

SANDTON CAPITAL PARTNERS, L.P.
PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Sandton Capital Partners, L.P. (“Sandton” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (212) 444-7200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Sandton is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This brochure serves as the annual update for the year ending December 31, 2014 per the Form ADV Part 2A instructions. Since the last ADV filing, Sandton has updated the risk factors, amended certain fee descriptions, among other minor updates.

Item 3: Table of Contents

	Page
Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation.....	4
Item 6: Performance-Based Fees and Side-by-Side Management.....	6
Item 7: Types of Clients.....	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	188
Item 10: Other Financial Industry Activities and Affiliations	199
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	199
Item 12: Brokerage Practices	20
Item 13: Review of Accounts	21
Item 14: Client Referrals and Other Compensation.....	21
Item 15: Custody.....	21
Item 16: Investment Discretion.....	21
Item 17: Voting Client Securities	22
Item 18: Financial Information	22
Item 19: Requirements for State Registered Advisers.....	23

Item 4: Advisory Business

Item 4.A.

Sandton Capital Partners, L.P. (“**Sandton**” or the “**Firm**”), a Delaware limited partnership, was founded in June 2010 by Rael Nurick and Thomas Wood.

Rael Nurick and Thomas Wood are the principal owners of Sandton.

Item 4.B.

Sandton is a private investment fund manager focused on alternative credit opportunities. Sandton provides its services to privately offered domestic and offshore investment vehicles (the “**Funds**” or as commonly referred to as the advisory clients, or “**clients**”), pursuant to an investment management agreement (“**IMA**”) under which Sandton is granted investment discretion subject to the policies and restrictions imposed by the Investment Management Agreements and Limited Partnership Agreements.

Item 4.C.

The Firm’s advisory services to the Funds are provided pursuant to the terms of the relevant offering memorandum and are not tailored to individual investor needs.

Item 4.D.

Sandton does not participate in wrap fee programs.

Item 4.E.

As of December 31, 2014, Sandton managed approximately \$600,314,116 in regulatory assets under management on a discretionary basis. Sandton does not manage client assets on a non-discretionary basis.

Item 5: Fees and Compensation

Item 5.A.

Sandton’s management fees are provided pursuant to terms in each Fund’s relevant offering memorandum.

Sandton is compensated for its advisory services based on a percentage of its investors’ capital commitment or capital account balance. In general, the fees for the Funds are not negotiable.

The Funds are only offered to “qualified purchasers,” as defined under Regulation D under Section 2(a)(51)(A) of the Investment Company Act of 1940 (the “**Investment Company Act**”), as amended. The Funds qualify under 3(c)(7) exemption from the Investment Company Act.

Item 5.B.

Pursuant to each limited partner’s subscription agreement, the Firm is authorized to deduct management fees from each investor’s capital account on a quarterly basis.

Item 5.C.

The Firm and each general partner is responsible all of its own overhead costs and expenses. The Funds will each bear its own operating costs including, but not limited to, investment expenses (e.g., brokerage commissions, acquisition fees, sourcing expenses, legal fees, expenses relating to short sales, clearing and settlement charges, loan servicing fees, custodial fees, initial and variation margin, interest expense, third party sourcing, broker subscription fees); professional fees (including, without limitation, expenses of consultants and experts' fees relating to particular investments and retainer fees for sourcing services, background checks, credit checks, title searches, legal database searches and subscriptions); due diligence costs; travel, meeting, deal sourcing, networking, research and other expenses related to investments and prospective investments; entity level taxes (but without duplication of any such taxes withheld by the Funds and deemed to be a distribution or payment to an investor) and governmental filing fees and related costs; the costs and expenses incurred in complying with the rules of any self-regulatory organization or any federal, state or local laws; legal expenses, fees of the administrator, internal and external accounting, loan-monitoring and other portfolio tracking software, audit and tax preparation expenses, appraisal and valuation fees, premiums for directors' and officers', errors and omissions and lender liability insurance and other operational expenses; the costs and expenses incurred in connection with indebtedness of the Partnership and its subsidiaries, including, without limitation, the costs of establishing such other indebtedness, the costs of monitoring compliance therewith (including, without limitation, the costs of purchasing, licensing or developing any computer software used for such purposes); expenses relating to the offer and sale of Interests including, but not limited to, travel, printing and mailing fees; the Additional Fee; and extraordinary expenses.

Notwithstanding the foregoing, to the extent that expenses of the Funds solely relate to the organizational and initial offering expenses (as amortized) as well as audit, administration, legal (excluding any litigation or other extraordinary expenses) and appraisal services, such expenses shall be borne by the Firm to the extent that such expenses in the aggregate exceed 1.5% (or, to the extent Advisory Committee Consent is received with respect thereto, any greater percentage not to exceed 3%) of the commitments of each Fund in any fiscal year.

Affiliates of Sandton may charge the Funds a fee in connection with the management and servicing of certain positions of the Fund's loan portfolio (the "**Additional Fee**"). The Additional Fee is in addition to the Management Fee already payable by each Fund and will be used to facilitate Sandton or its affiliate in engaging personnel and incurring other overhead costs to manage these loans in lieu of hiring an unaffiliated third-party service provider to provide these services.

Any Additional Fee payable by the Funds to the Firm or its affiliates will be comparable to a fee that an independent third party service provider would have charged to the Fund for such services and the profits received by Sandton and its affiliates in connection with the provision of these services will not exceed a specified amount, as outlined in the respective limited partnership agreement.

Sandton, in its discretion, may elect to reduce, waive or calculate differently the Additional Fee with respect to certain Limited Partners, including, without limitation, Limited Partners that are affiliates or employees of Sandton, members of the immediate families of such persons and trusts or other entities for their benefit.

In addition, Sandton is paid a monitoring fee by one of Sandton Co-Invest Fund I, LP's ("**SCIF I**") portfolio companies and a wholly owned subsidiary of SCIF I (the company was acquired by Sandton on behalf of SIF I), for performing the following services: (i) business development, (ii) human resource management, (iii) financial budgeting and forecasting, (iv) financial reporting, and (v) employee benefit plan restructuring.

Item 5.D.

Limited partners pay Sandton a management fee, in advance, on a quarterly basis commencing on each Fund's specified closing date.

Item 5.E.

Sandton and its supervised persons do not participate in the sale of securities or other related investment products.

Item 6: Performance-Based Fees and Side-by-Side Management

A carried interest allocation (equivalent to a performance fee) is paid by each investor in the Funds to the general partner, as outlined in the respective limited partnership agreement.

Item 7: Types of Clients

Sandton provides investment advice to limited partners and institutional investors via the Funds domiciled in Delaware and the Cayman Islands.

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

Item 8.A.

The investment objective of Sandton is to generate superior risk-adjusted returns by acquiring a diversified portfolio of special opportunity investments.

Subject to the limitations and risks listed below, Sandton will seek to achieve its investment objective through the following strategies: (i) investments in opportunistic loans and privately negotiated instruments in real estate and corporate entity structures; (ii) direct and indirect investments targeting niche financial asset classes; (iii) investments in performing and non-performing debt instruments; (iv) investments in liquidations, corporate restructurings, in/post-bankruptcy equities and litigation; (v) the utilization of various derivative instruments; and (vi) other investment instruments and strategies related to the above-mentioned instruments ("**Portfolio Investments**").

Item 8.B and Item 8.C.

An investment in the Funds entails substantial risks, including but not limited to, these listed below, and a prospective investor should carefully consider the following factors, among others, in determining whether an investment in the relevant Fund is suitable for them.

General Investment and Trading Risks. An investment in the Fund involves risks, including the risk that the entire amount invested may be lost. The Fund will invest in Portfolio Investments using investment techniques with risk characteristics, including risks arising from the volatility of the credit markets, the risks of borrowings and short sales, the potential illiquidity of Portfolio Investments and the risk of loss from counterparty defaults. No guarantee or representation is made that the Fund's investment objective will be achieved. The Fund may utilize such investment techniques as option transactions, margin

transactions, short sales, limited diversification and derivatives trading, which practices can, in certain circumstances, increase the adverse impact to which the Fund may be subject.

Illiquid Portfolio Instruments. The Fund expects to invest in Portfolio Investments which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such Portfolio Investments tend to be volatile and may not be readily ascertainable, and the Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid Portfolio Investments often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of Portfolio Investments eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted Portfolio Investments may sell at a price lower than similar Portfolio Investments that are not subject to restrictions on resale.

Investments in Distressed Securities. The Fund may invest in “below investment grade” securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities and obligations are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies’ securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to the Fund’s investment in any instrument, and a significant portion of the obligations and securities in which the Fund invests may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that the general partner will correctly evaluate the value of the assets collateralizing the Fund’s loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Fund invests, the Fund may lose its entire investment, may be required to accept cash or securities with a value less than the Fund’s original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Fund’s investments may not compensate the Partners adequately for the risks assumed.

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Fund of the security in respect to which such distribution was made.

Generally, the Fund will not be “hedged” against market fluctuations, or, in liquidation situations, may not accurately value the assets of the company being liquidated. This can result in losses, even if the proposed transaction is consummated.

Bank Loans. The Fund’s investment program may include investments in bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the Fund to directly enforce its rights with respect to participations. In analyzing each bank loan or participation, the general partner compares the

relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the Fund.

Overconcentration in Loans and Other Assets Intended to Be Sold to Other Accounts. The Partnership may originate or otherwise acquire loans and other assets with the intention of earning income on them for some period of time and thereafter selling them to other funds managed by the Investment Manager. However, any such other funds will not be bound to purchase these loans and other assets from the Partnership, and will undertake an independent analysis and decision to purchase these loans and other assets. Accordingly, these other funds may reject the Partnership's offer to sell the loans and other assets, or may reject the price at which the Partnership offers to sell the loans and other assets. Prior to the sale of these loans and other assets to these other funds, or if the Partnership and these other funds cannot agree on the terms for a sale of these loans and other assets, and the Partnership cannot find another buyer at an acceptable price, the Partnership's concentration of these assets may be greater than would otherwise have been optimal.

Overconcentration in Loans and Other Assets Intended to Be Sold to Other Accounts. The Funds may originate or otherwise acquire loans and other assets with the intention of earning income on them for some period of time and thereafter selling them to other funds managed by Sandton. However, any such other funds will not be bound to purchase these loans and other assets from the respective fund, and will undertake an independent analysis and decision to purchase these loans and other assets. Accordingly, these other funds may reject the offer to sell the loans and other assets, or may reject the price at which the respective fund offers to sell the loans and other assets. Prior to the sale of these loans and other assets to these other funds, or the other funds cannot agree on the terms for a sale of these loans and other assets, and Sandton cannot find another buyer at an acceptable price, the respective Sandton Fund's concentration of these assets may be greater than would otherwise have been optimal.

Bankruptcy Claims. The Fund may invest in bankruptcy claims which are amounts owed to creditors of companies in financial difficulty. Bankruptcy claims are illiquid and generally do not pay interest and there can be no guarantee that the debtor will ever be able to satisfy the obligation on the bankruptcy claim. The markets in bankruptcy claims are not generally regulated by federal securities laws or the Securities and Exchange Commission. Because bankruptcy claims are frequently unsecured, holders of such claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy proceeding. In addition, under certain circumstances, payments and distributions may be reclaimed if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

Risks Associated with Bankruptcy Cases. Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Partnership. Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such if they are considered to have taken over management and functional operating control of a debtor.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Fund; it is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets. Although the Fund intends to invest primarily in debt, the debt of companies in financial reorganization will, in most cases, not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal.

U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization for purpose of voting on a plan of reorganization. Because the

standard for classification is vague, there exists a significant risk that the Fund's influence with respect to a class of securities can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high.

Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such when they take over management and functional operating control of a debtor. In those cases where the Fund, by virtue of such action, is found to exercise "domination and control" of a debtor, the Fund may lose its priority if the debtor can demonstrate that its business was adversely impacted or other creditors and equity holders were harmed by the Fund.

The general partner, on behalf of the Partnership or the Master Fund, may elect to serve on creditors' committees, equity holders' committees or other groups to ensure preservation or enhancement of the Fund's position as a creditor or equity holder. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. If the general partner concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Fund, it will resign from that committee or group, and the Fund may not realize the benefits, if any, of participation on the committee or group. In addition, and also as discussed above, if the Partnership or the Master Fund, as applicable, is represented on a committee or group, it may be restricted or prohibited under applicable law from disposing of or increasing its investments in such company while it continues to be represented on such committee or group.

The Fund may purchase creditor claims subsequent to the commencement of a bankruptcy case. Under judicial decisions, it is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser.

Equitable Subordination. Under common law principles that in some cases form the basis for lender liability claims, if a lender (a) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (b) engages in other inequitable conduct to the detriment of such other creditors, (c) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (d) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called "equitable subordination"). The Fund does not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine; however, because of the nature of the debt obligations, the Fund may be subject to claims from creditors of an obligor that debt obligations of such obligor which are held by the issuer should be equitably subordinated.

Contingent Liabilities. From time to time the Fund may incur contingent liabilities in connection with an investment. For example, the Fund may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the Fund would be obligated to fund the amounts due. The Fund may also enter into agreements pursuant to which it agrees to assume responsibility for default risk presented by a third-party, and may, on the other hand, enter into agreements through which third-parties offer default protection to the Fund.

Litigation. Reorganizations can be contentious and adversarial. It is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. The general partner anticipates that during the term of the Fund, the General partner, the Fund and perhaps certain of its larger investors may be named as defendants in civil proceedings. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Fund and would reduce net assets or could require Limited Partners to return to the Partnership distributed capital

and earnings.

Fraud. Of paramount concern in lending is the possibility of material misrepresentation or omission on the part of the borrower. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Fund to perfect or effectuate a lien on the collateral securing the loan. The Fund will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Non-Performing Nature of Debt. It is anticipated that certain debt instruments purchased by the general partner for the Fund will be non-performing and possibly in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to the loans.

Investing in High Yield Securities. The Fund may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, the Fund invests in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. Investing in high yield debt securities involves risks which are greater than the risks of investing in higher quality debt securities. These risks include: (i) changes in credit status, including weaker overall credit conditions of issuers and risks of default; (ii) industry, market and economic risk; (iii) interest rate fluctuations; and (iv) greater price variability and credit risks of certain high yield securities such as zero coupon and payment-in-kind securities. While these risks provide the opportunity for maximizing return over time, they may result in greater upward and downward movement of the value of the Fund's portfolio. Furthermore, the value of high yield securities may be more susceptible to real or perceived adverse economic, company or industry conditions than is the case for higher quality securities. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Adverse market, credit or economic conditions could make it difficult at certain times to sell certain high yield securities held by the Partnership.

Convertible Securities. Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market

price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

Equity Securities. Issuers of equity securities are subject to various market risks. Consequently, an equity security's value may fluctuate depending on the markets in which its issuer operates. The price of an equity security can rise or fall sharply due to factors specific to that equity security and its issuer, such as price volatility; earnings; financial conditions; corporate, industry and regulatory developments; management changes and decisions; and by general market factors, such as general equity volatility and levels, interest rates and economic and political conditions.

Non-U.S. Investments. The Fund may invest in securities of non-U.S. corporations and non-U.S. countries. Investing in the securities of companies (and, from time to time, governments) of non-U.S. countries involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. Government, including possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits and possible adoption of governmental restrictions that might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. In addition, there may be less publicly available information about issuers in non-U.S. countries which are generally not subject to uniform accounting, auditing and financial reporting standards and other disclosure requirements comparable to those applicable to U.S. issuers. Furthermore, some of the securities may be subject to brokerage taxes levied by governments, which has the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by the Fund from sources within some countries may be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by the Fund will reduce its net income or return from such investments. While the general partner will take these factors into consideration in making investment decisions for the Fund, no assurance can be given that the general partner will be able to fully avoid these risks.

Additional costs could be incurred in connection with the Fund's international investment activities. Non-U.S. brokerage commissions generally are higher than in the United States. Expenses also may be incurred on currency exchanges when the general partner changes investments from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of non-U.S. laws to non-U.S. custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in non-U.S. jurisdictions.

Collateralized Debt Obligations. The Fund may invest in CDOs and CLOs. The portfolio may consist of CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO mezzanine debt. CDOs are subject to credit, liquidity and interest rate risks. The CDO equity purchased by the Fund will most likely be unrated or non-investment grade, which means that a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative. In addition, as a holder of CDO equity, the Fund will have limited remedies available upon the default of the CDO.

The value of the CDOs owned by the Fund generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO (“CDO Collateral”), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect thereof. If distributions on the CDO Collateral are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realization of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished.

The performance of CDOs will be adversely affected by macroeconomic factors, including (i) general economic conditions affecting capital markets and participants therein, (ii) the economic downturns and uncertainties affecting economies and capital markets worldwide, (iii) recent concern about financial performance, accounting and other issues relating to various publicly traded companies and (iv) recent and proposed changes in accounting and reporting standards and bankruptcy legislation.

Issuers of CDOs may acquire interests in loans and other debt obligations by way of sale, assignment or participation. The purchaser of an assignment typically becomes a lender under the credit agreement with respect to the loan or debt obligation; however, its rights can be more restricted than those of the assigning institution. In purchasing participations, an issuer of CDOs will usually have a contractual relationship only with the selling institution, and not the borrower. The CDO generally will have neither the right directly to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, nor have the right to object to certain changes to the loan agreement agreed to by the selling institution. The CDO may not directly benefit from the collateral supporting the related loan and may be subject to any rights of set-off the borrower has against the selling institution. In addition, in the event of the insolvency of the selling institution, under the laws of the United States of America and the states thereof, the CDO may be treated as a general creditor of such selling institution, and may not have any exclusive or senior claim with respect to the selling institution’s interest in, or the collateral with respect to, the loan. Consequently, the CDO may be subject to the credit risk of the selling institution as well as of the borrower.

Further, CDOs (particularly the subordinated interests) may provide that, to the extent funds are not available to pay interest, such interest will be deferred or paid “in kind” and added to the outstanding principal balance of the related security. Generally, the failure by the issuer of a CDO to pay interest in cash does not constitute an event of default as long as a more senior class of CDOs of such issuer is outstanding and the holders of CDOs that have failed to pay interest in cash (including the Fund) will not have available to them any associated default remedies.

In recent months the market for CDOs has become highly illiquid resulting in severe declines of the prices of such instruments.

ABS and MBS. The investment characteristics of asset-backed securities (“ABS”) and mortgage-backed securities (“MBS”) differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time. The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans underlying MBS and ABS will be affected by a variety of factors including the prevailing level of interest rates as well as the availability of mortgage credit, the relative economic vitality of the area in which the related properties are located, the servicing of the mortgage loans, possible changes in tax laws, other opportunities for investment, homeowner mobility and other economic, social, geographic, demographic and legal factors. In general, any factors that increase the attractiveness of selling a mortgaged property or refinancing a mortgage loan, enhance a borrower’s ability to sell or refinance or increase the likelihood of default under a mortgage loan, would be expected to cause the rate of prepayment in respect of a pool of mortgage loans to accelerate. Particular investments may experience

outright losses, as in the case of an interest only security in an environment of faster actual or anticipated prepayments. Also, particular investment may underperform relative to hedges that a portfolio manager may have constructed for these investments, resulting in a loss.

In contrast, any factors having an opposite effect would be expected to cause the rate of prepayment of a pool of mortgage loans to slow. At any one time, a portfolio of MBS may be backed by residential mortgage loans with disproportionately large aggregate principal amounts secured by properties in only a few states or regions. As a result, the residential mortgage loans may be more susceptible to geographic risks relating to such areas, such as adverse economic conditions, adverse events affecting industries located in such areas and natural hazards affecting such areas, than would be the case for a pool of mortgage loans having more diverse property locations.

Mortgage loans on commercial properties underlying MBS often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default. Most commercial mortgage loans underlying MBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related MBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of MBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property.

Especially in the case of a mortgage-backed security related to commercial mortgage loans, the rate of principal payments on the loans in the related pool will also be affected by the nature and extent of any restrictions on prepayments that are set forth in the mortgage loans, and the extent to which such provisions may be enforced. Such restrictions may include a prohibition on prepayments for specified periods of time and/or requirements that principal prepayments be accompanied by the payment of prepayment penalties or be subject to yield maintenance premiums.

The rate of prepayment on a pool of mortgage loans is likely to be affected by prevailing market interest rates for mortgage loans of a comparable type, term and risk level. When the prevailing market interest rate is below a mortgage coupon, a borrower generally has an increased incentive to refinance its mortgage loan. Even in the case of adjustable rate mortgage loans, as prevailing market interest rates decline, and without regard to whether the mortgage rates on such loans decline in a manner consistent therewith, the related borrowers may have an increased incentive to refinance for purposes of either (i) converting to a fixed rate loan and thereby "locking in" such rate or (ii) taking advantage of a different index, margin or rate cap or floor on another adjustable rate mortgage loan. Therefore, as prevailing market interest rates decline, prepayment speeds would be expected to accelerate.

In the case of a mortgage-backed security related to multifamily or commercial loans, prevailing market interest rates, the outlook for market interest rates and economic conditions generally may cause some borrowers to sell their properties in order to realize their equity therein, to meet cash flow needs or to make other investments. In addition, some borrowers may be motivated by U.S. federal and state tax laws (which are subject to change) to sell their properties prior to the exhaustion of tax depreciation benefits.

ABS which represent an interest in a pool of assets such as credit card receivables, automobile loans or home equity loans, have yield and maturity characteristics corresponding to their underlying assets. The risk of each ABS depends both on the underlying assets and the legal structure of such security. (For example, credit card receivables are generally unsecured and the debtors entitled to the protection of a number of state and federal consumer credit laws.) Through the use of trusts and special purpose

corporations, various types of assets, primarily automobile and credit card receivables, are securitized in pass-through structures. Through CDOs, the Partnership may invest in these and other types of ABS that may be developed in the future. ABS present certain risks that are not presented by MBS.

Primarily, these securities do not have the benefit of the same security interest in the related collateral. There is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. Further, unlike traditional debt securities, which may pay a fixed rate of interest until maturity when the entire principal amount comes due, payments on certain ABS include both interest and a partial payment of principal. This partial payment of principal may be comprised of a scheduled principal payment as well as an unscheduled payment from the voluntary prepayment, refinancing or foreclosure of the underlying loans. As a result of these unscheduled payments of principal, or prepayments on the underlying securities, the price and yield of ABS can be adversely affected. For example, during periods of declining interest rates, prepayments can be expected to accelerate, and the Partnership would be required to reinvest the proceeds at the lower interest rates then available. Prepayments of loans that underlie securities purchased at a premium could result in capital losses because the premium may not have been fully amortized at the time the obligation is prepaid. In addition, like other interest-bearing securities, the values of ABS generally fall when interest rates rise, but when interest rates fall, their potential for capital appreciation is limited due to the existence of the prepayment option.

The risk of investing in ABS is ultimately dependent upon payment of consumer loans by the debtor. The collateral supporting ABS is of shorter maturity than mortgage loans and is less likely to experience substantial prepayments. As with MBS, ABS are often backed by a pool of assets representing the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market's perception of the asset backing the security and the creditworthiness of the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

Commodities and Derivative Investments. The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, the Fund's assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk. If a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Fund.

The Fund may buy or sell (write) both call options and put options, and when it writes options, it may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Fund's option transactions may be part of a hedging strategy (i.e., offsetting the risk involved in another securities position), in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions the Fund may enter into, the principal risks involved in options trading can be described as follows: When the Fund buy an option, a decrease (or

inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities for which it holds call options, or by taking a long position (e.g., by buying the securities or buying calls on them) in securities underlying put options.

When the Fund sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is "covered." If it is covered, the Fund would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Fund might suffer as a result of owning the security.

The Fund may invest in credit default swaps. A credit default swap is a contract between two parties which transfers the risk of loss if a company fails to pay principal or interest on time or files for bankruptcy. In the manner described above, credit default swaps can be used to hedge a portion of the default risk on a single corporate bond or a portfolio of bonds. In addition, credit default swaps can be used to implement the General partner's view that a particular credit, or group of credits, will experience credit improvement. In the case of expected credit improvement, the Fund may "write" credit default protection in which it receives spread income. The Fund may also "purchase" credit default protection even in the case in which it does not own the referenced instrument if, in the judgment of the General partner, there is a high likelihood of credit deterioration. The credit default swap market in high yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment grade securities. Swap transactions dependent upon credit events are priced incorporating many variables including the pricing and volatility of the common stock, and potential loss upon default, among other factors. As such, there are many factors upon which market participants may have divergent views.

Use of Leverage. The Partnership and the Master Fund may borrow money (a) on a short-term basis in order to reduce their need to hold cash or in order to invest in Portfolio Investments, pending the receipt of required Capital Contributions, or (b) upon receipt of Advisory Committee Consent, for other purposes, in an aggregate amount up to 50% of the net asset value of the applicable Fund Entity measured at the time of incurrence. To the extent that the Partnership or the Master Fund borrows funds, the rates at which it can borrow will affect the operating results of such Fund Entity.

Notwithstanding the foregoing, gross exposure may exceed 100% of the applicable Fund Entity's net asset value as certain Portfolio Investments may be inherently leveraged.

Valuation. Portfolio Investments which the general partner believes are fundamentally undervalued or overvalued may not ultimately be valued in the capital markets at prices and/or within the time frame the general partner anticipates. In particular, purchasing Portfolio Investments at prices which the general partner believes to be distressed or below fair value is no guarantee that the price of such Portfolio Investments will not decline even further. The valuations of Portfolio Investments are made in good faith, but may or may not reflect the realizable value of any given position which may be materially lower than the General partner's calculations.

As market dynamics shift over time, what may have been a highly successful valuation model may become outdated or inaccurate. There can be no assurance that the general partner will be successful in maintaining effective valuation models, and the necessity of continuously updating these models demonstrates that the Investment Manager's past successful results may not be representative of the Partnership's future performance.

Uncertain Exit Strategies. Due to the illiquid nature of many of the positions which the Fund is expected to acquire, as well as the uncertainties of the reorganization and active management process, the general partner is unable to predict with confidence what the exit strategy will ultimately be for any given core position, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

Reverse Repurchase Agreements. The Fund may enter into reverse repurchase agreements. In a reverse repurchase transaction, the Fund “buys” securities issued from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by the Fund, plus interest at a negotiated rate. The use of reverse repurchase agreements by the Fund involves certain risks. For example, if the seller of securities to the Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Fund will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Fund’s ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that the Fund may not be able to substantiate its interest in the underlying securities. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the Fund may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller. Similar elements of risk arise in the event of the bankruptcy or insolvency of the buyer.

Short Selling. The Fund’s investment portfolio may include short positions. A short sale involves the sale of a security that the Fund does not own in order to hedge related risks. To make delivery to the buyer, the Fund must borrow the security, and the Fund is obligated to pay the lender of the security any dividend or interest payable on the security until it returns the security to the lender. When the Fund makes a short sale in the United States, it must leave the proceeds thereof with the lender as collateral. If short sales are effected on a non-U.S. exchange, such transactions will be governed by local law. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which the Fund engages in short sales depends upon the General partner’s investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Fund of buying those securities to cover the short position. There can be no assurance that the Fund will be able to maintain the ability to borrow securities sold short. In such cases, the Fund can be “bought in” (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. In addition, the occurrence of a “short-squeeze” (the inability to maintain a “borrow” on securities) could force the Fund to cover a short position and realize an investment loss at an inopportune time. Additionally, heightened government regulation and sudden restrictions placed on short selling in the future, such as the recent, temporary emergency ban on short selling in the United States and the continuing temporary bans on short selling in other countries, could have a detrimental effect on the Fund’s investment strategies. It cannot be determined how future regulations may limit the Fund’s ability to engage in short selling and how such limitations may impact the Fund’s performance.

Forward Trading. The Fund may invest in forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges, and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or counterparty being contracted with to fulfill its

contract. As a result, trading in interbank non-U.S. exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the risk of default due to the failure of a counterparty with which the Fund has forward contracts. Although the general partner seeks to trade with responsible counterparties, failure by a counterparty to fulfill its contractual obligation could expose the Fund to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Fund due to unusually high or low trading volume, political intervention or other factors. The imposition of credit controls by government authorities might also limit such forward (and futures) trading to less than that which the general partner would otherwise recommend, to the possible detriment of the Fund. Neither the Commodities and Futures Trading Commission nor banking authorities regulate forward currency trading through banks. In respect of such trading, the Fund would be subject to the risk of counterparty failure or the inability or refusal by a counterparty to perform with respect to such contracts. Market illiquidity or disruption could result in major losses to the Fund.

Hedging Transactions. The Fund may utilize financial instruments, both for investment purposes and for risk management purposes in order to (i) protect against possible changes in the market value of the Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Fund's unrealized gains in the value of the Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) preserve returns, spreads or gains on any investment in the Fund's portfolio; (v) hedge the interest rate or currency exchange rate on any of the Fund's liabilities or assets; (vi) protect against any increase in the price of any securities the Fund anticipates purchasing at a later date or (vii) for any other reason that the general partner deems appropriate.

The general partner is not required to attempt to hedge portfolio positions in the Fund and, for various reasons, may determine not to do so. Furthermore, the general partner may not anticipate a particular risk so as to hedge against it. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if it has not engaged in any such hedging transaction. For a variety of reasons, the general partner may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss. The success of the hedging strategy of the Fund is subject to the General partner's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Fund's hedging strategy is also subject to the General partner's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. Moreover, it should be noted that the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties), "liquidity risk" and "widening" risk.

Highly Volatile Markets. The prices of financial instruments in which the Fund may invest can be highly volatile. Price movements of forward and other derivative contracts in which the Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Fund is subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses.

Trading and Investing Affiliates. The Fund may effect certain investments through limited partnerships, limited liability companies, corporations or other vehicles sponsored or managed by the General partner, the Investment Manager or third parties. A creditor having a claim that relates to a particular investment

held by any such vehicle may be able to satisfy such claim against all assets of such vehicle, without regard to the participation rights of the Fund and other investors of such vehicle in the assets of such vehicle.

Counterparty Risk. The loan syndication counterparties with which the Fund may effect transactions typically are not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, might not be available in connection with loan syndication transactions. This exposes the Fund 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 Fund to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Fund’s internal credit function which evaluates the creditworthiness of their counterparties may prove insufficient. The ability of the Fund 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 the Fund.

Market Disruptions; Governmental Intervention; Short Selling Ban. The global financial markets are currently undergoing pervasive and fundamental disruptions which have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies. Confusion and uncertainty have also resulted from the apparent inconsistency which has characterized recent governmental actions. For example, while the Federal Reserve assisted or otherwise intervened with respect to certain distressed financial institutions, it refused to do so for others. Such inconsistency has caused both severe losses for a number of market participants — who assumed either no intervention or intervention consistent with past precedent — and contributed to the general uncertainty and resulting illiquidity of the markets.

The Emergency Economic Stabilization Act (the “EESA”) is the largest governmental intervention in the history of the U.S. financial markets. In connection with the EESA, new market restrictions apply to the U.S. financial markets, restrictions which may have a material adverse impact on both the future competitiveness of these markets as well as the profit potential of the Partnership. Regulations in other jurisdictions also appear likely to take similar action.

It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on the Investment Manager’s strategies.

Item 9: Disciplinary Information

There are no material legal or disciplinary events related to the Firm.

Item 10: Other Financial Industry Activities and Affiliations

Item 10.A. and Item 10.B.

Sandton and its management persons are not registered or have an application pending to register as a broker-dealer, a registered representative of a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associate of the foregoing entities.

Item 10.C.

Sandton Credit Opportunities I GP, LLC is an affiliate of Sandton and serves as the general partner to the following funds: Sandton Co-Invest Fund I, LP; Sandton Co-Invest Off-Shore I, LP; Sandton Credit Opportunities Fund I, LP; and Sandton Credit Opportunities Off-Shore I, LP.

Sandton Credit Opportunities II GP, LLC is an affiliate of Sandton and serves as the general partner to the following funds: Sandton Credit Opportunities Master Fund II, LP, Sandton Credit Opportunities On-Shore Fund II, LP, and Sandton Credit Opportunities Off-Shore II, LP.

Sandton Credit Solutions III GP, LLC is an affiliate of Sandton and serves as the general partner to the following funds: Sandton Credit Solutions Master Fund III, LP, Sandton Credit Solutions On-Shore Fund III, LP, Sandton Credit Solutions Off-Shore III, LP, the Lonehill Fund LP, and Old Mac Sandton Fund I, LP. Subsequent to year-end, effective January 31, 2015, Old Mac Sandton Fund I, LP was closed.

Sandton Capital Advisors, LLC is a general partner of Sandton and serves as the sub-advisor of Corbin Opportunity Fund, L.P.

Item 10.D.

Sandton does not recommend other investment advisers for the Funds.

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

Item 11.A.

Sandton has adopted a Code of Ethics (the “**Code**”) under Rule 204A-1 of the Investment Advisers Act of 1940 designed to provide that Sandton employees comply with applicable federal securities laws. The Code addresses, among other things, Sandton’s standard of business conduct, requirements and restrictions relating to personal securities trading, policy regarding political contributions, policy regarding gifts and entertainment and confidentiality. Sandton employees must acknowledge in writing having received and read a copy of the Code. The Code is monitored by Sandton’s Chief Compliance Officer and any exceptions to the Code need prior approval by Sandton’s Chief Compliance Officer.

Please refer to the Code for additional information. Sandton’s Code of Ethics is available to investors and prospective investors upon request.

Item 11.B. to Item 11.D.

Sandton and its related persons do not recommend securities in which Sandton or a related person has a material financial interest nor does Sandton engage in principal transactions as defined in the Investment Advisers Act of 1940. Sandton makes investments in accordance with the risk parameters, investment objectives, and guidelines of its Funds.

Item 12: Brokerage Practices

Item 12.A.**A.1.**

Sandton does not currently engage in trading transactions on behalf of the Funds or utilize the services of broker dealers for transaction related services. In the event Sandton were to select or recommend broker-dealers for client transactions, Sandton would seek best execution of transactions and allocate transactions to broker-dealers for execution on markets/exchanges and at prices and commission rates that in the Firm's good faith judgment are in the best interest of its clients. The Firm's authorized manager would determine the appropriate brokers consistent with the Firm's duty to obtain best execution, except for those accounts with specific brokerage direction (if any). Sandton would take into consideration, among other things, available prices, brokerage commission rates, and other relevant factors including, but not limited to, execution, clearance, and settlement and error correction capabilities of the broker or dealer and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

Research furnished by brokers may include, but is not limited to: research reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance the Firm's investment decision making.

Sandton currently does not receive soft dollars; however, it may choose to do so in the future. If the Firm does use soft dollars in the future, it will endeavor to use research and brokerage services that provide lawful and appropriate assistance to Sandton in carrying out its investment decision-making responsibilities, as permitted under the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended.

A.2 and A.3.

Sandton does not recommend broker-dealers to its clients.

Item 12.B.

To the extent that Sandton aggregates orders for purchase or sale, the Firm will aggregate such orders as it deems appropriate and in accordance with each Fund's organizational documents and in the best interests of each Fund.

Item 13: Review of Accounts

Item 13.A. and 13.B.

The Funds and their holdings are reviewed on a regular basis to determine their conformity with their risk parameters, investment objectives, and guidelines. Sandton actively monitors the portfolio companies of the Funds and generally maintains an ongoing oversight position in such portfolio companies.

Item 13.C.

Investors in the Funds receive quarterly Schedules of Partners' Capital indicating their capital balances and performance for the quarter within 45 days of each quarter-end. Additionally, U.S. investors are generally issued Schedule K-1's after the close of a fiscal year-end. Audited financial statements are generally provided to investors within 90 days of a financial year-end. The reports discussed above are in written form.

Item 14: Client Referrals and Other Compensation

Item 14.A and B.

The Firm does not retain third-party marketers or solicitors.

Item 15: Custody

Client assets are held at a qualified custodian and not at Sandton. The Funds receive monthly account statements directly from the Funds' qualified custodian, and Sandton, as investment adviser to the Funds, carefully reviews those statements.

Additionally, to confirm compliance with Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended, Sandton has also appointed an independent certified public accounting firm that is both registered with, and subject to regular inspection by, the Public Companies Accounting Oversight Board that distributes audited financial statements to investors of the Funds within 120 days of the fiscal year-end. The Funds are audited annually and financial statements of the Funds are prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). These reports are in written form and investors should carefully review those statements.

Item 16: Investment Discretion

Sandton has full discretion to manage assets on behalf of the Funds. This authority is granted pursuant to an IMA between Sandton and each of the Funds. Individual investors grant authority to the Funds to enter into an IMA with Sandton by signing a subscription agreement.

Item 17: Voting Client Securities

Sandton does not currently engage in trading on behalf of the Funds, as such, proxy voting is not applicable at this time. In the event Sandton were to engage in trading, Sandton would be responsible for voting proxies for portfolio securities consistent with the best economic interests of its clients. Sandton's authority to vote proxies for the Funds is established by its IMA with each Fund. Sandton understands and appreciates the importance of proxy voting. The Firm will vote all proxies in the best interests of its clients and investors (as applicable) and in accordance with the procedures outlined below (as applicable), unless otherwise mandated by an investment management agreement or applicable law (e.g. ERISA).

- All proxies that are received by any employee (to vote on behalf of the clients) are given to the Portfolio Manager covering the subject portfolio security.
- Prior to voting any proxies, the Chief Compliance Officer will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the Chief Compliance Officer will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not.
- If no material conflict is identified pursuant to these procedures, the lead research analyst covering the subject security will make a decision on how to vote the proxy in question in accordance with the guidelines in put forth below.

Voting Guidelines: In the absence of specific voting guidelines mandated by a particular Fund, Sandton will endeavor to vote proxies in the best interests of each client. Sandton has adopted the proxy voting policies and procedures set forth in its Compliance Manual. Under the proxy voting policy, Sandton will generally vote proxies in accordance with the recommendation of the issuing company's management on routine and administrative matters unless Sandton has a particular reason to vote to the contrary. Non-routine matters will be voted on a case-by-case basis in a manner that serves the clients' best interest. Under certain circumstances, we may abstain from voting specific proxies if we believe that doing so is in the best interests of our clients. Furthermore, under our proxy voting policy, we may not vote proxies issued by companies if our clients no longer have any economic exposure to the issuer of the proxy or if we believe that the subject matter of the proxy has no material impact on our clients.

Sandton would not permit clients or investors to direct how the Firm would vote specific proxies. Each investor in the Funds may request information on how Sandton voted with respect to the securities of such Fund and obtain a copy of Sandton's policies and procedures, which are set forth in its Compliance Manual, by contacting the Chief Compliance Officer, at (212) 444-7205, or by email at dkorvyakov@sandtoncapital.com.

Item 18: Financial Information

Item 18.A.

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

Item 18.B.

There are no conditions that impair Sandton's ability to meet its contractual and fiduciary commitments to its clients.

Item 18.C.

The Firm has not been subject to a bankruptcy petition, past or pending.

Item 19: Requirements for State Registered Advisers

Not Applicable.