAS' affiliate, BSAA, which are engaged in providing "seed capital" to hedge fund managers.

**BSCA:** Blackstone Strategic Capital Advisors L.L.C., a registered investment adviser and an affiliate of BAS.

**BSCA Funds:** A series of private investment funds managed by BAS's affiliate, BSCA, which are engaged in acquisitions of minority interests in alternative asset managers.

**Client Constituent Documents:** The Confidential Offering Memorandum, Limited Partnership Agreement, Memorandum and Articles of Association, Limited Liability Company Agreement, Investment Management Agreement and/or other applicable constituent documents for a Client.

**Co-Investments:** Investments made by a BAS Fund alongside an Underlying Manager in specific one-off opportunities, which investments are in addition to and distinct from the BAS Fund's Investment in the Underlying Manager's commingled investment vehicle.

**Code:** Blackstone's and BAS's Code of Ethics mandated by the Investment Advisers Act of 1940, as amended.

**Hedge Fund Solutions Group or HFS:** The division of Blackstone which includes BAAM, BSAA, BAS, BAIA, BSCA and BSA, each a registered investment adviser.

**High Water Mark:** A loss carryforward provision in which there will be no performance-based fee payable to a Client until the amount of the loss previously allocated has been recouped. This may apply if a Client has a loss chargeable to it during any fiscal year, and during a subsequent fiscal year there is a profit allocable to such Client.

**Investor:** An investor in a BAS Fund.

**Registered Fund:** A management investment company registered under the Investment Company Act of 1940, as amended, and managed by BAAM or BAIA.

**SAF Managers:** The hedge fund managers to which the BSAA Funds allocate capital. **Strategic Alliance Funds or BSAA Funds:** A series of private investment funds managed by BAS's affiliate, BSAA, which are engaged in providing "seed capital" to hedge fund managers.

**Strategic Capital Manager:** An unaffiliated manager in which the BSCA Funds have taken a minority stake.

**Underlying Investment Vehicles:** The funds and accounts managed by the Underlying Managers on behalf of the BAS Funds.

**Underlying Managers:** The hedge fund managers to which the BAS Funds allocate capital.

# Blackstone Alternative Solutions L.L.C.

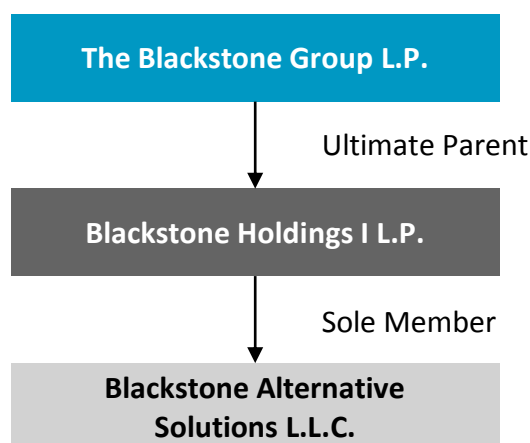
## Item 4 – Advisory Business

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### Overview of the Firm

BAS, a Delaware limited liability company, primarily provides investment advisory services to private investment funds (collectively, the “BAS Funds”) that predominantly invest and trade in a wide variety of securities, assets and instruments (including without limitation, equity securities, debt, debt-related instruments, currencies, commodities, futures contracts, options and other derivative instruments). BAS is an affiliate of Blackstone Alternative Asset Management L.P. (“BAAM”), a leading hedge fund solutions provider which, together with its affiliates in the Hedge Fund Solutions Group (“HFS”), manages or advises approximately \$68.4 billion as of September 30, 2015 (does not include non-discretionary advisory clients). Please note that this is an unaudited estimate. BAS derives significant benefits from the experience of BAAM in the investment, operational, legal, structuring and compliance aspects of hedge funds.

BAS was founded in 2011 as part of The Blackstone Group L.P. (NYSE: BX) (“Blackstone”), which is the ultimate parent of BAS and BAAM. Blackstone is one of the leading alternative investment managers in the world with investment programs and services concentrating in the private equity, real estate, corporate advisory and debt / credit areas, as well as the hedge fund solutions business. BAS and BAAM shares employees and facilities with Blackstone Strategic Alliance Advisors L.L.C. (“BSAA”), Blackstone Strategic Capital Advisors L.L.C. (“BSCA”), Blackstone Alternative Investment Advisors L.L.C. (“BAIA”) and Blackstone Senfina Advisors L.L.C. (“BSA”), each a registered investment adviser. BAAMBAAMPlease see **Item 10 – Other Financial Industry Activities and Affiliations** for more information.



BAS’s assets under management (“AUM”) were \$6.6 billion as of September 30, 2015. This includes investments made by BAAM Clients into BAS Funds. Please note that this is an unaudited estimate.

# **Blackstone Alternative Solutions L.L.C.**

## **Item 4 – Advisory Business**

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### **Overview of Advisory Services**

As investment adviser to the BAS Funds, BAS:

- ▶ Identifies and implements investment opportunities for BAS Funds;
- ▶ Participates in the monitoring of BAS Funds' investments;
- ▶ Makes decisions on behalf of BAS Funds to make and/or redeem investments;
- ▶ Engages in foreign currency hedging transactions and/or the hedging of certain market exposures for certain BAS Funds; and
- ▶ May facilitate credit arrangements with a third party on behalf of certain BAS Funds to allow the BAS Funds to borrow for bridge financing purposes and to leverage their investments (within the leverage limits stated in the Client Constituent Documents).

Investors in BAS Funds ("Investors") are not deemed to be BAS clients but are entitled to the rights and benefits described in the applicable Confidential Offering Memorandum, Limited Partnership Agreements, Memorandum and Articles of Association, Limited Liability Company Agreement, Investment Management Agreements and/or other applicable constituent documents for a Client. .

BAS typically engages third party service providers, such as custodians, administrators and/or auditors, on behalf of the BAS Funds.



# Blackstone Alternative Solutions L.L.C.

## Item 5 – Fees and Compensation

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### Asset-Based Advisory Fees

In general, BAS charges an asset-based advisory fee of up to 1.5% of assets under management. The fee paid to BAS is reduced by asset-based advisory fees charged by the Underlying Managers. This arrangement may incentivize BAS to favor Underlying Managers that charge lower fees. Generally, BAAM Funds and BAS / Blackstone employees and retired partners are not subject to such asset-based advisory fees.

BAS's asset-based advisory fees and performance-based fees are not inclusive of all fees and expenses. Please see **Additional Fees and Expenses** section below.

### Performance-Based Fees

Please see **Item 6 – Performance-Based Fees** for more detail.

### Fee Negotiations

Fees generally are non-negotiable. However, BAS Funds in their absolute discretion have agreed with Investors (and may do so in the future) to waive or modify the fees, in accordance with BAS Funds' ability to enter into side letters as set forth in **Item 11 – Code of Ethics (Investment Related Potential Conflicts)** section.

### Payment of Asset-Based Advisory Fees

Fees are paid to BAS in accordance with the Client Constituent Documents. In general, asset-based advisory fees accrue on a monthly basis and are paid quarterly. Investors in a BAS Fund bear indirectly their pro rata share of asset-based fees for the time period they are invested in the BAS Funds (i.e., Investors only will be charged for the days that they are invested in a BAS Fund).

### Additional Fees and Expenses:

BAS's asset-based advisory fees and performance-based fees are not inclusive of all the fees and expenses Investors may pay. The following is a list of fees and/or expenses that BAS Funds may pay to third parties. This list is not intended to be exhaustive; the relevant Client Constituent Documents provide further detail relating to fees and expenses.

- Broken Deal Expenses
- Credit Facility Fees, including Interest Charges
- Board of Director Fees
- Legal and Accounting Fees
- Administration Fees and Expenses
- Expenses Associated with the Ongoing Offering of Interests, including Costs of Registration
- Evaluation, Acquisition, Financing, Hedging and Disposition of Investments or Prospective Investments

## **Blackstone Alternative Solutions L.L.C.**

### **Item 5 – Fees and Compensation**

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- Regulatory Filing Fees, including Preparation Fees
- Brokerage Commissions
- Interest on Debit Balances
- Borrowing and Investment Banking Expenses
- Clearing and Settlement Charges
- Custodial Fees
- Certain Technology Costs
- Portfolio Management and Risk Management Fees
- Travel and Research Expenses
- Information Subscriptions Utilized with Respect to the Fund's Investment Program
- Costs of Litigation and Investigation
- Indemnification Expenses
- Pro-Rata Share of Similar Expenses of the BSOF Master Fund L.P.

Investors in a BAS Fund indirectly bear their pro rata share of such additional fees and expenses for the time period they are invested in the BAS Fund.

BAS employees do not receive (directly or indirectly) any compensation from the purchase or sale of securities or investments that are purchased or sold for BAS Funds or for which BAS provides advisory expertise / services. BAS is a “fee only” investment adviser and, therefore, except as described below, BAS does not have any potential conflicts of interest relating to any additional, undisclosed compensation from BAS Funds or Underlying Managers.

Arcesium LLC (“Arcesium”) will provide certain middle- and back-office services and technology to the BAS Funds and certain other Blackstone-affiliated funds. BAAM holds a non-controlling, minority equity interest in Arcesium. The services and technology provided to the BAS Funds by Arcesium are expected to support various post-trade activities, including trade capture, cash and position reconciliations, asset servicing, margin and collateral monitoring, pricing-related services, portfolio data warehousing, and other services and technology as agreed between BAS and Arcesium.

In return for the services provided to the BAS Funds, Arcesium will receive from the BAS Funds a one-time upfront implementation fee, an annual software fee (based on the BAS Funds’ net asset value), and an annual operations services fee (also based on the BAS Funds’ net asset value), as negotiated by BAS and Arcesium (such fees in the aggregate, the “Arcesium Fees”). Arcesium Fees paid by the BAS Funds will be consistent with those charged to other Arcesium clients. Additional information regarding the Arcesium Fees is available from BAS upon request.

In connection with BAAM’s minority equity ownership interest in Arcesium, BAAM is expected to receive cash distributions from Arcesium from time to time. Subject to applicable law

## **Blackstone Alternative Solutions L.L.C.**

### **Item 5 – Fees and Compensation**

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(including ERISA), such cash distributions are expected to be used to reimburse BAAM for the operating expenses of Arcesium which BAAM has previously paid. Following such expected reimbursement, any further cash distributions received by BAAM from Arcesium will be applied to reimburse the Arcesium Fees paid by the BAS Funds and the other funds managed by the Hedge Fund Solutions Group which are clients of Arcesium (the “HFS Arcesium Clients”). In the event that cash distributions received by BAAM from Arcesium exceed the Arcesium Fees paid by the BAS Funds and the HFS Arcesium Clients, any excess amounts are expected to be retained by BAAM. In the event that Arcesium is sold to a third-party, there is no guarantee that BAAM will continue to receive such cash distributions and that the BAS Funds and HFS Arcesium Clients will be reimbursed for any portion of the Arcesium Fees paid by them.

## Blackstone Alternative Solutions L.L.C.

### Item 6 – Performance-Based Fees

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In addition to the asset-based advisory fees disclosed in **Item 5 – Fees and Compensation** above, BAS Funds generally will be charged a performance-based fee generally equal to 25% of net profits, inclusive of the Underlying Manager fee, subject to loss carryforward provisions. BAS's fees will be reduced by the full amount of any fees paid to BAS Underlying Managers. This arrangement may incentivize BAS to favor Underlying Managers that charge lower fees. Under a loss carryforward provision (also referred to as a "High Water Mark"), if a BAS Fund has a loss chargeable to it during any fiscal year, and during a subsequent fiscal year there is a profit allocable to such BAS Fund, there will be no performance-based fee payable to BAS with respect to such BAS Fund until the amount of the loss previously allocated has been recouped.

Investors in a BAS Fund are allocated their pro rata share of performance-based fees for the time period they are invested in the BAS Fund. These fee arrangements are more thoroughly described in the relevant Client Constituent Documents.

Generally, performance-based fees are waived or reduced for BAAM Funds and are waived for BAS / Blackstone employees and retired partners.

Note: BAS's asset-based advisory fees and performance-based fees are not inclusive of all fees. Please see **Item 5 – Fees and Compensation (Additional Fees and Expenses)** section.

Please note the existence of a performance-based fee may incentivize BAS to manage the BAS Funds' assets in a more aggressive manner than if there was no performance-based fee. Further, potential for differing performance-based fees for BAS Funds trading side-by-side creates a potential conflict of interest on the part of BAS with respect to the allocation of investment opportunities. BAS has a trade allocation policy (see **Item 12 – Brokerage Practices**) that is designed to address these potential conflicts of interest.

Since Underlying Managers are compensated based on the performance of their investment(s), a particular Underlying Manager will typically receive a performance allocation in respect of its positive investment performance even during a period when the BAS Fund experiences a loss.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 7 – Types of Clients**

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BAS' clients consist of the BAS Funds. Investors in BAS Funds are based in the U.S. and outside of the U.S. and may consist of:

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

All Investors are subject to applicable suitability and eligibility requirements.

## **Blackstone Alternative Solutions L.L.C.**

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

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Investment opportunities often are sourced through existing BAAM manager relationships. In addition, BAS has access to a broader manager universe through the Hedge Fund Solutions Group's ongoing sourcing efforts that may lead to the identification of attractive individual opportunities with managers not currently on the BAAM platform. BAS also sources ideas through the broader Blackstone network, subject to Blackstone's internal information wall policy.

#### **Analysis**

BAS identifies, researches, interviews, evaluates, selects and monitors the Underlying Managers and/or Co-Investments with which the BAS Funds invest. The Underlying Managers execute various types of investment strategies and offer a broad range of Co-Investment opportunities. BAS selects and monitors the Underlying Managers and Co-Investments based on numerous criteria, which include, but are not limited to:

- ▶ Investment performance
- ▶ Risk management techniques
- ▶ Levels of volatility
- ▶ Liquidity
- ▶ Investment philosophies
- ▶ Factors relating to management and investment professionals such as experience and commitment

#### **Investment Strategies**

BAS engages in a broad range of direct investment opportunities, involving equity and debt securities and other financial instruments and transactions. Investments typically are sourced and managed by third parties but may also be sourced and managed by affiliates of BAS or directly by BAS. These investment opportunities could arise from market opportunities and/or special situations, which could include, but are not limited to:

- ▶ Market Opportunities
  - Thematic
  - Asymmetric Trades
  - Equity Like Participation
  - Single Securities
- ▶ Special Situations
  - Distressed
  - Regulatory Change
  - Off-The-Run Assets
  - Liquidity Provider

## Blackstone Alternative Solutions L.L.C.

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

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BAS's primary goal is to identify the right opportunities and situations without specific diversification requirements or limitations. As such, there is concentration risk. BAS will implement market and currency hedges as BAS determines, in its discretion, are necessary or appropriate. BAS is not required to implement any particular hedging transactions and there is no assurance that any such transactions will be effective or will protect BAS Funds from losses.

#### Risk of Loss

**General Economic and Market Conditions:** The success of BAS's and the Underlying Manager's investments activities will be affected by general economic and market conditions, such as:

- ▶ Interest rates
- ▶ Availability of credit
- ▶ Credit defaults
- ▶ Inflation rates
- ▶ Economic uncertainty
- ▶ Changes in laws (including laws relating to taxation of the Underlying Managers' investments)
- ▶ Trade barriers
- ▶ Currency exchange controls
- ▶ National and international political circumstances (including wars, terrorist acts or security operations)

These factors may affect the level and volatility of financial instruments' prices and the liquidity of the investments. Volatility or illiquidity could impair the investment profitability or result in losses.

The Underlying Managers may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets — the larger the positions, the greater the potential for loss. Certain Underlying Managers and/or Co-Investments may invest outside of the U.S. and the economies of non-U.S. countries may differ favorably or unfavorably from the U.S. economy in such respects as:

- ▶ Growth of gross domestic product
- ▶ Rate of inflation
- ▶ Currency depreciation
- ▶ Asset reinvestment
- ▶ Resource self-sufficiency
- ▶ Balance of payments position

Further, certain non-U.S. economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange

## **Blackstone Alternative Solutions L.L.C.**

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

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controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain non-U.S. countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

**Investment and Trading Risk:** All investments made by the BAS Funds risk the loss of capital (*i.e.*, invested amount). BAS and Underlying Managers may utilize such investment techniques as margin transactions, short sales, option transactions, forward and futures contracts, and other derivatives trading, which practices, in certain circumstances, will increase the risk of losses. No guarantee or representation is made that BAS's or any Underlying Manager's investments will be successful, and investment results may vary substantially over time. BAS Funds and Investors are subject to the risk of substantial losses. BAS typically does not have any responsibility for, involvement with or control over the Underlying Managers' investments or other activities.

Additional risks associated with investments in BAS Funds include (among others) which are set out in greater detail in the Client Constituent Documents:

#### **Risks Primarily Associated with BAS and the Operation of the BAS Funds**

- ▶ Political, Economic, and Other Market Conditions
- ▶ Risk of Investments
- ▶ Compulsory Withdrawal
- ▶ Concentration of Fund Portfolio; Diversification; Volatility
- ▶ Dependence on BAS and the Underlying Managers
- ▶ Increased Regulatory Oversight
- ▶ Information Technology Systems
- ▶ Limited Liquidity; Liquidity and Information Rights
- ▶ Lack of management Rights
- ▶ "Style Drift"
- ▶ Valuations
- ▶ Risk management Activities; Monitoring Investments
- ▶ Breach of Governing Investments by Underlying Managers; Termination of Underlying Managers
- ▶ Investments by the Investment Manager
- ▶ Use of Special Purpose Entities; Co-Investments; Non-Lead Investments
- ▶ Restrictions
- ▶ Distributions



## **Blackstone Alternative Solutions L.L.C.**

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

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- ▶ Forms of Withdrawal Payments
- ▶ Potential Involvement in Litigation
- ▶ Access to Information; Enhanced Liquidity; Side Letters
- ▶ Investment Liabilities
- ▶ Cross Class Liabilities
- ▶ FOIA and Similar Laws
- ▶ Financial Markets and Regulatory Change
- ▶ Impact of AIFM Directive
- ▶ Execution, Risks and Error
- ▶ Government Regulation
- ▶ Cyber Security Breaches and Identity Theft
- ▶ Handling of Mail
- ▶ Lack of Operating History
- ▶ Volatility

#### **Risks Primarily Arising from Investment Activities of the Underlying Managers**

- ▶ Futures, Options and Derivative Instruments
- ▶ Highly Volatile Markets
- ▶ Interest Rate Fluctuations
- ▶ Borrowing; Leverage
- ▶ Non-U.S. Currencies and Investment
- ▶ Indirectly Investing in “Side Pockets”
- ▶ Short Selling
- ▶ Significant Positions
- ▶ Systemic Risk
- ▶ Tax Considerations
- ▶ Trading in Securities and Other Investments That May be Illiquid
- ▶ Turnover
- ▶ U.S. Government Securities
- ▶ Restricted New Issues
- ▶ Currency Exposure
- ▶ Arbitrage Transactions

## **Blackstone Alternative Solutions L.L.C.**

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

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- ▶ Debt Securities; Bank Debt
- ▶ Distressed Securities
- ▶ Emerging Market Investments
- ▶ Project Finance Investments
- ▶ Proxy Contests and Unfriendly Transactions
- ▶ Event Driven Investment
- ▶ Relative Value Investing
- ▶ Delayed Schedules K-1
- ▶ Equity Securities Generally
- ▶ Small and Medium Capitalization Companies
- ▶ Preferred Stock
- ▶ Investments in Unregistered Securities
- ▶ High-Yield Debt and Non-Investing Grade Securities
- ▶ Investments in Troubled and Leveraged Companies
- ▶ Uncovered Risks
- ▶ Price Risks
- ▶ Financial Fraud
- ▶ FINRA Rule 5130
- ▶ FINRA Rule 5131
- ▶ Purchasing Securities of Initial Public Offerings
- ▶ Institutional and Counterparty Risks
- ▶ Tax Liabilities without Distributions
- ▶ Unrelated Business Taxable Income
- ▶ Tax Considerations Taken Into Account
- ▶ Non-U.S. Taxation

The above list is provided for illustrative purposes and is not intended to be all inclusive. A detailed description of the risks associated with BAS's investment strategy is included in the Client Constituent Documents of the respective BAS Funds, copies of which are provided to prospective investors and should be carefully reviewed prior to investing.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 9 – Disciplinary Information**

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As of the date of this Brochure, BAS does not have any legal, financial or other disciplinary items to report to you. BAS is obligated to disclose any disciplinary event that would be material to you when evaluating a client / adviser relationship.

On occasion, in the ordinary course of its business, Blackstone is named as a defendant in a lawsuit or arbitration. BAS does not believe that any current litigation to which Blackstone is a party will have a material adverse effect on BAS and/or the BAS Funds. As of the date of this Brochure, BAS is not the subject of litigation and, to the knowledge of BAS, no employee of BAS is the subject of litigation.

## Blackstone Alternative Solutions L.L.C.

### Item 10 – Other Financial Industry Activities and Affiliations

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BAS is an affiliate of the following entities:

#### Broker / Dealer Entities

Blackstone Advisory Partners L.P.	Provides a variety of investment banking services
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#### Investment Advisor Entities

Bayview Asset Management, LLC	Provides investment advisory services focusing on real estate backed loans and mortgage securities (deemed to be an affiliate solely for the purpose of the Form ADV)
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Blackstone Alternative Asset Management L.P.	Manages a series of private and closed end funds engaged in multi-manager investment programs (i.e., fund of hedge funds)
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Blackstone Alternative Investment Advisors LLC	Provides investment advisory services to open end mutual funds
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Blackstone Clean Technology Advisors L.L.C.	Provides investment advisory services to private investment funds specializing in the cleantech energy sector
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Blackstone Communications Advisors I L.L.C.	Provides investment advisory services to a private investment fund specializing in communications-related private equity investments
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Blackstone Core Equity Advisors L.L.C.	Provides investment advisory services to various private equity funds
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Blackstone Debt Advisors L.P.	Provides investment advisory services to private investment funds specializing in debt securities
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Blackstone / GSO Debt Funds Europe Limited	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
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Blackstone / GSO Debt Funds Management Europe Limited	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
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Blackstone / GSO Debt Funds Management Europe II Limited	Provides investment advisory services to a number of debt focused private investment funds
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Blackstone Management Partners L.L.C.	Provides investment advisory services to various private equity funds
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Blackstone Management Partners IV	Provides investment advisory services to various
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## Blackstone Alternative Solutions L.L.C.

### Item 10 – Other Financial Industry Activities and Affiliations

L.L.C.	private equity funds
Blackstone Mezzanine Advisors L.P.	Provides investment advisory services to private investment funds specializing in mezzanine financing
Blackstone Property Advisors L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors III L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors IV L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors V L.P.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Advisors Europe L.P.	Provides investment advisory services to various real estate investment funds
Blackstone Real Estate Advisors International L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Real Estate Income Advisors L.L.C.	Provides investment advisory services to one or more registered closed-end real estate investment funds
Blackstone Real Estate Special Situations Advisors (Isobel) L.L.C.	Provides investment advisory services to private investment funds and accounts which invest primarily in public and private debt and other interests of real estate assets and real estate-related holdings
Blackstone Real Estate Special Situations Advisors L.L.C.	Provides investment advisory services to various private real estate investment funds
Blackstone Senfina Advisors L.L.C.	Provides investment advisory services to private investment funds which allocate capital among unaffiliated portfolio managers and invest capital directly
Blackstone Strategic Alliance Advisors L.L.C.	Manages a series of private funds engaged in a hedge fund “seeding” program
Blackstone Strategic Capital Advisors L.L.C.	Manages private funds engaged in acquisitions of minority interests in alternative asset managers
Blackstone Tactical Opportunities Advisors L.L.C.	Provides investment advisory services to multi-discipline, multi-asset class private funds
Blackstone Multi-Asset Advisors	Provides investment advisory services to various

## Blackstone Alternative Solutions L.L.C.

### Item 10 – Other Financial Industry Activities and Affiliations

L.L.C.	private investment funds focusing on investments across Blackstone's private investment funds
Blackstone Treasury Solutions Advisors L.L.C.	Provides investment advisory services to funds invested primarily in diversified fixed income and hedge fund products
BSCA Advisors L.L.C.	Provides investment advisory services to certain co-investment vehicles relating to funds managed by Blackstone Strategic Capital Advisors L.L.C.
BXMT Advisors L.L.C.	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
CT High Grade Mezzanine Manager, LLC	Provides investment advisory services to assets owned by a third party insurance company
CT High Grade Partners II Manager, LLC	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
CT Investment Management Co., L.L.C.	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets.
CT Large Loan Manager, LLC	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
CT OPI Manager, LLC	Provides investment advisory services to real estate debt and securities private funds, managed accounts and CDOs focused on loans and securities backed by commercial real estate assets
GSO / Blackstone Debt Funds Management LLC	Provides investment advisory services to a number of debt-focused private investment funds, closed-end funds and separately managed accounts
GSO Capital Advisors LLC	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
GSO Capital Advisors II LLC	Provides investment advisory services to a number of debt focused private investment funds and separately

## Blackstone Alternative Solutions L.L.C.

### Item 10 – Other Financial Industry Activities and Affiliations

	managed accounts
GSO Capital Partners LP	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
GSO Capital Partners International LLP	Provides investment advisory services to a number of debt focused private investment funds and separately managed accounts
Strategic Partners Fund Solutions Advisors L.P.	Provides investment advisory services to a number of pooled investment and custom vehicles operating as private investment funds
The Blackstone Group (HK) Limited	Hong Kong investment advisory firm, which serves as a sub-advisor to the registrant
The Blackstone Group International Partners LLP	U.K. investment advisory firm, which serves as a sub-advisor to the registrant

#### Commodity Trading Advisor & Commodity Pool Operator Entities

Blackstone Alternative Asset Management L.P.	Manages a series of private and closed end funds engaged in multi-manager investment programs (i.e., fund of hedge funds)
Blackstone Alternative Investment Advisors LLC	Provides investment advisory services to open end mutual funds
Blackstone Senfina Advisors L.L.C.	Provides investment advisory services to private investment funds which allocate capital among unaffiliated portfolio managers and invest capital directly
Blackstone Strategic Alliance Advisors L.L.C.	Manages a series of private funds engaged in a hedge fund “seeding” program
Blackstone Strategic Capital Advisors L.L.C.	Manages private funds engaged in acquisitions of minority interests in alternative asset managers

#### Commodity Pool Operator Entities

Blackstone Alternative Asset Management Associates L.L.C.	Serves as general partner of BAAM Funds which are structured as limited partnerships
Blackstone Treasury Solutions Advisors L.L.C.	Provides investment advisory services to funds invested primarily in diversified fixed income and hedge fund products

## **Blackstone Alternative Solutions L.L.C.**

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

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Note: Other entities within the Hedge Fund Solutions Group, which serve as general partners of funds managed by BAS affiliates (and are listed in BAS's ADV Part 1, Schedule D Section 7A), may be deemed to be investment advisors but are not required to be registered as such. BAS also manages a number of private investments vehicles, which are listed in BAS's ADV Part 1, Schedule D Section 7B(1).

#### **Potential Conflicts of Interest specific to Blackstone Advisory Partners L.P.**

Blackstone Advisory Partners L.P. ("BAP") is a registered broker dealer and an affiliate of BAS. BAP does not make markets in any securities and generally does not hold proprietary positions in securities or other investments. BAP engages in underwriting activities, which generally involve underwriting of debt and equity securities by Blackstone private equity portfolio companies.

On October 1, 2015, Blackstone spun off the financial and strategic advisory and restructuring and reorganization advisory divisions of BAP, as well as its Park Hill Group fund placement business, and combined these businesses with PJT Partners, an independent financial advisory firm founded by Paul J. Taubman ("PJTP"). While PJTP will operate independently from Blackstone and will not be an affiliate thereof, nevertheless conflicts may arise in connection with transactions between or involving the Blackstone managed funds and portfolio companies on the one hand and PJTP on the other. Specifically, it is expected that there will be substantial overlapping ownership between Blackstone and PJTP for a considerable period of time going forward. Such overlapping ownership, as well as the relationship between Blackstone and its former personnel involved in PJTP and co-investment and other continuing arrangements with such former personnel, may influence Blackstone in deciding to select or recommend PJTP to perform services for Blackstone or Blackstone managed funds (or a portfolio company) (the cost of which will generally be borne directly or indirectly by Blackstone or Blackstone managed funds or such entity, as applicable).

BAS marketing personnel who are responsible for raising assets for the BAS Funds are registered representatives of BAP. BAP does not receive any compensation relating to such arrangement.

See **Item 11 – Code of Ethics** for a further discussion of potential conflicts of interest.



## **Blackstone Alternative Solutions L.L.C.**

### **Item 11 – Code of Ethics**

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As required by the Advisers Act, Blackstone and BAS have adopted a Code of Ethics (the “Code”) that governs a number of potential conflicts of interest which exist when providing advisory services to the BAS Funds. This Code is designed to enable BAS to meet its fiduciary obligation to BAS’s clients (or prospective clients) and to instill a culture of compliance within BAS. An additional benefit of the Code is to assist Blackstone and BAS in preventing violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter, and it is available on Blackstone’s intranet. BAS also supplements the Code with ongoing monitoring of employee activity.

The Code includes (among other things):

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

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

#### **Potential Conflicts of Interest**

Blackstone offers many different products and services and there are several potential conflicts of interest which may arise, including, but not limited to, those identified below. BAS has adopted, and continues to adopt, policies and procedures to address such potential conflicts of interest.

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

### Investment Related Potential Conflicts

Potential Conflict	Mitigating Policy
<p>Blackstone currently has (or in the future may have) an ownership interest or revenue share in, or is (and in the future may be) otherwise affiliated with, various investment managers (each a “Blackstone Affiliated Manager”). BAS may have an incentive to allocate the BAS Funds’ assets to Blackstone Affiliated Managers since affiliates of BAS will receive fees relating to such allocations and otherwise will have a direct or indirect financial interest in the success of such managers.</p> <p>For example, Blackstone Strategic Capital Advisors L.L.C. (“BSCA”), an affiliate of BAS, manages certain funds (the “BSCA Funds”) that seek to make minority investments in investment managers (the “Strategic Capital Managers”). An investment by a BAS Fund with a Strategic Capital Manager generally would benefit BSCA Funds and a withdrawal by a BAS Fund from such manager generally would be detrimental to the BSCA Funds.</p> <p>Similarly, BAS Funds may invest with Underlying Managers which are provided seed funding by the Blackstone Strategic Alliance Funds (the “Strategic Alliance Funds”), which are managed by Blackstone Strategic Alliance Advisors L.L.C. (“BSAA”), an affiliate of BAS. An investment by a BAS Fund with a manager funded by the Strategic Alliance Funds (a “SAF Manager”) generally would benefit the Strategic Alliance Funds and a withdrawal by a BAS Fund from such investment generally would be detrimental to the Strategic Alliance Funds. In addition, the BAS Fund may seek to negotiate preferential terms and conditions from the SAF Manager, which</p>	<p>The BAS Investment Committee will approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).</p> <p>In certain circumstances where Blackstone, directly or indirectly, holds an interest in an Underlying Manager, BAS or one of its affiliates may rebate or waive its fees relating to the investment by a BAS Client with such manager. For example, BSAA’s portion of the fees generated from a BAS Fund’s investment with a SAF Manager, including Co-Investments, are rebated to such BAS Fund. (The Strategic Alliance Fund investors retain their portion of the fees.) Similarly, BSA is not entitled to receive a revenue share or other economic interest relating to a BAS Fund’s investment with a BSA Manager. There typically is no rebate or waiver in the case of a BAS Fund’s investment with a BSCA Fund unless the BAS client is subject to ERISA.</p> <p>When BAS Funds invest with a SAF Manager or a Strategic Capital Manager, BAAM / BAS Compliance and designated senior members of the BAS Investment Committee must sign a separate approval in addition to the general Investment Committee approval. The same policy is expected to be followed for investment(s) by BAS Funds with BSA Managers.</p>

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
<p>terms and conditions may be subject to the approval of BSAA and may trigger certain “most favored nation” rights for the Strategic Alliance Funds.</p> <p>Blackstone Senfina Advisors L.L.C. (“BSA”), an affiliate of BAS, invests a portion of the BAS Fund’s assets under management on a discretionary basis as an Underlying Manager. BSA manages certain other funds (the “BSA Funds”) that primarily allocate capital among unaffiliated portfolio managers (the “BSA Managers”); BSA also invests and trades directly.</p> <p>The BSA Managers generally will manage capital exclusively for the BSA Funds during an initial investment period, although the BSA Managers may manage capital for BSA affiliates during such exclusivity period. Thereafter, the BSA Managers may invest capital for other investors through a hedge fund and/or managed account platform (such platforms are referred to herein as the “PM Businesses”). The BAS Funds and other Blackstone clients may in the future seek to invest in investment vehicles and accounts managed by the BSA Managers in connection with their PM Businesses.</p> <p>To the extent that the PM Businesses have limited capacity, BSA and Blackstone may be required to choose among a BSA Fund and such other Blackstone clients in allocating assets to such PM Businesses. In the foregoing scenario, BSA and Blackstone intend to allocate such opportunities in a fair and equitable manner and in accordance with their respective written allocation procedures, taking into account various investment criteria, such as the relative amounts of capital available for investments, relative exposure to market</p>	

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
<p>trends, investment objectives, liquidity, diversification, contractual terms and restrictions and similar factors.</p> <p>BSA typically will hold a revenue share or other equity interest in the PM Businesses (the “BSA Revenue Share”). The existence of the BSA Revenue Share may give BSA an incentive to maintain or increase a capital allocation to a BSA Manager that would not have existed in the absence of a revenue share arrangement. Similarly, an investment by a BAS Fund or an other Blackstone client with a BSA Manager or in a BSA Fund generally will benefit BSA and a withdrawal/redemption by the Fund or a BAS other Blackstone client from such manager or BSA Fund generally will be detrimental to BSA. Accordingly, there may be a conflict between BAS’s fiduciary obligation to the BAS Fund and Blackstone’s fiduciary obligation to the other Blackstone clients, on the one hand, and BAS’s and Blackstone’s interest in the success of the BSA Managers and the BSA Funds, on the other hand.</p> <p>The investors that contributed capital to the BSA Funds during an initial seed period received a portion of the BSA Revenue Share otherwise payable to BSA, subject to certain forfeiture provisions.</p> <p>There is significant overlap between the BAS Investment Committee and the investment committees for the BSCA Funds, Strategic Alliance Funds and BSA Funds.</p> <p>BSCA, BSAA and BSA do not represent an exhaustive list of Blackstone Affiliated Managers.</p>	
Blackstone Alternative Asset Management L.P. (“BAAM”), an affiliate of BAS, serves as	The BAS Investment Committee will approve all investment decisions of the BAS

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
<p>investment manager for a series of private funds engaged in multi-manager investment programs (<i>i.e.</i>, funds of hedge funds) (the “BAAM Funds”). BAAM and BAS may be subject to conflicts in allocating investment opportunities.</p> <p>Specifically, to the extent BAAM and other entities affiliated with BAS invest with Underlying Managers that have limited capacity in their funds or Co-Investment opportunities, BAS, BAAM, and/or Blackstone may be required to choose between the BAS Funds and such affiliated entities in allocating assets to such funds or opportunities. The BAS Funds and such affiliated entities may have different management and incentive fee structures. As part of the investment allocation process, BAS, BAAM, and/or Blackstone potentially could allocate a limited investment opportunity to a client that has a more favorable fee structure. BAS, BAAM, or Blackstone, subject to applicable law and its fiduciary obligations, also potentially could choose not to allocate fund expenses to a client that has a more advantageous fee structure and instead allocate that portion of such expense to other clients.</p> <p>Blackstone Alternative Investment Advisors LLC (“BAIA”), an affiliate of BAS, serves as investment manager for two open-end mutual funds and a UCITS fund, which employ a multi-manager, diversified investment strategy. As such, BAS and BAIA may be subject to conflicts in allocating assets to Underlying Managers.</p> <p>While there is significant overlap among the members of the BAAM, BSAA, BAS, and BAIA investment committees, BAS may take an investment position or action for</p>	<p>Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).</p> <p>BAS and BAAM maintain detailed policies and procedures relating to allocations among their Funds. For each limited capacity allocation decision, BAAM and BAS intend to allocate such opportunities in a fair and equitable manner in accordance with their written allocation policies and procedures, taking into account various investment criteria, such as the relative amounts of capital available for investments, relative exposure to market trends, investment objectives, liquidity, diversification, contractual restrictions and similar factors.</p> <p>BAS and BAAM allocate expenses on a basis that they consider equitable and in accordance with their expense allocation policies and the Client Constituent Documents.</p>

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
one or more BAS Funds that may be different from or inconsistent with, an action or position taken for one or more BAAM / BSAA / BAS / BAIA Funds having similar or differing investment objectives.	
Members of BAS’s Investment Committee may sit on the advisory board and/ or investment committee of an Underlying Manager.	The BAS Investment Committee will approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).
To the extent permitted by applicable law, BAS may cause the BAS Funds to purchase investments from, sell investments to, to exchange investments with, or transfer investments to, another BAS Fund, a BAAM Fund or a BAS or Blackstone affiliate. Any such purchases, sales, exchanges or transfers generally will be affected based upon the independent current market value or fair market value of the investment.	The BAS Investment Committee will approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).
Affiliates or BAS may sponsor, manage or advise other investment funds with overlapping investment objectives with those of the BAS Funds. Neither the BAS Funds nor any of their Investors will have any rights of first refusal, co-investment or other economic rights in respect of the investments of such other Blackstone funds or investment vehicles.	Investors are notified of such potential for conflicts.

### Non-Investment Related Potential Conflicts

Potential Conflict	Mitigating Policy
BAS, Blackstone and their employees may	All Blackstone employees must pre-clear

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
invest for their own accounts in various investment opportunities, including hedge funds, in which the BAS Funds have an interest.	<p>trades in all hedge funds and other securities (subject to a few limited exceptions) with Blackstone Compliance.</p> <p>All BAS employees must pre-clear trades in all hedge funds and other securities (subject to a few limited exceptions) with BAAM / BAS Compliance and Blackstone Compliance.</p> <p>Upon hire and quarterly thereafter, all BAS employees must report all hedge fund holdings.</p> <p>All investment decisions are approved by the BAS Investment Committee (see Item 13 – Review of Accounts for further details).</p>
<p>From time to time, BAS and/or Blackstone employees may speak at conferences and programs for potential hedge fund investors, which are sponsored by BAS / Blackstone’s third-party service providers. Through such “capital introduction” events, prospective hedge fund investors have the opportunity to meet with BAS. Such events and other services (including, without limitation, capital introduction services) provided by service providers, including prime brokers, custodian and administrators, may influence BAS / Blackstone in deciding whether to use such service provider.</p> <p>BAS may have a placement agreement with a broker-dealer that sponsors hedge fund conferences or similar events.</p>	<p>All BAS employees must pre-clear speaking at conferences and other programs with BAAM / BAS Compliance.</p> <p>Materials provided by BAS as part of such conferences and other programs must be approved by BAAM / BAS Compliance.</p> <p>Neither BAS nor the BAS Funds compensates the service providers for organizing such events.</p>
Financial institutions, executives of public companies and other “value added investors” may be investors, directly or through a BAAM Fund, in the BAS Funds. These persons and their employees are a potential source of information and ideas	BAS has detailed policies and procedures relating to the use of private information, information sharing and information walls in general.

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

Potential Conflict	Mitigating Policy
that could benefit the BAS Funds.	
BAS Funds have entered, and in the future may enter, into letter agreements or other similar agreements (commonly referred to as “side letters”) with one or more of a Fund’s investors which provide such investor(s) with additional and/or different rights than other investors in the Fund (including, without limitation, with respect to access to information, management and incentive fees, minimum investment amounts, and liquidity terms).	Investors are notified of such potential for conflicts.
BAS incurs common expenses on behalf of the BAS Funds.	BAS allocates such expenses on a basis that it considers equitable and in accordance with its expense allocation policies and the Client Constituent Documents.

### Fee Related Potential Conflicts

Potential Conflict	Mitigating Policy
Certain employees of BAS and Blackstone may invest in the BAS Funds. Typically, no advisory fees are charged to such investors. Similarly, in certain instances, BAS may not charge advisory fees to BAAM Funds which invest in BAS Funds (subject to certain limitations). (In such instances, BAAM Funds are charged fees at the BAAM Fund level.)	The BAS Investment Committee will approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).
BAS affiliates may have an incentive to allocate assets to BAS Funds since BAS and or one of its affiliates has a direct or indirect financial interest in the success of such funds.	BAS and BAAM maintain detailed policies and procedures relating to allocations among BAS and BAAM Funds. For each limited capacity allocation decision, BAAM and BAS intend to allocate such opportunities in a fair and equitable manner in accordance with their written allocation policies and procedures, taking into account various investment criteria, such as the relative amounts of capital



## Blackstone Alternative Solutions L.L.C.

### Item 11 – Code of Ethics

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Potential Conflict	Mitigating Policy
	available for investments, relative exposure to market trends, investment objectives, liquidity, diversification, contractual restrictions and similar factors.
BAS's fees will be reduced by the full amount of any fees paid to BAS Underlying Managers. This arrangement may incentivize BAS to favor managers that charge lower fees.	The BAS Investment Committee will approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund's assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).

# Blackstone Alternative Solutions L.L.C.

## Item 11 – Code of Ethics

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### Blackstone Related Potential Conflicts

Potential Conflict	Mitigating Policy
<p>Blackstone performs investment advisory and other activities and as a result of such activities BAS and/or certain BAS Funds may face restrictions in their investment activities. For example, if Blackstone's Private Equity Group were to obtain material non-public information relating to an issuer, BAS potentially could be restricted from investing in such issuer's securities. Typically, such restrictions would not apply to the Underlying Managers.</p> <p>Further, BAS and BAS Funds could be forced to waive voting rights, sell or hold existing investments, or be precluded from making new investments, as a result of relationships that Blackstone may have or transactions or investments that Blackstone and its affiliates may make.</p> <p>Blackstone Tactical Opportunities Advisors L.L.C. ("BTO"), an affiliate of BAS, manages an investment strategy that is similar in certain respects to BAS's primary investment strategy. BAS and BTO may refer investment opportunities to each other, may co-underwrite investment opportunities and may co-invest.</p>	<p>Blackstone has a robust information wall policy in place which is designed to protect against the improper possession and/or use of material non-public information. Generally, no BAS employee may contact an employee of a Blackstone group outside of the hedge funds solutions group, and vice versa, about a substantive business matter, without informing BAAM / BAS Compliance and, if appropriate, having BAAM / BAS Compliance chaperone such contact.</p> <p>Prior to receiving confidential information each Blackstone group typically seeks to limit the impact that such receipt may have on other Blackstone groups by, among other things, limiting the applicability of any confidentiality agreement to the particular Blackstone group(s) that receive the confidential information.</p>
<p>From time to time, Underlying Managers with which the BAS Funds invest may engage in transactions with Blackstone.</p>	<p>Such transactions will be on an arm's length basis, independent from any BAS Fund investment and BAS.</p>
<p>From time to time, Blackstone may refer potential investors to BAS and these investors may become investors in one of the BAS Funds.</p>	<p>All investors are reviewed for suitability of investments and must satisfy the BAS Funds' investment minimum and any investor qualifications.</p>
<p>Blackstone may hire or enter into a</p>	<p>The BAS Investment Committee will</p>

## Blackstone Alternative Solutions L.L.C.

### Item 11 – Code of Ethics

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Potential Conflict	Mitigating Policy
partnership or other arrangement with one or more investment professionals to form and manage pooled investment vehicles or separately managed accounts pursuing alternative investment strategies (“Blackstone Proprietary Funds”). Blackstone and its affiliates typically would receive a significant portion of the revenues attributable to these Blackstone Proprietary Funds. Such Blackstone Proprietary Funds may compete with Underlying Managers and the BAS Funds.	<p>approve all investment decisions of the BAS Fund, which approval may include authorizing, from time to time, BAS portfolio managers or BAS to invest a portion of the BAS Fund’s assets under management on a discretionary basis (see <b>Item 13 – Review of Accounts</b> for further details).</p> <p>BAS and BAAM maintain detailed policies and procedures relating to allocations among their Funds.</p> <p>Blackstone maintains detailed policies and procedures relating to information sharing among different Blackstone business groups and information walls in general.</p>

You may request a copy of BAS’s Code of Ethics by contacting us at the address, telephone number or e-mail on the cover page of this Brochure

# **Blackstone Alternative Solutions L.L.C.**

## **Item 12 – Brokerage Practices**

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### **General Considerations**

BAS uses brokerage services in connection with hedging transactions and investment transactions, including Co-Investment transactions, as necessary. In selecting brokers, dealers and other counterparties or intermediaries to effect portfolio transactions, BAS will seek to obtain the best execution for the BAS Funds taking into account several factors, including but not limited to: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity, stability and reputation of the broker; (iv) the brokerage firm's risk in positioning a block of securities; (v) the quality, comprehensiveness and frequency of available research and brokerage related services and products ("Research Services"); (vi) the broker's willingness to commit capital; (vii) trading expertise; (viii) clearance, settlement and custodial services; (ix) other financial services offered; and (x) the competitiveness of commission rates in comparison with other brokers satisfying other selection criteria of BAS. BAS is generally not required to weigh any of these factors equally. Subject to seeking best execution, BAS also may consider other factors, such as capital introduction services and other investor referrals.

### **Research and Other Soft Dollar Benefits**

Research products or services may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, and other products or services used by BAS in the performance of its investment decision-making responsibilities.

BAS does not utilize soft dollars to pay for third-party brokerage services. Underlying Managers may use "soft dollars" (*i.e.*, consideration other than cash is exchanged for services) both within and outside of the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended to obtain both research and non-research products and services.

### **Brokerage for Client Referrals**

BAS does not use brokerage relationships for Investor referrals. BAS, from time to time, may have distribution relationships and placement agreements, as described further in **Item 14 – Client Referrals and Other Compensation**.

### **Block Trading Procedures**

In the event that futures, forward, options, or spot currency transactions are traded for multiple BAS Funds, generally trade orders would be aggregated for execution and allocated pro rata.

### **Principal Trading**

BAS does not engage in principal trading (*i.e.*, trading for BAS's proprietary accounts).

### **Cross Transactions – Agency Cross Transactions**

## **Blackstone Alternative Solutions L.L.C.**

### **Item 12 – Brokerage Practices**

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BAS may engage in cross transactions to the extent permitted by, and in accordance with, the Client Constituent Documents and all applicable laws and regulations. Cross transactions will be subject to the approval of BAS's General Counsel or Chief Compliance Officer. BAS does not engage in agency cross transactions.

#### **Trade Allocations**

The Investment Committee will determine allocations (investment and redemption) for the BAS Funds based upon the following criteria and any other relevant factors that the Investment Committee sees fit: the expected performance of the investment, reputation of the principals of the Underlying Managers, availability of cash, liquidity needs, investment objectives, risk parameters, ERISA capacity, general capacity, tax efficiency, investment limits, diversification guidelines, operational factors, legal and regulatory factors (collectively, the "Investment Criteria"). The Investment Committee seeks to ensure that investment opportunities will be allocated in a fair and equitable manner, after consideration of the Investment Criteria. In situations of limited availability in an Underlying Manager or Co-Investment opportunity, allocations generally will be made to eligible BAS Funds on a pro rata basis in accordance with BAS's allocation policies. Conflicts may arise where both BAS Funds and BAAM Funds wish to invest with the same Underlying Manager or Co-Investment opportunity and there is limited capacity. In such cases, BAAM and BAS will endeavor to make allocations in a fair and equitable manner in accordance with their allocation policies.

To the extent there is excess capacity for BAS investment opportunity, BAS may offer such opportunity to investors in BAS Funds in accordance with BAS's allocation policies.

#### **Trade Errors**

Trade errors are evaluated on a case-by-case basis. If BAS determines that BAS's gross negligence, willful misconduct or fraud was the direct cause of a trade error, BAS generally will compensate a BAS Fund for any losses resulting from such trade error. Subject to the standard of care in the agreement between BAS and the applicable BAS Portfolio Manager or other third party, if a BAS Portfolio Manager or other third party causes a trading error, BAS will generally attempt to recover the amount of loss from the BAS Portfolio Manager or other third party for the BAS Fund. BAS does not assume responsibility for compensating the BAS Funds, or assuring that the BAS Portfolio Manager or other third party compensates the BAS Fund, in such cases.

# Blackstone Alternative Solutions L.L.C.

## Item 13 – Review of Accounts

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### The Investment Committee

The Investment Committee, which includes select BAS Senior Managing Directors and Managing Directors, is responsible for the investment and redemption decisions for the BAS Funds. The Investment Committee also approves Underlying Managers, Co-Investments, other direct investments, and hedging themes and parameters.

The Investment Committee makes its investment decisions based on a variety of criteria including, but not limited to:

- ▶ The expected performance of the investment
- ▶ Reputation of the principals of the Underlying Manager
- ▶ Availability of cash
- ▶ Liquidity needs
- ▶ BAS Fund investment objectives
- ▶ BAS Fund risk parameters
- ▶ ERISA capacity
- ▶ General capacity
- ▶ Tax efficiency
- ▶ Investment limits
- ▶ Diversification guidelines
- ▶ Operational factors
- ▶ Legal and regulatory factors

The Investment Committee also reviews the information presented to assess the allocations in light of the standard of being fair and equitable, particularly with respect to any potential conflicts of interest.

There is significant overlap among the members of the Hedge Fund Solutions Group's investment/oversight committees.

### Monitoring Process

The Investment Committee and the BAS investment team monitor the performance of the BAS Funds on an ongoing basis. This monitoring includes, but is not limited to, reviewing for:

- ▶ Potential conflicts
- ▶ Market conditions
- ▶ Adherence to investment guidelines
- ▶ Performance attribution, and
- ▶ Performance deviation

## **Blackstone Alternative Solutions L.L.C.**

### **Item 13 – Review of Accounts**

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#### **Fund Investor Reporting**

BAS generally provides Investors monthly reports regarding their investments, which include capital balances and Fund performance. Investors also receive annual audited financial statements for the BAS Funds in which they are invested. In generating these reports, BAS generally will rely, in part, on information provided by the Underlying Managers.

#### **BAS Operations Team**

The BAS Operations Team oversees the performance of the Administrator on a daily basis, and performs various reviews of the Administrator's records and the BAS Operations Team's internal procedures. At month end, the BAS Operations Team performs a review of the components of the net asset value in order to sign off on the month-end net asset value, including the capital / shareholder statements.

#### **BAS Funds' Administrator**

The BAS Funds' Administrator is responsible for maintaining the official books and records of the BAS Funds. This responsibility includes, but is not limited to, performing daily cash and position reconciliations to custodians, prime brokers and counterparties and valuation of investments. At month end, the BAS Funds' Administrator independently determines the net asset value of the BAS Funds, including income and expense / fee accruals, and produces the final investor allocations and capital / shareholder statements.

## **Blackstone Alternative Solutions L.L.C.**

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

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Except as noted below regarding BAP, BAS has not entered into distribution and/or placement agent arrangements, but may do so in the future.

Typically, the third-party solicitors will receive a portion of the management fee and/or performance fee paid to BAS (although other payment arrangements could exist). A prospective investor solicited by a third party will be asked to acknowledge in writing its understanding of any such arrangement. All fees for such solicitation services will be paid by BAS and the Investor will not be subject to any increased or additional fees or charges. Third-party solicitors engaged by BAS in the U.S. will be registered as broker-dealers with the SEC. Third-party solicitors engaged by BAS outside the U.S. may be registered with a non-U.S. regulatory body to the extent such registration is required in the applicable non-U.S. jurisdiction.

Blackstone Advisory Partners L.P., an affiliate of BAS, serves as a placement agent for the BAS Funds in the U.S. but is not compensated for such services.



## **Blackstone Alternative Solutions L.L.C.**

### **Item 15 – Custody**

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Rule 206(4)-2 of the Advisers Act defines custody as holding client securities or assets or having any authority to obtain possession of them. BAS Funds structured as U.S. entities generally have a BAS affiliate acting as general partner and, as such, BAS is deemed to have custody of the Funds' assets. For the BAS Funds structured as non-U.S. entities, BAS also is typically deemed to have custody of the Funds' assets. Although BAS does not serve as the general partner or managing member of the non-U.S. Funds, does not constitute a majority of the non-U.S. Fund's Board of Directors, and does not hold voting shares in the Fund, BAS has access to Fund assets for trading purposes and to pay expenses. BAS generally complies with the Advisers Act custody rules by providing all investors in a BAS Fund with audited financial statements within 120 days of the Fund's fiscal year end.

A portion of the BAS Fund's assets are comprised of interests in Underlying Investment Vehicles, represented by a subscription agreement. BAS Funds typically utilize a third-party, independent custodian to hold the Funds' subscription agreements for these investments in Underlying Investment Vehicles.

# Blackstone Alternative Solutions L.L.C.

## Item 16 – Investment Discretion

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### Investment Guidelines

Investment decisions are made within the investment guidelines as described in each Client Constituent Documents. BAS has discretion in determining the Underlying Managers, Co-Investments, and other transactions in which the BAS Funds may invest and the amount to invest.

Multiple BAS Funds may invest in the same Underlying Managers, Co-Investments, and other transactions. If two or more BAS Funds wish to invest in or redeem from the same Underlying Manager, Co-Investment, or other transaction at the same time, BAS will implement such decisions in a manner deemed to be fair and equitable and in accordance with BAS's allocation policies and procedures.

### Types of Investments

BAS has broad discretion to make investments within the guidelines of the Client Constituent Documents. BAS Funds typically invest in a broad range of Underlying Investment Vehicles, Co-Investments and other direct investments involving equity and debt securities and other financial instruments and transactions. In connection with transactions designed to hedge market and currency risks relating to BAS Fund investments, BAS Funds may invest in securities and other instruments, including but not limited to:

- ▶ Futures
- ▶ Forwards
- ▶ Spot contracts
- ▶ Options
- ▶ Swaps
- ▶ Short Sales
- ▶ Other derivative contracts and similar instruments

BAS typically has full discretion and authority to make all investment decisions with respect to these transactions. When futures, forward, options, equities, and spot currency transactions are traded for multiple BAS Funds, generally trade orders are aggregated for execution and allocated pro rata.

Underlying Managers may participate in the purchase and sale of initial equity public offerings ("New Issues") for BAS Funds. BAS Funds also may directly purchase New Issues. The subscription documents for the BAS Funds require each Investor to make an initial representation to its status as either a restricted investor (*i.e.*, may not invest in New Issues) or non-restricted investor (*i.e.*, may invest in New Issues). On an annual basis thereafter, BAS will confirm an Investor's status through a negative confirmation process by sending a letter via electronic communication or hard copy and asking for a response only if the Investor's eligibility status has changed.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 16 – Investment Discretion**

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BAS Funds may acquire or hold, directly or indirectly, assets or securities that are illiquid, including for example, where an Underlying Manager determines to “side pocket” all or a portion of an investment, Co-Investments or Underlying Investment Vehicles may themselves be illiquid investments. BAS, in its sole discretion, may treat these investments (including Underlying Investment Vehicles) as “side pockets” and Investors may be issued a separate series of shares or ownership interests to represent a Side Pocket.

Please refer to the relevant Client Constituent Documents for a more detailed discussion of investment guidelines and types of investment.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 17 – Voting Client Securities (*i.e.*, Proxy Voting)**

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BAS has adopted proxy voting policies and procedures (the "Proxy Policy") to vote proxy proposals, amendments, consents or resolutions (collectively, "proxies") relating to investments with Underlying Managers and direct investments. From time to time, Underlying Managers may require consent from investors to change various aspects of their business or to make certain investments.

The general policy is to vote proxies relating to investments with Underlying Managers and direct investments in a manner that serves the best interests of the BAS Funds as determined by BAS in its discretion. In certain instances, the Underlying Manager may vote proxies for and on behalf of BAS.

At times, conflicts may arise between the interests of the BAS Fund, on the one hand, and the interests of BAS or its affiliates, on the other hand. If BAS determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, BAS will address matters involving such conflicts of interest on a case-by-case basis in a fair and equitable manner, subject to legal, regulatory, contractual or other applicable considerations. BAS, in its sole discretion, may elect not to vote a proxy if unduly burdensome.

Investors may request a copy of the Proxy Policy and the proxy voting records by contacting BAS at the address, phone number or email address on the cover of this Brochure.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 18 – Financial Information**

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BAS does not charge or solicit prepayment of \$1,200 or more in fees per client six or more months in advance.

As of the date of this Brochure, BAS is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the BAS Funds.

## **Blackstone Alternative Solutions L.L.C.**

### **Item 19 – Requirements for State-Registered Advisers**

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This item is not applicable as BAS is not registered in any states.