

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

August 28, 2018

**Halcyon Capital Management LP**

477 Madison Avenue, 8<sup>th</sup> Floor

New York, New York 10022

Telephone: (212) 303-9400

Fax: (212) 935-1831

<http://www.halcyonllc.com>

Attention: Suzanne McDermott

Halcyon Capital Management LP is an investment adviser that is registered with the United States Securities and Exchange Commission. Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.

**This brochure provides information about the qualifications and business practices of Halcyon Capital Management LP. If you have any questions about the contents of this brochure, please contact us at (212) 303-9498. 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 Halcyon Capital Management LP also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Material Changes**

The brochure has been revised to reflect Brian McHugh's departure from Halcyon Loan Management LLC.

## TABLE OF CONTENTS

1.	Advisory Business .....	1
2.	Fees and Compensation .....	4
3.	Performance-Based Fees and Side-By-Side Management .....	7
4.	Types of Clients .....	7
5.	Investment Strategies, Method of Analysis, and Risk of Loss .....	7
6.	Disciplinary Information.....	18
7.	Other Financial Industry Activities and Affiliates.....	18
8.	Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading.....	21
9.	Brokerage Practices .....	23
10.	Review of Accounts.....	26
11.	Client Referrals and Other Compensation .....	28
12.	Custody .....	28
13.	Investment Discretion .....	29
14.	Voting Client Securities .....	30
15.	Financial Information.....	31

## 1. Advisory Business

Halcyon Capital Management LP (“HCM” or the “Firm”) is an investment advisory services firm that seeks to harness its professionals’ deep and diverse investment capabilities to help clients develop solutions that fit their needs. HCM together with its relying adviser affiliates (the oldest of which has been a registered adviser with the SEC since 1997) comprise a leading global asset management firm. This brochure contains information with respect to HCM and all of its relying advisers (collectively, “Halcyon” or “we”). Halcyon provides investment advisory services to a variety of private investment funds, managed accounts, and collateralized loan obligation investment vehicles whose investors include leading public and private pension funds, endowments, foundations, financial institutions, insurance companies, funds of funds, and high-net-worth individuals. Halcyon’s advisory client funds have investors primarily in the United States, Canada, the United Kingdom, Continental Europe, the Middle East, Asia, and Australasia. Halcyon’s regulatory assets under management are estimated to be \$ \$10,982,039,548 as of January 1, 2018.

HCM is indirectly privately owned by 8 active partners who average 16 years of experience at Halcyon. John M. Bader is the indirect principal owner of the Firm. Dyal Capital Partners owns a minority passive interest in the Firm. Halcyon draws on the skills and experience of approximately 92 employees, approximately 32 of whom are investment professionals. John M. Bader is Chairman and Chief Executive Officer of the Firm, Jason Dillow is Vice Chairman, Chief Investment Officer and Head of Credit, and Kevah Konner is Executive Vice Chairman and Chief Risk Officer. The Firm’s Executive Committee includes John M. Bader, Jason Dillow, Kevah Konner, Joseph Hill, Ross Smead and Suzanne McDermott. In addition, Jason Dillow, Kevah Konner, John Greene, and, solely with respect to arbitrage positions, Mark Simons are Portfolio Managers with respect to HCM’s advisory activities.

Halcyon is headquartered in New York, NY and its affiliates, Halcyon Loan Advisors (UK) LLP and Halcyon European Asset Management LLP, are headquartered in London.

### Relying Advisers

HCM directly or indirectly owns controlling stakes in all of its relying advisers, which fall into the following categories:

1. Halcyon Event-Driven Management LP (“HEDM”), a successor in interest to Halcyon Asset Management LLC and Halcyon Offshore Asset Management LLC, and its direct and indirect subsidiaries listed below;
2. Halcyon Loan Management LLC (“HLM”) and its direct and indirect subsidiaries listed below;
3. Halcyon Long Duration Recoveries Management LP (“HLDR”); and
4. Other advisors, including Halcyon European Asset Management LLP.

### *Halcyon Event-Driven Management*

HEDM's objective is to provide its investors with excellent risk-adjusted returns relative to the S&P 500, with less volatility than the S&P 500, relatively low drawdowns, and relatively low correlations to equity and high-yield markets. Jason Dillow, Kevah Konner, and, solely with respect to arbitrage positions, Mark Simons are the Portfolio Managers for HEDM. HCM is the sole limited partner of HEDM, and its general partner is Halcyon Event-Driven Management GP LLC.

HEDM is the sole limited partner of each of (i) Halcyon Arbitrage Management LP, (ii) Halcyon Special Situations Management LP, and (iii) Halcyon Credit Management LP. The general partner of Halcyon Arbitrage Management LP is Halcyon Arbitrage Management GP LLC. The general partner of Halcyon Special Situations Management LP is Halcyon Special Situations Management GP LLC. The general partner of Halcyon Credit Management LP is Halcyon Credit Management GP LLC. Halcyon Arbitrage Management LP is the sole limited partner of Halcyon Arbitrage UCITS Management LP, and Halcyon Arbitrage Management GP LLC is its general partner.

Halcyon Arbitrage Management seeks to identify structural market inefficiencies and situations where its research suggests the risk is less asymmetric than for similar strategies, particularly with respect to merger arbitrage opportunities. Halcyon Arbitrage UCITS Management LP provides advisory services using the same strategies to UCITS portfolios. Kevah Konner and Mark Simons are the Portfolio Managers for Halcyon Arbitrage Management LP and Halcyon Arbitrage UCITS Management LP.

Halcyon Credit Management LP focuses primarily on stressed and distressed credit investments principally, but not exclusively, in Western Europe. Jason Dillow, John Greene, and Damien Miller are the Portfolio Managers for Halcyon Credit Management LP.

Halcyon Special Situations Management LP focuses on special situations with a longer-duration, tailored investment approach. Jason Dillow and Kevah Konner are the Portfolio Managers for Halcyon Special Situations Management LP.

### *Halcyon Loan Management*

Most of HLM's subsidiaries specialize in providing collateral asset management services to collateralized loan obligation vehicles. Jason Dillow is the Head of Credit for HLM and its subsidiaries. Ross Smead, Brian Yorke, and, solely with respect to European CLOs, David Snyder are Portfolio Managers for HLM and its subsidiaries.

Certain of HLM's subsidiaries control the management of the collateral supporting certain debt obligations issued by such vehicles. The collateral generally consists of debt obligations, secured and unsecured claims, any equity securities acquired as part of a unit consisting of both a debt obligation and an equity security, and certain derivative

instruments. HLM and its subsidiaries perform numerous administrative and advisory functions with respect to the collateral, including selecting the portfolio of collateral and instructing an independent trustee with respect to acquisitions, dispositions, or reinvestments of proceeds of the collateral.

HCM is the sole member of HLM participating in profits and losses with respect to investment advisory activities. HLM has two special members providing risk retention capital in connection with establishment of collateral obligation vehicles. The relying advisers providing services to collateralized obligation vehicles are (i) Halcyon Loan Investors LP, Halcyon Neptuno II Management LLC and Halcyon Loan Advisors A LLC (each principally or wholly owned by HLM), (ii) Halcyon Loan Advisors (UK) LLP (principally owned by Halcyon Loan Management (UK) Limited, a wholly owned subsidiary of HLM), and (iii) each of Halcyon Loan Advisors 2012-1 LLC, Halcyon Loan Advisors 2012-2 LLC, Halcyon Loan Advisors 2013-1 LLC, Halcyon Loan Advisors 2013-2 LLC, Halcyon Loan Advisors 2014-1 LLC, Halcyon Loan Advisors 2014-2 LLC, Halcyon Loan Advisors 2014-3 LLC, Halcyon Loan Advisors 2015-1 LLC, Halcyon Loan Advisors 2015-2 LLC, Halcyon Loan Advisors 2015-3 LLC, Halcyon Loan Advisors 2018-1 LLC and Halcyon Loan Advisors 2018-2 LLC (each a wholly owned subsidiary of Halcyon Loan Advisors LP, which is principally owned by HLM).

Halcyon Loan Investment Management LLC, principally owned by HLM, provides investment advisory services to private funds and managed accounts focusing primarily on senior bank loan investments, with some accounts focused on a specific industry sector.

#### *Halcyon Long Duration Recoveries Management*

HLDR focuses on non-market correlated investments in litigation-oriented situations, liquidations, and other special opportunities (which can include private and illiquid positions) of a non-market correlated nature, in each case, with a long-term investment horizon. The members of the Investment Committee of HLDR are John Greene (Chairman), Jason Dillow, Kevah Konner, and Igor Fuks. The sole limited partner of HLDR is HCM, and HLDR Management GP LLC is its general partner.

#### *Other Relying Advisers*

Halcyon European Asset Management LLP is indirectly principally owned by HCM. It provides research services to Halcyon in connection with various strategies.

#### *Advisory Clients*

Halcyon's advisory clients fall into three categories:

1. Private funds sponsored and controlled by Halcyon for a variety of investors or one or more specific investors (referred to as the "Halcyon Funds");
2. Collateralized loan obligation investment vehicles (referred to as the "CLOs"); and

3. Managed accounts for institutional investors or funds sponsored by unaffiliated institutions (referred to as the “Managed Accounts”).

Halcyon tailors advisory services to the individual needs and specified investment mandate of its advisory clients. The investment management agreements do not require us to tailor our services to the needs of specific underlying investors in the commingled Halcyon Funds. For such Halcyon Funds, we adhere to the investment strategy set forth in each Private Placement Memorandum and/or other operating documents of the relevant Halcyon Fund. For each Managed Account, as well as for single investor Halcyon Funds, we enter into advisory and/or operating agreements that contain a description of the investment objective and mandate, as well as investment guidelines and restrictions agreed upon with those clients. For CLOs, we adhere to the investment strategy and portfolio guidelines and restrictions set forth in the relevant CLO’s offering circular.

We do not participate in wrap fee programs. We manage Halcyon Funds and CLOs on a discretionary basis. We also have discretionary authority over our Managed Accounts, except as may be limited in the relevant client’s advisory agreement.

## **2. Fees and Compensation**

Neither Halcyon nor any of our partners and other employees (referred to collectively as “Employees”) or affiliates receives any transaction based compensation for the sale of securities or other investment products.

### **Management Fees and Performance Compensation**

Halcyon or a Halcyon affiliate typically receives compensation from the Halcyon Funds (other than the close-ended funds) calculated as a percentage of the assets we manage and on performance achieved with respect to each Halcyon Fund or specific interests therein, as provided in the governing documents of the relevant Halcyon Fund. The governing documents of the commingled Halcyon Funds permit us to negotiate different fees with investors in these Halcyon Funds separately and to waive the fees for certain of our affiliates, Employees, and accounts managed by them.

An affiliate of Halcyon generally deducts the asset-based fee described above from the Halcyon Fund accounts monthly in advance or in arrears, or quarterly in arrears, as provided in the governing documents of the relevant Halcyon Fund. Because investors in the Halcyon Funds may not make intra-month withdrawals of their capital and management fees are pro-rated for any periods shorter than a full payment period, investors do not pay a management fee in excess of what they owe for the entire period. An affiliate of Halcyon generally deducts performance-based compensation from the Halcyon Funds’ accounts at the end of each year, or a shorter period coinciding with an earlier withdrawal date with respect to the withdrawn amount to the extent permitted by the governing documents of the relevant Halcyon Fund.

For close-ended Halcyon Funds, management fees are calculated monthly in advance as a percentage of certain capital commitments during the investment period and then the net funded capital, as determined in accordance with the relevant Halcyon Fund's operating agreement. The carried interest payable to an affiliate of Halcyon is deducted from realization or other proceeds of the assets held by the relevant Halcyon Funds and is subject to return to investors of their contributed capital and a preferred return. The management fees are subject to pro-rata and refund in the event the investment management agreement is terminated prior to the end of a month. Since investors cannot redeem their interests in any close-ended Halcyon Funds, they do not bear management fees in excess of what they owe for the entire month.

Fee arrangements for Managed Accounts as well as single investor Halcyon Funds are customized. All of these clients pay periodic asset-based fees (typically, monthly or quarterly), and most of these clients also bear performance-based compensation (typically, annually, per other relevant periods, or with respect to distribution proceeds specified in the relevant Managed Account or single investor Halcyon Fund documentation). Halcyon receives compensation from Managed Account clients as invoiced. In most instances, an unaffiliated third party deducts these amounts from Managed Account assets, and a Halcyon affiliate deducts these amounts from the relevant Halcyon Funds' assets. In addition to Halcyon's fees, certain Managed Accounts are subject to asset-based fees and performance compensation in favor of the unaffiliated sponsor of the relevant Managed Account. Detailed information concerning compensation and fee arrangements with respect to Managed Accounts and single investor Halcyon Funds is contained in the governing documents of these clients.

For CLOs, Halcyon or a Halcyon affiliate receives a base collateral management fee and, in most instances, a subordinated collateral management fee, each paid quarterly or semi-annually in arrears. These fees are equal to a certain percentage of the aggregate collateral balance, determined as of each payment date. In some instances, we also receive an incentive management fee with respect to collateral interest and collateral principal collections available as of each payment date, in certain instances subject to a hurdle. The trustee of each CLO generally remits the collateral management fees to us quarterly or semi-annually in arrears, typically from an interest collection account associated with the CLOs. Detailed information concerning compensation and fee arrangements is contained in the prospectus or other governing documents of each CLO.

### Expenses

Halcyon Funds bear all costs and expenses directly related to portfolio investments or prospective investments (whether or not consummated), including, but not limited to, brokerage commissions; interest on debit balances or borrowings; commitment fees; custodial fees; bank fees; all due diligence and structuring expenses (including legal expenses and costs of any investment subsidiaries or other alternative investment vehicles used in connection with any investment, where applicable); fees, expense reimbursement and profit-sharing payments due to unaffiliated advisors, sub-advisors, consultants, lawyers, and finders (which do not offset the management fees or the performance



compensation payable to Halcyon); specific expenses incurred in obtaining or maintaining systems, research, and other information utilized in the clients' investment programs, portfolio management, valuations, accounting, compliance, or reporting, including the costs of statistics and pricing services, service contracts for quotation equipment, and related hardware and software; and any withholding or transfer taxes. Halcyon Funds also bear all out-of-pocket costs of their administration, including, but not limited to, accounting, audit, administrator, offering, licensing, compliance and legal expenses, costs of any litigation or investigation involving the Halcyon Funds' activities, costs associated with reporting and providing information to existing and prospective investors, costs of any regulatory filings (including any filings made by Halcyon relating to the Halcyon Funds and the management thereof, *e.g.*, Form PF and reports under AIFM Directive), and a portion of any liability insurance obtained on behalf of the Halcyon Funds, Halcyon, or our affiliates.

Managed Accounts generally bear investment program expenses similar to those borne by the Halcyon Funds and any other expenses set forth in their governing documents. Expenses payable by certain Managed Accounts and single investor Halcyon Funds are subject to limitations set forth in the relevant governing documents.

CLOs may incur and bear the following expenses: offering expenses, including rating agency expenses, listing expenses, underwriting and placement agent fees, and legal expenses; trustee and administrator expenses; costs and expenses incurred in connection with the acquisition, holding, monitoring, amendment, default, restructuring, bankruptcy, and disposition of collateral debt obligations and other eligible investments or relating to any proposed investments; brokerage fees; specific expenses incurred in obtaining or maintaining systems, research and other information utilized in the CLOs' investment programs, portfolio management, valuations, or accounting, including the costs of statistics and pricing services, service contracts for quotation equipment and related hardware and software; legal, tax, accounting, and appraisal costs, and any extraordinary expenses of any nature or other unusual matters.

When Halcyon incurs expenses on behalf of multiple clients, we seek to allocate expenses among the applicable clients in a fair and equitable manner and consistent with the clients' governing documents. We typically allocate expenses directly related to a specific investment among clients based on the relative value of the positions being acquired, held, or sold, and shared expenses not directly related to a specific investment based on the relative net asset value of client accounts, in all instances to the extent permitted by the relevant clients' governing documents. However, we can apply other expense allocation formulas and methods at our discretion. We cannot guarantee the accuracy of all expense allocations and are not financially responsible for incorrect allocations in the absence of a breach of the standard of care set forth in the clients' governing documents.

Please see Section 7: Other Financial Industry Activities and Affiliates for information related to the role of Service Companies (as defined below) in litigation-oriented transactions, including expense allocation considerations related to the use of Service Companies.

For more information on brokerage transactions and costs, please see Section 9: Brokerage Practices.

### **3. Performance-Based Fees and Side-By-Side Management**

Halcyon receives performance-based compensation from all of the Halcyon Funds (including with respect to certain series of interests therein) other than Halcyon Multiple Strategies, L.P., which invests only into other Halcyon Funds and does not compete for investment opportunities with those clients. Halcyon also receives performance-based compensation from certain CLO clients. Although a majority of our Managed Accounts are subject to performance compensation, certain Managed Accounts using highly liquid strategies pursued by Halcyon Arbitrage Management LP and Halcyon Arbitrage UCITS Management LP, as well as certain Managed Accounts focusing on senior loan investments pursued by Halcyon Loan Investment Management LLC, are not subject to performance-based compensation. This side-by-side management of accounts with different compensation structures creates a potential conflict in that the manager may be incentivized to allocate investment opportunities to the clients that are subject to the performance compensation. Halcyon has adopted and applies investment allocation policies designed to achieve equitable allocation among our clients over time. Specifically, our allocation policy prevents us from taking compensation into account when allocating investment opportunities.

### **4. Types of Clients**

All of our advisory clients are private investment funds or similar investment entities. Halcyon Funds directly or indirectly have a diverse group of investors, including leading pension funds, endowments, foundations, financial institutions, insurance companies, funds of funds, and high-net-worth individuals throughout the world. Halcyon requires investors that are US persons to be “accredited investors” and “qualified purchasers” or “knowledgeable employees” (as defined in applicable federal securities laws and regulations) and requires investors that are European Union (“EU”) persons to be “professional clients” within the meaning of EU Directive 2004/39/EC. Our Managed Account clients are a variety of leading institutional investors as well as domestic and foreign private funds sponsored by unaffiliated institutions.

Halcyon’s CLO clients issue senior and subordinated notes in offshore offerings pursuant to Regulation S or subject to Rule 144A resale transactions. Purchasers of notes must be either non-US persons or highly sophisticated domestic investors, “qualified institutional buyers,” “accredited investors,” “qualified purchasers,” and/or “knowledgeable employees” (each as defined in US federal securities regulations).

### **5. Investment Strategies, Method of Analysis, and Risk of Loss**

Halcyon Investment Strategies

*Halcyon Capital Management*

HCM harnesses its professionals' deep and diverse investment capabilities to help its clients develop solutions that fit their needs. HCM generally focuses on investments in diversified portfolios of assets, selected and allocated by HCM on a dynamic and opportunistic basis, including the opportunity to be early participants in new strategies being launched by Halcyon.

#### *Halcyon Event-Driven Management*

Halcyon Event-Driven Management LP engages in merger, credit, and special situation strategies, primarily in North America and Western Europe.

Halcyon Arbitrage Management LP and Halcyon Arbitrage UCITS Management LP seek to identify structural market inefficiencies and situations where its research suggest the risk less asymmetric than for similar strategies, particularly with respect to merger arbitrage opportunities.

Halcyon Credit Management LP focuses primarily on stressed and distressed credit investments, principally in Western Europe.

Halcyon Special Situations Management LP focuses primarily on special situations with potentially a longer-duration investment horizon.

#### *Halcyon Loan Management*

The investment objective of HLM's subsidiaries is to generate current income, affording significant downside protection by investing primarily in senior loans. Halcyon Funds that are formed for specific investors and Managed Accounts may be required to follow additional guidelines set forth in their governing documents.

For our CLO clients, HLM's subsidiaries manage collateral through maturity of debt obligations issued by the CLOs and are responsible for ongoing functions with respect to the CLOs such as instructing the trustees with respect to any acquisition, disposition, or sale of the assets, including reinvestment of proceeds during the reinvestment period.

HLM's subsidiaries manage portfolio assets for Managed Account clients pursuant to advisory agreements and provide ongoing reporting to the institutional sponsors with respect to portfolio activities in Managed Accounts.

#### *Halcyon Long Duration Recoveries Management*

HLDR seeks investment opportunities within the non-market correlated space, including privately negotiated litigation related investments, claims in liquidating entities, and non-market correlated special opportunities, in each case, with a longer-term investment horizon. Investments can include asset-level purchases, common equity, preferred equity, private debt, and other instruments that HLDR deems appropriate for the relevant client's mandate; such instruments may include, but are not limited to, financial asset purchases, stocks, bonds, bank debt, and claims in various self-liquidating and insolvency regimes.

## Method of Analysis

### *Halcyon Capital Management*

HCM focuses on targeting idiosyncratic opportunities across multiple investment strategies while seeking to offer robust downside protection. HCM's investment research and analysis begins with idea generation, a process which is highly collaborative. Analysts and Portfolio Managers source and evaluate ideas from proprietary research, sell-side analysts, industry experts, company contacts, buy-side peers, news media, and other third-party sources as well as from professional colleagues working across Halcyon's various investment platforms.

HCM investment professionals generally meet every morning to discuss the macro environment, news related to the portfolio, contemplated investments, and new ideas. Portfolio Managers and analysts from other Halcyon strategies also frequently attend these morning meetings, thereby allowing HCM to leverage their unique and varied expertise. HCM teams of one or more analysts work with Portfolio Managers to research each investment idea and existing positions in an iterative fact-finding process. Generally, extensive proprietary qualitative and quantitative analysis, legal due diligence, and information gathered from various internal Halcyon and third party sources are all integral to the research process.

HCM uses detailed fundamental analysis to build earnings and cash flow models, determine the impact of various catalysts, as well as to assess management's ability to execute their business strategy. Using a range of appropriate valuation metrics, HCM sets price targets to be attained (which change as new information is received), generally within a one-year time frame, based on relevant valuation measurements and projections. HCM also uses technical analysis to optimize entry and exit levels, as well as for trading around trend lines and to balance exposure.

Investment decisions are made on a bottom-up basis. Positions are compared to one another regularly based on changing relative risk-reward ratios and compete for capital accordingly. Position sizes are determined in connection with risk limits obtained by using downside analyses based on internal estimates. HCM takes an opportunistic and value-oriented approach to each new investment allocation, applying each applicable advisory client's investment guidelines and HCM's portfolio construction techniques to size the positions appropriately.

This bottom-up approach is supplemented by a top-down overlay, whereby Portfolio Managers seek to limit the risk of individual positions according to various shock-drawdown scenarios and take into account macroeconomic and market conditions during the portfolio construction process. Moreover, portfolios, in addition to being hedged at the position level, are also hedged at the portfolio level.

### *Halcyon Event-Driven Management*

HEDM's dynamic approach to portfolio construction is based on bottom-up position

comparison with a top-down overlay. The bottom-up process begins with idea generation; this involves the use of proprietary screens and mining of relationships with sell- and buy-side analysts, company contacts, news media, and other sources by HEDM investment professionals. Opportunities that have been identified are researched in a process involving fundamental analysis and valuation, constituency analysis, legal and regulatory evaluation, consideration of tax and accounting issues, as well as timing estimation. Portfolio Managers consider each opportunity and make investment decisions both at investment committee meetings each morning and throughout the day, in each case, in the context of new information, conclusions, and market conditions. Additionally, portfolio positions are re-evaluated on an ongoing basis in the context of new opportunities and other portfolio positions, and capital is allocated accordingly.

### *Halcyon Loan Management*

HLM's subsidiaries use disciplined, fundamental, bottom-up credit underwriting protocols to identify investment opportunities. The investment process also involves an informed macro judgment concerning broad investment themes and sector drivers. HLM and its subsidiaries focus on relative value in asset selection, both within and among issuers' capital structures, with a keen emphasis on the appropriate price, market liquidity, and timing for event catalysts as well as other special situations. In addition, the bank loan portfolio management approach includes a focus on loans with potential for near term yield enhancement in which HLM believes the likelihood of early retirement and/or re-pricing of the loan via a tactical refinancing, corporate action, or legal negotiation with lenders creates an attractive risk/return dynamic relative to other investment opportunities in the issuer's capital structure.

Teams led by one or more senior analysts research individual positions, then discuss each position with the portfolio managers in an iterative fact-finding process. Research includes extensive, proprietary qualitative and quantitative analysis and is supplemented by reports from sell-side firms, independent analysts, and industry consultants, by fundamental due diligence with companies and their partners, customers, and competitors, by event-oriented discussions with attorneys, lenders, accountants, investment bankers, and other investors, and with review of public filings, including bankruptcy filings.

During the "ramp-up" stage of CLO portfolio construction, HLM subsidiaries identify and acquire a collateral portfolio consisting primarily of debt obligations, secured and unsecured claims (including secured or unsecured loans or bonds issued by corporations, structured products, and other privately issued obligations), swaps and derivatives, and other eligible instruments, in each case meeting the investment guidelines, qualification, and rating requirements specified in each respective offering circular.

During the "ramp-up" stage of certain Managed Accounts, HLM's subsidiaries assemble a portfolio of assets consisting of eligible instruments in each case meeting the investment guidelines, qualification and rating requirements specified in each respective investment management agreement.

## *Halcyon Long Duration Recoveries Management*

HLDR's investment process has its foundation in a research paradigm and a dynamic approach to risk management that serves to put different types of positions within different strategies on equal footing for evaluation purposes. In our opinion, this approach results in better situation comparison and selection as well as more optimized portfolio construction.

HLDR builds the portfolios largely on a "bottom-up" basis, choosing to pursue privately negotiated litigation claims and other positions based on their absolute downside risk and their probabilistic relative attractiveness.

Teams led by one or more senior analysts research potential opportunities and then discuss such opportunities with the Portfolio Managers in an iterative fact-finding process. Research includes extensive proprietary qualitative and quantitative analysis and legal due diligence and is supplemented by fundamental credit due diligence as well as reports from law firms, sell-side firms, independent analysts, and industry consultants.

### Risk of Loss

Halcyon's dedication to the rigorous management of risk within and across subsets of its portfolios is designed to identify and address effectively the sorts of risk inherent in the types of transactions in which we participate. However, despite our risk management process, investing in any securities or other assets (*e.g.*, bank debt) involves a risk of loss that our clients and the investors in our clients must be prepared to bear.

Examples of potential areas of risk associated with the types of investment strategies in which we engage are:

Equity Securities Generally. We engage in trading equity securities. Market prices of equity securities generally, and of certain companies' equity securities more particularly, frequently are subject to greater volatility than prices of fixed-income securities. On numerous occasions in the past, market prices of equity securities as a group have dropped dramatically in a short period of time, and they may do so again in the future. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities.

Purchasing Securities of Initial Public Offerings. We may purchase securities of companies involved in initial public offerings or shortly thereafter. Special risks associated with these securities may include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the company, and limited operating history. These factors may contribute to substantial price volatility for the shares of these companies. The limited number of shares available for trading in some initial public offerings may make it more difficult for Halcyon to buy or sell significant amounts of shares without an unfavorable impact on prevailing market prices. In addition, some companies in initial public offerings are involved in relatively new

industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them.

Small and Medium Capitalization Companies. We may invest in companies with small to medium-sized market capitalizations. While Halcyon believes such securities or assets often provide significant potential for appreciation, the securities or other instruments of certain companies, particularly smaller-capitalization companies, involve higher risks in some respects than do investments in securities or other instruments of larger companies. For example, prices of small-capitalization and even medium-capitalization securities or other instruments are often more volatile than prices of large-capitalization securities or other instruments, and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in the securities or other instruments of some small-capitalization companies, an investment in those companies may be illiquid.

Non-Investment-Grade Investments. Our strategies at times call for us to invest in issuers experiencing financial distress or stress and other high yield investments that are rated below investment grade or are unrated. With meaningful balance sheet leverage, operational and/or business risk, our credit investments may be unsecured or subordinated. As a consequence of the nature of our strategies and our investments, there is a risk that we may lose some or all of the cost of many investments that we make. Our strategies and the success of our clients depend upon our ability to gather all relevant information about each investment and to assess it accurately, not only at the time of investment but through our holding period until Halcyon disposes of the investment. Our expectations regarding the favorable outcome of any investment can be adversely affected by numerous factors beyond our control, including our receipt of incomplete or inaccurate data, our failure to assess it accurately, and unpredictable changes in circumstances, including unforeseeable macro-economic circumstances unrelated to our analysis of the specific investment. During an economic downturn or a sustained period of rising interest rates, issuers of high-yield bonds may be more likely to experience financial stress, especially if such issuers are highly leveraged. The market for these securities is thinner, often less liquid, and less active than that for higher-rated securities, which can adversely affect the prices at which they can be sold and may even make it impractical or impossible to sell these positions.

Distressed Investments Generally. We expect to have interests, directly or indirectly, in securities, claims, and other obligations of companies that are experiencing significant financial or business difficulties, have substantial capital needs or negative net worth, face special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings, with a view to making long-term investments in positions that are likely to generate attractive returns over time. Investing in companies experiencing significant business and financial difficulties requires legal and financial sophistication, and such investments involve a substantial degree of risk. Investments in the debt or equity of companies involved in reorganization proceedings typically entail a number of risks that do not normally apply to investments in financially sound companies, such as risks related to the bankruptcy process and being involved in protracted litigation.

Trade and Other General Unsecured Claims. We expect to acquire interests in claims of trade creditors and other general unsecured claim holders of a debtor (referred to as trade claims). Trade claims generally include, but are not limited to, claims of suppliers for goods delivered and not paid, claims for unpaid services rendered, claims for contract rejections, and claims related to litigation. Trade claims are typically unsecured and may, in unusual circumstances, be subordinated to other unsecured obligations of the debtor. The repayment of trade claims is subject to significant uncertainties, including potential set-off by the debtor as well as other legal uncertainties. A trade claim may be transferred or assigned before or after a petition in bankruptcy is filed, including after a proof of claim has been filed. Investments in trade claims and high risk receivables may also entail special risks including, but not limited to, fraud or other inequitable conduct on the part of the assignor of the trade claim as well as logistical and mechanical issues which may affect our ability to collect the claim in whole or in part.

Investments in Unregistered Securities. We may invest in unregistered securities and other instruments, including investments in new and early stage companies or companies undergoing operational or financial restructuring, which may involve a high degree of business and financial risk that can result in substantial losses. Because of the possible absence of a liquid trading market for these investments, it may not be possible to liquidate or it may take longer to liquidate these positions than would be the case for publicly traded securities and other instruments. Although these securities and other instruments may be resold in privately negotiated transactions, the prices realized on these sales could be substantially lower than those originally paid by us. Further, companies whose securities and other instruments are not publicly traded will generally not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities and other instruments.

Merger Arbitrage. Our merger or “risk” arbitrage strategy depends upon our ability to identify merger activity to capture (or sell short) the spread between current market values of securities and their values after successful completion of a merger, restructuring, or similar corporate transaction. Merger arbitrage investments may incur significant losses when anticipated merger or acquisition transactions are not consummated. The consummation of mergers, tender offers, and exchange offers may be prevented or delayed by a variety of factors including: (i) regulatory and antitrust restrictions, (ii) political factors, (iii) industry weakness, (iv) stock-specific events, (v) failed financings, (vi) as well as unforeseen circumstances. Merger arbitrage positions are also subject to the risk of overall market movements. To the extent that a general increase or decline in equity values affects the stocks involved in a merger arbitrage position differently, the positions may be exposed to loss. Merger arbitrage strategies also depend for success on the overall volume of merger activity, which historically has been cyclical in nature.

Bank Loans Generally. There are special risks associated with investments in bank loans and participations, which include (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws, (ii) 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 a fund to enforce its rights directly with respect to participations. Successful claims by third parties arising



from these and other risks, absent bad faith, are borne by the investor and diminish investment returns.

Senior Loans Risk. Senior loans are usually rated below investment grade or may also be unrated. As a result, the risks associated with senior loans are similar to the risks of below investment grade fixed income instruments, although senior loans are senior and secured in contrast to other below investment grade fixed income instruments, which are often subordinated or unsecured. Investment in senior loans rated below investment grade is considered speculative because of the credit risk of their issuers. Issuers of non-investment grade debt are more likely than issuers of investment grade debt to default on their payments of interest and principal owed to a fund, and defaults could have a materially adverse effect on the Halcyon Funds' performance. An economic downturn would generally lead to a higher non-payment rate, and a senior loan may lose significant market value before a default occurs. Moreover, any specific collateral used to secure a senior loan may decline in value or become illiquid, which would adversely affect the senior loan's value. In general, the secondary trading market for senior loans is not well developed. No active trading market may exist for certain senior loans, which may make it more difficult to value them. Illiquidity and adverse market conditions may mean that Halcyon may not be able to sell senior loans quickly or at a fair price. To the extent that a secondary market does exist for certain senior loans the market for them may be subject to irregular trading activity, wide bid/ask spreads, and extended trade settlement periods.

Investments in Loans Secured by Real Estate. While direct real estate investment is not our intended focus, it is possible that, from time to time, our clients may invest in loans secured by real estate and may, as a result of default, foreclosure, or otherwise, hold real estate assets. Special risks associated with these investments include changes in the general economic climate or local conditions (such as an oversupply of space or a reduction in demand for space), competition based on rental rates, attractiveness, and location of the properties, changes in the financial condition of tenants, and changes in operating costs. Real estate values are subject to government regulations (including those governing usage, improvements, zoning, and taxes), interest rate levels, the availability of financing, and potential liability under changing environmental and other laws.

Litigation-Oriented Investments. Our litigation-oriented investments strategy requires an evaluation of the outcome and timing of a dispute resolution process. Regardless of the amount of research and other due diligence that may be performed, predicting the outcome of litigation or other dispute resolution processes is inherently uncertain and depends on a variety of circumstances that may be unrelated to the legal merits of the substantive claims of the parties, including uncertainty regarding the application of law to particular facts, disputed factual records and testimony, unforeseen procedural issues, uneven quality of advocacy, misapplication of settled law by a judge or jury, or settlement dynamics in which the motivations of the parties may be unrelated, in whole or in part, to the merits of the dispute. Since the expenditures in this strategy generally do not involve the acquisition of any assets having any residual value, an unfavorable outcome typically will result in a complete loss of the investment.

Non-Controlling Investments. We typically make non-controlling investments. Therefore, we may have a limited ability to protect our investments and may be adversely affected by actions taken by the majority equity holders of the portfolio companies in which we invest.

Illiquidity. Halcyon may make investments in securities or other instruments that are not readily marketable or that cease to be readily marketable after Halcyon makes its investment. This could make it difficult or impossible to realize the value Halcyon ascribes to an investment if we are forced to dispose of it in an inactive market. For funds whose strategy includes litigation claims, given general market inefficiencies (or lack of a market) respecting companies engaged in litigation or restructuring, a portfolio valuation may not necessarily be indicative of actual results or amounts to be realized by Halcyon from the client's investments. Additionally, some investments may be subject to certain other transfer restrictions that may contribute to illiquidity. Also, investments constituting a control position will be subject to additional transfer restrictions under federal securities and other laws by virtue of such control position, which will further contribute to illiquidity.

Valuation. Investors in open-ended Halcyon Funds purchase and redeem interests based on a determination of the fair value of the assets and liabilities of the relevant Halcyon Fund. In addition, our management fees and incentive allocations are determined by reference to these valuations. To the extent market quotations are unavailable or Halcyon determines that such quotations inadequately represent the fair value of the assets, Halcyon will value such positions in good faith (which may be subject to periodic review of certain positions by an independent investment bank). Investors may be adversely affected in connection with subscriptions or redemptions to the extent the values so determined are incorrect. Investors are also subject to a conflict of interest with respect to Halcyon to inflate the determination of fair value because Halcyon is entitled to compensation based on the assets under management, as well as on the unrealized gains and losses with respect to certain Halcyon Funds. In order to minimize this conflict Halcyon uses the services of an independent administrator to value assets and interests in Halcyon Funds, provided that for positions lacking readily available independent pricing sources, the administrator can rely on valuation by Halcyon absent manifest error.

Competition. The success of investments typically depends on our ability to identify or exploit opportunities more efficiently than other market participants. The ability to do so may be adversely affected as a result of the highly competitive nature of the asset management industry.

Concentration. The client's portfolio may be highly concentrated, and a loss with respect to any position may have a significant impact on the overall returns.

Short sales. Some of our strategies call for short sales not only for hedging purposes but also occasionally to take advantage of situations in which Halcyon believes an investment has been overvalued by market participants. If our assessment of these situations is incorrect, there is risk that Halcyon could incur a potentially unlimited amount of loss from the short sale.

Leverage. Halcyon generally has the discretion to use borrowing and other forms of leverage in our strategies. While the use of leverage may amplify the profit on successful investments, it may also amplify the losses incurred on unsuccessful investments.

High Turnover. Halcyon trading activities may be made on the basis of short-term market considerations. The portfolio turnover rate may be significant, potentially involving substantial brokerage commissions, related transaction fees, expenses, and financing charges.

Fund Structure: Limited Liquidity and Transparency. An investor's investment in any Halcyon Fund is subject to the structure and terms of the relevant fund. These include rights to liquidity and transparency that are more restrictive than would be the case for a Managed Account held by a custodian in the investor's name or for the personal account of the investor in its own name. Halcyon Funds may suspend withdrawal privilege in certain circumstances. In addition, Halcyon Funds can grant more favorable rights to certain investors, including affiliates of Halcyon.

Limited Liability and Indemnification. Each client's operating agreements limit the instances in which Halcyon or its affiliates can be held liable, and the operating agreements of the Halcyon Funds generally provide that in the absence of bad faith, gross negligence, or willful misconduct, neither Halcyon nor any of its affiliates shall be liable unless otherwise required by law. In addition, in the absence of a breach of Halcyon's standard of care, Halcyon and its affiliates are entitled to indemnification by each client with respect to their services, which can result in significant financial burden borne by the clients.

Conflicts of Interest. As described elsewhere in this brochure, Halcyon is subject to various conflicts of interest as a result of our management of multiple clients, the nature of our compensation arrangements, our affiliated management companies and their activities on behalf of their respective clients, co-investment arrangements, and the use of the fund structure. The existence of these conflicts of interest may influence the independence of Halcyon's judgment. This brochure and other Halcyon materials contain information about how Halcyon manages these conflicts.

Cybersecurity. The computer systems, networks, and devices used by Halcyon and its service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, and security breaches. Despite the various protections utilized, systems, networks, or devices potentially may be breached. Halcyon's advisory clients could be impacted negatively as a result of a cybersecurity breach. Cybersecurity breaches may include unauthorized access to systems, networks, or devices, infection from computer viruses or other malicious software code, and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to Halcyon's advisory clients, interfere with Halcyon's ability to calculate the value of an investment, impede trading, interfere with Halcyon's and its service providers' ability to transact business, violate applicable privacy and other laws, and result in regulatory fines,

penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs, as well as the inadvertent release of confidential information.

The Private Placement Memoranda and/or operating agreements for the Halcyon Funds and the Managed Account documents contain discussions of various risk considerations that are more extensive in scope and depth than the foregoing summary.

In addition, CLOs are subject to the following structural risks:

CLO structure: limited liquidity and recourse. An investor's investment in a CLO is subject to the structure and terms of each CLO. Investors should have no expectation of a secondary market in notes issued by a CLO, or that markets would provide investors with liquidity. The notes issued by a CLO are limited recourse obligations; investors must rely on available collections from the collateral pledged by a CLO, as issuer, pursuant to the indenture, and will have no other source of payment.

Subordination. Payments on the senior-most class(es) of a CLO's securities or other instruments are subordinate to the payment of certain fees and expenses payable by us to other parties pursuant to the indenture. Payments of principal and interest on any junior class of securities or other instruments are subordinated under the priority of payments to payments on any senior class of securities or other instruments. To the extent any losses are suffered by any securities or other instruments, those losses will be borne by each class of securities or other instruments in order of subordination. Accordingly, the most subordinated classes of securities or other instruments may not be paid in full and may be subject to 100% loss. In addition, the most subordinated class(es) of interests in a CLO's securities or other instruments represent highly leveraged investments and will be most affected by any changes of market value of the collateral, including, but not limited to, defaults, prepayments and other risks associated with the collateral.

Remedies. If an event of default occurs under a CLO indenture, the controlling class (generally the most senior class of notes then outstanding) will generally be entitled to determine the remedies to be exercised under the indenture. The interests of the controlling class of a CLO may be adverse to those of the subordinated classes, and in pursuing this interest the controlling class will have no obligation to consider any possible effect on other interests. In addition, the junior-most class of securities or other instruments is not generally entitled to exercise remedies under the indenture, nor is the trustee generally obligated to act on behalf of the holders of these securities or other instruments.

Sale of collateral upon default on the securities. If an event of default occurs under a CLO indenture, there can be no assurance that the proceeds of any sale of collateral will be sufficient to pay in full transaction expenses and principal and interest on the securities or other instruments.

Reinvestment risk. In certain circumstances, certain funds will be reinvested in additional or substitute assets. A number of factors, including the need to satisfy certain reinvestment criteria set forth in the indenture, may result in a lower yield on additional or

substitute assets. In addition, due to significant restrictions set forth in the CLO indenture on the ability to buy and sell collateral, the issuer may be unable to buy or sell obligations or take other actions which might be in the best interests of the security holders in the absence of these restrictions.

The prospectus for each CLO contains a discussion of various risk considerations that is more extensive in scope and depth than the foregoing summary.

## **6. Disciplinary Information**

There have been no legal or disciplinary events involving Halcyon or any of our Managing Principals or executive officers that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

## **7. Other Financial Industry Activities and Affiliates**

Our affiliates are investment advisory firms or the general partners (or similar entities) with respect to such investment advisory firms and the Halcyon Funds which we manage. Our affiliated relying advisers are listed in Item 1 of this brochure. The following affiliated entities act as general partners of the relevant Halcyon Funds: Halcyon Asset LLC, Halcyon Solutions GP LLC, HCN GP LLC, HLF GP LLC, HLTS GP LLC, Halcyon Vallée Blanche GP LLC, Halcyon European Asset GP LLC, Halcyon Senior Loan Fund GP LLC, and Halcyon Dynamic Credit Fund GP LLC.

We are also affiliated with Halcyon Arbitrage IC Management LP, which is separately registered as an investment adviser with the SEC and whose information is included in its own Form ADV.

Our affiliate Halcyon Loan Advisors (UK) LLP has been authorized and regulated by the Financial Conduct Authority of the United Kingdom since 2007. In addition to acting as collateral asset manager with respect to its CLO clients, it provides certain investment advisory and other services to Halcyon and employs Portfolio Managers located in the United Kingdom.

We manage numerous Halcyon Funds, Managed Accounts, and CLOs. Our investment professionals participate in managing the portfolios of more than one advisory client and often work simultaneously for HCM and one or more of its affiliated management companies. As a result, they do not devote their exclusive attention to any single management company or client.

The investment activities of one or more advisory clients of Halcyon can result in the imposition of restrictions on the flexibility of other clients. For example, if Halcyon obtains material non-public information concerning a company on behalf of an advisory client in connection with a privately negotiated transaction, our advisory clients may be unable to trade in securities of the same company in the public markets. In addition, Halcyon's advisory clients may compete for investment opportunities or otherwise pursue different interests within the same portfolio companies, including investing in securities of the same companies with different seniority, participating in litigation, or pursuing activist

tactics. An affiliate of Halcyon provides sub-advisory services to registered investment companies, and requirements imposed by the Investment Company Act may indirectly result in some prohibitions and restrictions on the investment activities of Halcyon's clients. Halcyon seeks to minimize restrictions when possible, consistent with applicable law and its internal policies, but our efforts may not be successful, and, as a result, restrictions may occur. The investments that we and our affiliates hold in the same issuer for different clients may include instruments with different seniority, resulting in a potential conflict of interest among our clients. Halcyon may establish relationships with issuers whose obligations are part of Halcyon clients' portfolios and may acquire debt obligations or equity from these issuers for the benefit of Halcyon's clients. We have implemented a proxy voting policy and investment screening procedures which aim to minimize these potential conflicts.

Allocation conflicts could arise as a result of our management of multiple client accounts and investment activities undertaken by investment managers within Halcyon for their respective advisory clients. Theoretically, to the extent our clients have different performance compensation provisions but pursue the same or similar strategies or subsets of strategies, Halcyon could arguably have an interest in favoring clients that are most likely to pay the highest compensation. The potential to earn performance-based compensation could also provide an incentive to invest client assets in an aggressive or speculative manner, but we believe our disciplined approach to portfolio construction and risk management seeks to minimize this potential conflict. Performance compensation for some clients is based in part on unrealized gains and losses. Halcyon therefore may theoretically have an incentive to inflate the value of the relevant Halcyon Fund's assets through fair valuation determinations made by Halcyon. Mindful of the presence of these potential conflicts of interest, Halcyon seeks to act fairly when allocating investment opportunities and valuing relevant client assets. Halcyon has adopted written policies and procedures that are designed to ensure fair allocations over time and consistent valuation methodologies. In particular, our policy prevents us from taking into account fee or other compensatory differences or the level of proprietary investment in any Halcyon Fund in allocating an investment opportunity. We also utilize the services of an independent administrator to value and/or review valuation of assets and interests in Halcyon Funds. See also Section 9: Trade Aggregation and Allocation.

An affiliate of Halcyon acts as the general partner of each Halcyon Fund structured as a limited partnership, including master funds, and in such capacity, controls the relevant Halcyon Fund. None of the compensation, liquidity, or other terms of the commingled Halcyon Funds are negotiated at arm's length. However, Halcyon discloses to prospective investors the terms of its fees and performance-based compensation, as well as the other terms of an investment, in detail, in the Private Placement Memorandum relating to each commingled Halcyon Fund, and the investors may negotiate special terms through side letters.

Halcyon's Employees have invested in some Halcyon Funds in various amounts. Employees' investments in the Halcyon Funds typically are not subject to management fees or performance compensation but are subject to all other expenses of the relevant Halcyon Fund and the same liquidity terms as other investors. Employees typically invest

indirectly in subordinated notes issued by Halcyon's CLOs. These notes have limited voting rights. The fees payable by the relevant CLO to Halcyon are not reduced as a result of any investment made by Employees; however, Halcyon typically rebates any such amounts to its Employees so that they do not effectively bear Halcyon's fees.

At times, Halcyon determines that a sale of positions from one advisory client to another is in the best interests of both accounts. This may arise, for example, when one client account is being wholly or partially liquidated while another client account has cash available for investment. Also, an affiliated manager with a strategy or mandate that differs from that of another affiliated manager may determine to buy or sell a position at a time when its affiliate determines that a transaction on the other side of the market is in its clients' interests. These transactions with related parties are expected to expand the universe of opportunities that are available to our clients, and may result in more favorable pricing for both parties than would be available in the market (due to the ability to transact at a price that is between the current bid and offer quotations). However, not all advisory clients will necessarily derive a benefit from each of these transactions, and the advisory clients may have divergent interests. Moreover, there may be uncertainties regarding the valuation of investments that are subject to these transactions. Where required by applicable law, governing documents, or in other appropriate circumstances as determined by Halcyon, we will seek client consent (which can be granted by an independent representative appointed with respect to a Halcyon Fund) to engage in transactions in which participating accounts may have divergent interests. However, the following transactions generally will not be subject to any approval: (i) buying interests in or selling positions to another client account managed by Halcyon or its affiliated management companies where Halcyon has verified the valuation of the interests and where the purchase or sale is in the best interests of each client, (ii) rebalancing transactions for co-investing clients, and (iii) actual or synthetic ownership or support of bank debt owned by our client or a client of an affiliated management company.

In addition to utilizing master-feeder structures for certain Halcyon Funds, we may pursue specialized investment strategies or opportunities for multiple clients through dedicated investment subsidiaries managed or advised by Halcyon to facilitate co-investment. To the extent Halcyon or its affiliates receive any compensation from any such subsidiaries, the fees and performance compensation payable to Halcyon and our affiliates by our clients will be reduced in the same amounts. The clients that participate in any co-investment vehicles may have different tax or other characteristics, potentially subjecting Halcyon to a conflict of interest in utilizing co-investment vehicles.

Halcyon often aggregates bank debt or other investments to be purchased by one of our clients with bank debt or other investments to be purchased by other clients managed by Halcyon. As a result, a single affiliated entity purchases bank debt or other investments and enters into participation agreements or other similar arrangements with our other clients, allowing them to participate in the economic performance of the bank debt or other investments without actually owning the bank debt or other investments directly. Halcyon faces a theoretical conflict of interest in pricing these participations and typically uses the price paid by the issuing client. Under the terms of participation arrangements, one or more clients can be required to make future payments to another client. If any other fund

or account were to default on its respective obligations to the issuing client, that client could be adversely impacted. In addition, if the issuing client were to act as the lender of record with respect to any purchase of bank debt or other investments, it may have greater exposure to third-party claims than other clients.

In connection with conducting the litigation-oriented investment strategy for certain clients, Halcyon (acting on behalf of its clients) appoints companies (the “Service Companies”), to act as the servicers of specific portfolios of assets or individual litigation-oriented investments. The Service Companies may provide investment sourcing, structuring, monitoring, due diligence and other services with respect to litigation-oriented investments. These services are provided pursuant to a services agreement, a joint venture agreement between a special purpose vehicle owned by Halcyon client accounts and the applicable Service Company or a similar arrangement. These agreements and arrangements provide for the payment of servicing or other fees to the Service Companies in consideration of the services rendered (and are in addition to the management fees and performance compensation received by Halcyon and its affiliates). The fees paid to Service Companies are determined in accordance with one or more of the following methods: (i) a percentage of the value of the assets being serviced, (ii) a percentage of the capital commitment with respect to the assets being serviced, (iii) a percentage of the cash flows from the assets being serviced, (iv) a percentage of the net return from the assets being serviced or (v) a flat fee per asset serviced or service. Compensation paid to the Service Companies does not follow a precise range or metric and will vary on a deal-by-deal basis. The Service Companies will often invest in a special purpose vehicle owned primarily by Halcyon client accounts that ultimately invests in the litigation-oriented transaction or will be able to participate in the investment through other arrangements. Generally, the Service Companies will not bear expenses associated with their investment in the transaction and therefore Halcyon’s clients will bear a disproportionate share of the transaction expenses.

## **8. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading**

- A. Halcyon has adopted a Code of Ethics in accordance with legal requirements. The Code of Ethics is designed to ensure that the interests of Halcyon and its Employees (including personal securities and other investment transactions) do not conflict with the interests (including transactions) of our clients. The Code of Ethics is based on the principle that Halcyon and its Employees owe a fiduciary duty to our clients and their investors. Thus, Employees must, among other things, (i) place the interests of our clients and their investors first, (ii) avoid taking inappropriate advantage of their positions within Halcyon, and (iii) conduct their personal securities and other investment transactions in full compliance with the Code of Ethics. Policies adopted by Halcyon with which all Employees (and, in certain circumstances, members of their families and other related persons) must comply include, but are not limited to, preapproval of certain personal investment transactions by the Chief Compliance Officer or her designee, annual certification of compliance with the Code of Ethics, and requiring brokers to provide Halcyon with duplicate confirmations of all personal transactions and other periodic



personal account statements. Halcyon provides a copy of its Code of Ethics to any client, any investor, or any prospective client or investor that requests one.

- B. Employees do not recommend to clients, nor do they buy or sell for clients, securities or other instruments in which they have a material financial interest (except for investing certain clients' assets in Halcyon Funds, including in some instances as "seed" capital producing a track record for these funds, provided that no additional compensation is payable to Halcyon or any of our affiliates in connection with these investments unless permitted by the governing documents of the relevant clients). In addition, Halcyon's related persons indirectly invest personally in the CLOs and some Halcyon Funds. These investments could theoretically pose a conflict of interest with our other advisory clients because Employees may be motivated to allocate time, attention, and/or investment opportunities to the funds in which they invest at the expense of other clients. Halcyon has adopted written policies and procedures governing the allocation of investment opportunities among clients in a fair and equitable manner.
- C. Halcyon has a comprehensive set of procedures in place to address potential conflicts that may arise between Employees and clients when investing in the same securities or instruments and to align incentives properly. The Code of Ethics generally provides that, except as authorized in writing by the Chief Compliance Officer or her designee, no Employee may purchase or direct transactions for the purchase of securities of public and private issuers and other instruments in personal accounts (subject to certain limited exceptions that do not pose potential conflicts of interest). Moreover, no Employee may effect a transaction in a personal account on the day before, the same day, or the day after a day when Halcyon is purchasing and/or selling that same security or instrument on behalf of an advisory client. Sales of securities or other instruments by any Employee are also subject to pre-approval from the Chief Compliance Officer or her designee, subject to limited exceptions.

The Code of Ethics also provides that all Employees must notify Halcyon of all relevant existing personal accounts and obtain approval from the Chief Compliance Officer or her designee prior to the opening of such relevant new personal accounts. Copies of confirmations of all relevant personal transactions and any other information reflecting account or transactional activity involving personal accounts must be provided to Halcyon. In the limited circumstances in which personal trading activities are permitted, the Chief Compliance Officer or her designee reviews and approves all relevant proposed transactions involving personal accounts prior to execution. The Chief Compliance Officer or her designee also conducts a quarterly review of relevant personal accounts to examine trades executed during the previous quarter and related statements to determine whether all the accounts are maintained in compliance with the requirements and restrictions described above. To the extent there is any finding relating to personal trading activity that is inconsistent with this policy, Halcyon will investigate, and, as with any breach of the firm's policies, a violation is subject to disciplinary action, including dismissal.

## 9. Brokerage Practices

In selecting broker-dealers and determining the reasonableness of their commissions for our clients' transactions, Halcyon takes into account a number of factors, including the following: ability to secure future investment opportunities; quality and reliability of brokerage services; commissions or other fees for executing the orders; price; the broker's or dealer's facilities; financial responsibility; the ability of the broker or dealer to effect transactions, particularly with regard to aspects such as timing, order size, and execution of orders; and the research and other investment-related services provided by the broker or dealer to Halcyon in compliance with Section 28(e) of the Securities Exchange Act of 1934, as amended (or in the case of certain instruments for which the "safe harbor" is not available, Halcyon will evaluate the amount of spread charged in relation to the value of the research and other brokerage services provided) to enhance its general portfolio management capabilities, notwithstanding the fact that specific clients may not be direct or exclusive beneficiaries of these services. To the extent our UK affiliates direct brokerage to firms which furnish or pay for research services and brokerage services, they will also adhere to the rules of the FCA in doing so. Halcyon executes trades for advisory clients with broker-dealers with which Halcyon has other business relationships, including prime brokerage, credit relationships, and capital introduction or investments by affiliates of the broker-dealers in our advisory clients. We do not take client or investor referrals into account in selecting broker-dealers.

Halcyon does not utilize "soft dollar" commissions to purchase third-party research and other services. We do, however, consider a broker-dealer's proprietary research in selecting broker-dealers and determining the commission rates. Accordingly, Halcyon may cause a client to pay a commission for effecting a transaction for the advisory client in excess of the amount another broker or dealer would have charged for effecting that transaction where it determines in good faith that this commission is reasonable in relation to the value of the brokerage and/or research services the broker or dealer provides to Halcyon. Halcyon does not put a specific dollar value on the research or brokerage services of any broker or dealer and does not allocate the relative costs or benefits of research because Halcyon believes that the research received is, in the aggregate, of assistance in fulfilling Halcyon's overall responsibilities to its advisory clients.

Halcyon has a Broker Review Committee that meets quarterly to address our obligation to seek best execution in trading activities for the benefit of all advisory clients. The Halcyon Broker Review Committee, the members of which include various Employees, reviews internally generated records and externally prepared reports bearing on the selection of broker-dealers, including the approved list of executing brokers, commission reports, gift and entertainment logs, reports analyzing Halcyon's use of broker-dealers, and a report containing the results of a broker vote by certain of Halcyon's investment professionals.

The research services that broker-dealers might provide include written information and analyses concerning specific investments, companies, or sectors; market, financial, and economic studies and forecasts; statistics and pricing or appraisal services; discussions with research personnel; and invitations to attend conferences or meetings with management or industry consultants. In some cases, research services that are generated by third parties

may be provided by or through the brokerage firm to which commissions are paid. Using client transactions to obtain research and other benefits which Halcyon does not have to buy or produce on its own may create incentives that could result in conflicts of interest. When Halcyon uses client markups or markdowns to obtain research products and services, it receives a benefit because it does not have to produce or pay for the research products and services. The availability of these benefits creates the potential that we might be influenced to select one broker-dealer rather than another to perform services for clients based on our interest in receiving the products and services rather than on our clients' interest in receiving the best execution prices. Obtaining these benefits may cause our clients to pay higher fees than those charged by other broker-dealers. To mitigate risks of conflicts of interest, Halcyon does not permit clients to direct us to execute transactions through a specified broker-dealer.

#### Trade Aggregation and Allocation

Halcyon has adopted comprehensive policies regarding trade aggregation and allocations of investments. Where appropriate, transactions for our advisory clients are aggregated for execution purposes, so long as Halcyon determines in good faith that aggregation is likely to result in relatively better prices, lower commission expenses, beneficial transaction timing, or a combination of these and other factors, provided that Halcyon is not required to aggregate any trades. If purchases or sales of assets for multiple clients are effected simultaneously, and to the extent aggregate transactions are executed at slightly different prices, the average transaction price is used instead.

Clients are allocated investment opportunities suitable in light of their respective investment mandate, investment restrictions and guidelines (if any), available capital, and other relevant factors pursuant to Halcyon's allocation policy. The Firm and its affiliated management companies, in their discretion, make investment decisions with respect to each client that may be the same as or different from those made for other clients. Halcyon's allocation policy requires us to act fairly and equitably over time in allocating limited investment (and divestment) opportunities that may be suitable for multiple clients and to ensure that no client is intentionally or systematically favored at the expense of other clients, including as a result of better compensation arrangements or the level of proprietary capital invested in a client. Halcyon determines trade allocation prior to execution and, in the absence of other considerations, generally allocates each trade pro rata among all clients for which such trade is appropriate on the basis of the monthly opening capital balance, which is adjusted daily to incorporate relevant pricing and other information, of each participating client (factoring in redemptions, subscriptions and unused capital commitments, as applicable). Halcyon makes non-pro rata allocations in light of a variety of relevant factors affecting client accounts, including account liquidity (including an account's cash availability, other liquidity obligations in light of investor redemptions, commitments to other investments, and availability of leverage); written investment restrictions contained in applicable investment management or other relevant operating agreements; investment strategies and time horizons; applicable legal and regulatory restrictions, including whether or not an account is deemed to be "plan assets" under ERISA; risk tolerance; advisory client approval (in the case of clients that retain a degree of investment discretion); tax considerations; applicable limitations on credit, clearing, and

custody; rounding to multiples of trading lot sizes or the avoidance of creating odd-lots; adjustments for accounts in ramp-up or wind-down phases; priority afforded to the clients of the management company generating the investment idea; and extraordinary corporate actions or corporate events impacting a proposed allocation. To the extent any Halcyon clients participate in the same investment, they can do so through the same operating subsidiary. At Halcyon's discretion and subject to applicable law, clients' portfolios may be rebalanced from time to time to reflect capital changes.

Prior to making any bank loan trade, in addition to the factors listed above, Halcyon may consider specific loan parameters when determining allocation for each client, including, but not limited to, minimum denominations and bank debt fees, and may conduct trade testing prior to the trade in order to determine a permissible and appropriate allocation for each client. Trade tests may involve a review of a variety of applicable factors such as constraints on product types, currency, maturity limits, ratings, positional limits, and geographic or industry considerations and are typically performed prior to contacting the agent bank and again on the trade date to confirm account eligibility. In general, in determining whether a position is suitable for a client account, Halcyon's Portfolio Managers and bank loan traders will first consider appropriate adjustments for ramping vehicles, followed by advisory client accounts which may be failing or at risk of failing one or more trade tests, followed next by liquidity concerns of various accounts, then followed by other factors as appropriate. Halcyon seeks to avoid allocations that would result in odd lots or positions less than standard incremental amounts or minimum assignments, which could be difficult to liquidate.

### Trade Errors

Halcyon has adopted policies and procedures regarding trade errors (each a "Trade Error"). Halcyon defines a Trade Error as the settlement of a transaction by Halcyon on behalf of an advisory client on terms other than those intended by Halcyon. Errors resulting from other causes, including (i) trades implemented as a result of faulty data, systems or modeling, (ii) trades that are improperly executed but corrected prior to their settlement, (iii) trades that are properly executed and settled but result in losses, (iv) errors committed by other persons (including brokers and custodians) and (v) which are otherwise caused by human error other than those specifically described in Halcyon's Trade Error Policy, are not considered Trade Errors. The loss of an investment opportunity is not considered a Trade Error.

Halcyon seeks to avoid Trade Errors and to resolve Trade Errors that do occur in a prompt manner. Halcyon's responsibility to bear losses is governed by the applicable client governing documents and advisory agreements. Typically, Halcyon will only incur liability for losses arising from Trade Errors in cases of Halcyon's gross negligence or willful misconduct. Halcyon may reimburse clients for losses arising from Trade Errors that are not the result of gross negligence or willful misconduct, at Halcyon's discretion. Generally, *de minimis* losses resulting from Trade Errors will be borne by clients.

## 10. Review of Accounts

- A. Halcyon has adopted policies regarding and has formed committees responsible for the review of its advisory clients' portfolios. In constructing portfolios, the Portfolio Managers of the relevant Halcyon entity apply both bottom-up and top-down considerations, limiting risk of individual positions according to various shock-drawdown scenarios and taking into account macroeconomic and market conditions. Portfolios are hedged at the position level as well as the portfolio level. Exposure to equity and credit markets, commodity markets, currency, and sector risk are considered in this context. Equity market-based hedges are typically largely out-of-the money, the purpose being to purchase effective "drawdown insurance" at a reasonable cost.

For Halcyon entities (other than HLDR) two separate bodies meet regularly to oversee the risk management processes. The independent Risk Management Committee, chaired by Halcyon's Chief Financial Officer, conducts a rigorous bottom-up, position-based risk analysis. On a continual, as-needed basis, and at least bi-monthly, research analysts provide input on the positions for which they are responsible to the Risk Management Committee, which independently evaluates the shock-drawdown risk associated with each position. To the extent the Risk Management Committee disagrees with a research analyst with respect to downside scenarios, the research analyst must provide support to justify the position. In the event that the Risk Management Committee cannot come to an agreement with the research analyst on the potential downside, it must immediately consult with the relevant Portfolio Managers. Moreover, in addition to communicating any such findings to the relevant Portfolio Managers, the independent Risk Management Committee makes the final determination with respect to their risk analysis.

This bottom-up process is supplemented by a top-down overlay. The Risk Oversight Committee of each relevant Halcyon entity, which is chaired by Halcyon's Chief Risk Officer, meets weekly to consider macro-level economic and market trends and to assess the client portfolios, focusing on managing risk in a manner consistent with each client's offering documents and/or operating agreements. At these weekly meetings, the Risk Oversight Committees review and may adjust limits to position size, industry exposure, commodity risk, systemic risks, and other concentrations, and also assess portfolio-level and position-level hedges. The Risk Oversight Committees also consider the strategy mix and the biggest risks among the holdings, taking into account macro-economic conditions, the regulatory framework, the geopolitical climate, secular risks, and the potential for companies and/or specific industries to fail.

Two separate bodies also oversee the risk management processes for HLM subsidiaries. The HLM Risk Management Committee meets weekly and monitors position size, industry, macroeconomic, geographic, and other considerations, imposing constraints to achieve suitable diversification. It also utilizes customized reports designed to measure and manage these exposures. In constructing portfolios, the HLM Risk Management Committee applies a top-down overlay in which macroeconomic and market conditions are considered. Additionally, the CLO Risk Oversight Committee meets on a continual, as needed basis to conduct a rigorous bottom-up, position-based risk analysis of the HLM portfolios. At these meetings, the CLO Risk Oversight Committee monitors guidelines

applicable to HLM-managed CLOs and other portfolios and may take actions necessary to maintain investments within such guidelines. Additionally, the CLO Risk Oversight Committee may adjust limits to position sizes, exposures, risks, and other concentrations in HLM portfolios.

With respect to HLDR, the HLDR Risk Oversight Committee oversees risk management. It regularly meets to evaluate and recommend policy strategies that are consistent with its advisory clients' investment objectives and policies. Members of the Risk Oversight Committee review limits to position size, industry and sector exposure, and other risk/reward metrics. The committee also considers the most significant risks among the investments, taking into account macro-economic conditions, the regulatory framework, and the political climate.

Halcyon's Investment Committees consist of Portfolio Managers, Directors of Research, Heads of Trading, and certain other investment analysts. The Investment Committees review relevant clients' investments on a regular basis and make recommendations on behalf of each portfolio.

Halcyon also actively manages counterparty, technology, and operational risk as well as conflicts of interest through various committees, including the Risk Management and Risk Oversight Committees, Investment Committees of the relevant managers, Pricing Review Committee, Information Technology Committee, Expense Committee, Broker Review Committee, UK Executive Committee, Client Relations Committee, and Conflicts Committee.

- B. Reports are provided regularly to investors in the commingled Halcyon Funds. Generally, on a monthly basis, Halcyon or the administrator to the Halcyon Funds provides to all investors in these funds statements with figures including the opening capital account balance or net asset value, performance and an ending capital balance or net asset value. For such funds, Halcyon also prepares a monthly commentary which discusses the fund's portfolio and performance. This commentary may include additional portfolio information. Additionally, annually, investors in Halcyon Funds receive financial statements that have been audited by an independent certified public accountant.

Pursuant to the indenture governing the notes issued by the CLOs, the trustee is required to make certain monthly and other periodic reports regarding the collateral. However, some CLOs do not provide annual reports. Halcyon assists the trustee in preparing periodic reports as required by the indenture and the collateral management agreement between us and the relevant CLO.

Halcyon provides its Managed Account clients and single investor Halcyon Funds with financial and other information as may be agreed with respect to each of these clients. Single investor Halcyon Funds are also subject to an annual audit.

## **11. Client Referrals and Other Compensation**

- A. Neither Halcyon nor any Employee receives any economic benefit from non-clients for providing advisory services to our clients.
- B. Halcyon has entered into arrangements with third-party placement agents, each of which is a registered broker-dealer (unless otherwise permitted by law), with respect to certain Halcyon Funds. Halcyon bears any placement agent fees, unless an investor in a Halcyon Fund or a Managed Account client specifically agrees to bear a placement agent fee. If a placement agent solicits client accounts for Halcyon, the placement agent must advise the prospective clients of the arrangement between Halcyon and the agent and of any fees associated with the arrangement as required pursuant to applicable regulations. In addition, certain Halcyon Funds are currently offered through platforms sponsored by unaffiliated financial institutions. These arrangements may provide for direct compensation payable by Halcyon to platform arrangers and/or variations in compensation payable to Halcyon or its affiliates by platform investors in these Halcyon Funds. Certain Managed Accounts that are structured as funds are subject to additional compensation payable by investors in these Managed Accounts to an unaffiliated institutional sponsor of the relevant Managed Accounts.

An unaffiliated trustee engages services of investment banks that act as underwriters and in some instances, placement agents, in connection with the offering of notes by the CLOs. None of Halcyon or its related persons directly or indirectly compensates investment banks in connection with their underwriting or placement agent services.

## **12. Custody**

Due to Halcyon's access to advisory client funds and securities as general partner or manager of the Halcyon Funds as well as our authority to deduct fees and other expenses from these client accounts, we are deemed to have constructive custody of their funds and securities within the meaning of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended. Halcyon utilizes the services of unrelated financial institutions or other qualified custodians (as defined in Rule 206(4)-2) to hold all funds and securities of the Halcyon Funds, with the exception of certain privately offered securities, as permitted by Rule 206(4)-2. We require that the qualified custodian maintains these funds and securities in accounts that contain only these clients' funds and securities, under our name as agent or trustee for the relevant Halcyon Fund. We also comply with the requirements of Rule 206(4)-2 with respect to the annual audit (performed in accordance with generally accepted accounting principles by an independent public accounting firm) and the distribution of audited financial statements to investors in the Halcyon Funds within 120 days of the end of their respective fiscal years.

Neither Halcyon nor its affiliates have actual or constructive custody of any CLOs' or Managed Accounts' securities or funds, with the exception of certain privately offered securities, as permitted by Rule 206(4)-2, relating to the litigation claims strategy pursued by HLDR.

Each CLO and Managed Account client establishes accounts with its own qualified custodian and receives account statements directly from the qualified custodian. Neither Halcyon nor any of our affiliates have authority to deduct fees or other amounts from these clients. We urge our clients to carefully review the statements they receive from their qualified custodians and compare them with the periodic reports we issue.

### **13. Investment Discretion**

#### Scope of Authority

Halcyon accepts discretionary authority to manage advisory clients' assets, except as may be otherwise agreed with respect to certain Managed Accounts. We have the authority to determine, without obtaining specific client consent, which securities, other investments, and collateral assets to buy or sell, the amount of securities, other investments, and collateral assets to buy or sell, the price at which a security, investment, or collateral asset is purchased or sold, the broker or dealer through which we effect trades, if any, and the commission rates at which we effect trades. While we have been given this broad authority, Halcyon is committed to adhering to the investment strategy and program set forth in the relevant Private Placement Memorandum, CLO's offering circular, and/or other operating agreements of each Halcyon Fund. Halcyon's discretion over the Managed Accounts and single investor Halcyon Funds is generally limited by investment guidelines negotiated with each of these clients. Investment guidelines may also include legal and regulatory restrictions in light of the nature of the relevant client (*e.g.*, UCITS portfolios). Halcyon has processes and procedures in place to verify that it is complying with client-imposed restrictions and adhering to each client's investment strategy and objectives. In particular, as discussed in more detail in Section 10, our Risk Management and Oversight Committees (or their designees) review client accounts regularly to ensure that we are observing our clients' investment strategies and objectives.

With respect to certain Halcyon non-discretionary clients, Halcyon provides ongoing investment recommendation and advice and has discretionary authority to execute any transactions subject to prior client approval of the investment name and size.

#### Procedures for Assuming Authority

Before accepting their subscriptions for interests, we provide all investors in the Halcyon Funds with a Private Placement Memorandum and/or governing documents that set forth, in detail, our investment strategy and program and the terms of investment for investors, including the scope of our investment authority. By completing the subscription documents to acquire an interest in a commingled Halcyon Fund and/or executing the operating agreement for a single investor Halcyon Fund, each investor consents to the terms and conditions in the operating agreements that give Halcyon complete authority to manage Halcyon Funds' investments in accordance with the Private Placement Memorandum and/or the operating agreements. Prior to providing investment advice to our Managed Accounts, we typically require each client to appoint us as discretionary agent and attorney-in-fact of each portfolio that we manage for them. This gives us complete discretionary authority to buy and sell any securities and other instruments in the amounts



and at the prices that we determine. With respect to some Managed Accounts, our investment authority may be subject to client approval to a certain degree and non-discretionary.

The prospectus and other governing documents of each CLO set forth, in detail, the investment strategy, portfolio limitations, and the terms of the notes, including the scope of our investment authority. The collateral management agreements of the CLOs contain provisions relating to our investment authority. The note holders purchase notes subject to the terms and conditions in the governing documents that give us complete authority to manage CLOs' collateral.

## **14. Voting Client Securities**

### Proxy Voting Policy

Halcyon's policy is to review each proxy or information statement on an individual basis and to base its voting or consent decision on its judgment about what will best serve the interests of its advisory clients. In determining how or whether to vote proxies or provide consents, Halcyon will not subordinate the economic interests of its advisory clients to the interests of other persons or to Halcyon's self-interest. Decisions will be made by relevant Portfolio Managers and based on the financial interest of each advisory client in light of the specific applicable investment strategy. Each proxy proposal will be considered on its own merits, and an independent determination will be made whether to support or oppose management's position. Additionally, in certain circumstances, Halcyon may determine that it is in the best interests of its advisory clients not to vote or consent or that a vote or consent is not required, for example, where the clients' holdings are *de minimis*, when the proxy vote covers only routine corporate business, or where the advisory clients' positions were liquidated between the record date and the vote deadline.

To implement our proxy voting policy, Halcyon's Operations Manager or his designee notifies relevant research analysts of pending corporate actions involving the advisory client portfolios. The research analyst assigned to the transaction or investment consults with a member of the relevant Investment Committee, which is responsible for the ultimate determination regarding the proper vote or consent, and with the Chief Compliance Officer. If in reviewing the corporate action, the Chief Compliance Officer (in consultation with the relevant Investment Committee or others) determines that a material conflict may exist between Halcyon's interests and those of its advisory clients, the Chief Compliance Officer will inform the Conflicts Committee of such potential material conflict. The Conflicts Committee will evaluate the potential or actual conflict and, in consultation with the member of the relevant Investment Committee, will determine if a material conflict of interest exists, and if so will determine the appropriate course of action to resolve the conflict in the interests of its advisory clients. If a conflict cannot be resolved, the affected clients will be informed of the conflict and explicit voting instructions will be solicited.

If no material conflict exists, or upon resolution of a conflict, a member of the relevant Investment Committee will, in accordance with Halcyon's fiduciary duties, make a determination as to how to vote the proxy and communicate the decision to the research

analyst. The research analyst will then communicate the decision by the member of the relevant Investment Committee to the Operations Manager, typically prior to the close of business on the day prior to the vote deadline. The Operations Manager transmits the proxy vote or consent via [www.proxyvote.com](http://www.proxyvote.com) and saves confirmation of the vote or consent from the website. Upon receipt of said confirmation, the Operations Manager forwards the confirmation to the Chief Compliance Officer or her designee. The Chief Compliance Officer or her designee retains this information for six years from the date the proxy vote or consent is executed.

In the event Halcyon votes a private amendment to a loan agreement, it will do so in accordance with Halcyon's written policies, which generally require the Director of Operations to follow the voting instructions given by the relevant Portfolio Managers or other investment professionals, or, in the absence of such instructions, the Director of Operations will follow the guidelines set forth in Halcyon's policies.

#### Recordkeeping

Halcyon maintains the following records relating to proxy voting: copies of our proxy voting policies and procedures and any amendments; proxy statements received for client securities and other assets; records of proxy votes cast on behalf of our clients; records of written requests from clients and investors in the Halcyon Funds for proxy voting information and our written responses to any written or oral requests; and any documents that our Employees prepared that were material to deciding how to vote proxies or that memorialize the basis for a proxy vote. Upon request, any of our clients or any of the investors in our clients can obtain (1) a copy of our proxy voting policies and procedures and (2) information concerning proxy votes on its behalf. Halcyon maintains records of votes cast in connection with private amendments to loan agreements in the same manner as proxy votes.

### **15. Financial Information**

Halcyon does not require nor do we solicit prepayment of more than \$1,200 in fees from clients, six months or more in advance. Halcyon is not aware of any financial condition that is likely to impair our ability to meet our contractual commitments to our clients. Halcyon has never been the subject of a bankruptcy petition.