



Alvarez & Marsal Asset Management Services, LLC

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Form ADV Part 2 — April 12, 2016

Item 1 – Cover Page

This brochure provides information about the qualifications and business practices of Alvarez & Marsal Asset Management Services, LLC. If you have any questions about the contents of this brochure, please contact us at 212-759-4433. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Alvarez & Marsal Asset Management Services, LLC is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training. Additional information about Alvarez & Marsal Asset Management Services, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

In the future, this item will include a discussion of material changes to the brochure since our last annual updating amendment. Because this is our first filing, there is no information to report.

Clients will receive a summary of any material changes to this Form ADV Part 2 within 120 days of the close of our fiscal year. We may also provide clients with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

You may request the most recent version of this brochure by contacting Keith Winters, Chief Compliance Officer, at 212-328-8594.

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Item 4 – Advisory Business

Alvarez & Marsal Asset Management Services, LLC (the “**Registrant**”) was founded in 2016 and is a wholly-owned subsidiary of Alvarez & Marsal Holdings, LLC (“**A&M Holdings**”). A&M Holdings’ subsidiaries together (“**Alvarez & Marsal**”) encompass a global professional services firm founded in 1983 by, and majority owned by, Tony Alvarez II and Bryan Marsal. The Registrant and its subsidiaries (collectively, “**A&M AMS**,” “**us**,” or “**we**”) utilize the operational and restructuring expertise and experience of Alvarez & Marsal personnel to advise its clients with respect to the management and work out of their non-performing assets. In particular, the Registrant’s subsidiary Alvarez & Marsal Zohar Management, LLC (“**A&M Zohar**”), provides investment advisory and other services to issuers of collateralized debt obligations (each, including their respective subsidiaries and co-issuers, as applicable, a “**CDO Client**” and, collectively, the “**CDO Clients**”).

Unless the context clearly requires otherwise, references to A&M AMS in this brochure include reference to our wholly-owned subsidiary A&M Zohar.

CDO Management

The current CDO Clients are Zohar CDO 2003-1, Ltd., a Cayman Islands exempted company (“**Zohar I**”), Zohar II 2005-1, Ltd., a Cayman Islands exempted company (“**Zohar II**”), Zohar III, Ltd., a Cayman Islands exempted company (“**Zohar III**” and, together with Zohar I and Zohar II, the “**Zohar CDOs**”).

Pursuant to the related indenture governing such CDO Client Securities (the “**Indenture**”) and related transaction documents (collectively together with such Indenture, the “**CDO Documents**”), each of the CDO Clients separately has appointed A&M Zohar to replace and succeed the previous adviser to the related CDO Client (each, a “**Prior Adviser**”).

Under a collateral management agreement (each, a “**CMA**”) with the related CDO Client, A&M Zohar provides certain specified investment advisory services to such CDO Client regarding the loans, securities, instruments and other investments (the “**Investments**”) acquired or otherwise held by each CDO Client, which constitute the collateral for the securities issued by such CDO Client (the “**CDO Client Securities**”).

Under the related CMA with such CDO Client, A&M Zohar is required to:

- (i) determine, after consultation with the Controlling Party (this and other capitalized terms used herein without being defined having the same respective meanings as in the related Indenture) or Controlling Class, as applicable pursuant to the applicable CDO Documents and in accordance with the criteria set forth in the related Indenture relating to the restructuring, exchange, holding and disposition of such Investments, the specific Investments to be restructured, exchanged, held or disposed of by such CDO Client;
- (ii) effect restructurings, exchanges and dispositions of Investments on behalf of such CDO Client from time to time as it shall determine, taking into consideration the payment obligations of and financing available to such CDO Client under the related CDO Documents and the Principal Proceeds and other amounts held by such CDO Client;
- (iii) make determinations with respect to the exercise or enforcement by such CDO Client of any and all remedies in connection with the Investments, including participation in the committees (official or otherwise) or other groups formed by creditors of any obligor in respect of such Investments;
- (iv) negotiate on behalf of such CDO Client with prospective purchasers of the Investments, with any Person in connection with the possible workout, amendment or restructuring of the Investments or any obligor (or any of its affiliates) thereon or exchange or other settlement of such Investments and/or with prospective sellers of such Investments as to the terms relating to the sale, exchange and/or disposition of such Investments, subject in each case to any restrictions contained in such Indenture and the other CDO Documents; and

- (v) otherwise monitor and manage the Investments within the related parameters set forth in such Indenture and the other CDO Documents.

Subject to the related CMA and other CDO Documents of the related CDO Client, we may be required to provide discretionary investment advice and management services taking into account the stated investment objectives, restrictions and policies of each CDO Client and the terms of the related Indenture and other CDO Documents.

Currently, A&M Zohar acts as collateral manager only to CDO Clients that commenced operations prior to the appointment of A&M Zohar and for which we were selected as successor manager, and we believe each of these CDO Clients is currently in the position of winding down its portfolio (generally consisting of below investment grade—i.e., “junk”—debt obligations) rather than making new investments. A&M Zohar’s strategy with respect to maximizing the value of the Investments will be developed based upon and subject to A&M Zohar’s evaluation of the information made available to it regarding such Investments.

As a result of its recent appointment as Collateral Manager, A&M Zohar will be required to obtain information regarding, and to evaluate, the current portfolio of the Investments of each CDO Client and, in connection therewith, will need the cooperation and assistance of the Prior Advisor, which the Prior Advisor is required to provide to A&M Zohar under the Prior Advisor’s advisory contract with such CDO Client. No assurance can be given regarding the extent to which the Prior Advisor will provide such cooperation or assistance and the lack or other absence thereof may adversely affect the ability of A&M Zohar to provide otherwise required services under the related CMA.

Further, A&M Zohar understands that Zohar I suffers (and A&M Zohar will determine whether Zohar II and Zohar III suffer) one or more of the following conditions:

- (i) an event of default or event which, with notice or lapse of time of both, may constitute an event of default permitting certain holders of securities issued by such CDO Client (or, in the case of Zohar I and Zohar II, an insurer that issued a financial guaranty in respect of such securities), to accelerate the maturity of such securities and to direct the liquidation of the related CDO Client’s asset or other investment portfolio;
- (ii) a failure to maintain otherwise required one or more minimum overcollateralization ratios that will affect the relevant distribution of available proceeds of such portfolio under the indenture governing such securities; and
- (iii) the expiration of the related investment period under the indenture governing such securities, which effectively results in the termination of discretionary investment by (or on behalf of) such CDO Client.

The existence and continuance of such conditions may materially limit, constrain or otherwise adversely affect the ability of A&M Zohar to provide otherwise required services under the related CMA.

Notwithstanding the foregoing, it is possible that, in connection with the restructuring or other work-out of a CDO Client’s Investments, that such CDO Client will accept in exchange or other satisfaction of a previously existing Investment, subject to the governing documents of the such CDO Client, a new or restructured Investment.

Because the Collateral Manager’s affiliates include a consulting firm that serve clients on a global basis in numerous cases, both in and out of court, it is possible that A&M AMS and/or its affiliates may have rendered or will render services to, or have business associations with, third-parties that had or have or may have relationships with the CDO Clients and/or other parties associated with the CDO clients (including but not limited to the trustee, the credit enhancement provider, the preference share paying agent, the holders of notes or other interests in the CDO Client and/or the obligors under the Investments (collectively, the “**CDO Participating Parties**”)).

If A&M AMS determines that it has a conflict of interest as a result of such services, it will disclose such conflict to the related CDO Client and, if such CDO consents or fails to object thereto, A&M AMS and/or such affiliate may proceed notwithstanding such disclosed conflict.

Other Consulting Services

In addition to our CDO management advisory services, we also provide due diligence and consulting services for a variety of third parties that own, or seek to acquire, pools of non-performing loans (the “**Consulting Services**”). These Consulting Services are tailored to the specific needs of our clients, and may include, among other things, assisting clients value assets and evaluation of restructuring potential opportunities.

Assets Under Management

As of March 3, 2016, A&M AMS had approximately \$2,500,000,000 in assets under management in relation to the CDO Clients, to which it provides management services on a discretionary basis. This value is based solely on the values ascribed by the Prior Adviser. As of the date of this brochure, the CDO portfolios predominantly contain illiquid assets and we have not yet had an opportunity to evaluate the accuracy or appropriateness of the valuations ascribed by the Prior Adviser, and we expresses no view as to whether such valuations represent the fair market value of the CDOs' assets. Nonetheless, because, as further described in Item 5 below, we do not charge fees based on asset values, we do not believe we face any conflicts of interest associated with temporary reliance on such valuations. We do not provide non-discretionary management services to any clients at this time.

Item 5 – Fees and Compensation

CDO Management

For services provided to each CDO Client, and subject to the specific terms of each Indenture, we receive (1) a base management fee, calculated based on the applicable hourly rate of the applicable employees providing the required services, and (2) potentially, an incentive fee (the “**Incentive Fee**”) to be mutually agreed with the Controlling Party (in the case of Zohar I and Zohar II) and, in the case of Zohar III, the Controlling Class.

Additional Expenses

A&M AMS generally pays the expenses and costs that it incurs in connection with its services to the CDO Clients. However, the CDO Clients are required to reimburse us at the times and in the manner provided in, and subject to the terms of, their applicable governing documents and to the extent funds are available for such purposes, for (i) costs and expenses incurred in the performance of our obligations, (ii) reasonable fees and expenses (not otherwise paid directly with funds from the CDO Clients as provided in their applicable governing documents) incurred by us to employ outside lawyers, accountants, consultants or other outside specialists or professionals, asset pricing and asset rating services, and accounting, programming and data entry services that are retained by or on behalf of the CDO Clients, and (iii) brokerage commissions, transfer fees, registration costs, taxes and other similar costs and transaction related expenses and fees arising out of transactions effected for the accounts of the CDO Clients. Such expenses and costs are payable, subject to applicable distribution priorities, as funds are available in accordance with the governing documents of the CDO Clients.

Consulting Services

A&M AMS' compensation arrangements for Consulting Services are generally on a time and materials basis or for a fixed fee negotiated with the client.

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

As noted in Item 5 above, we may be deemed to accept performance-based fees from CDO Clients in the form of the Incentive Fee.

Item 7 – Types of Clients

As noted in Item 4 above, we provide collateral management services to the CDO Clients. We also provide Consulting Services to owners and/or prospective purchasers of other non-performing assets, which may include banks, insurance companies, and other institutional investors.

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

Limited Information; Transition Collateral Manager; Investment Strategies

As noted in Item 4 above, the ability of A&M AMS to achieve the investment strategies of each CDO Client will be limited, constrained or otherwise adversely affected by the conditions affecting such CDO Client, including the lack or absence of required cooperation or other assistance by the Prior Advisor.

A&M Zohar has only recently been appointed and is still obtaining required information to enable it to perform the required services under the related CMA and it will only be possible to determine the appropriate strategy for the related CDO Client, taking into account the stated investment objectives, restrictions and policies of each CDO Client and the terms of the related Indenture and other CDO Documents, after such information has been obtained and evaluated. However, such strategy may include one or more of the following: disposition or refinancing of the related Investment, sale of the related obligor or the assets thereof, bankruptcy proceedings for such obligor or a consensual restructuring or other workout of such obligor.

Material, Significant or Unusual Risks Relating to Investment Strategies

The investment strategies that we pursue are speculative and entail substantial risks. Investors in securities issued by the CDO Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of a CDO Client will be achieved.

Illiquid Investments. The Investments are generally illiquid and, therefore may have no, or only a limited, trading market. Investments of obligors rated below investment grade (or that are not rated) will have greater credit and liquidity risk than investment grade obligations. The lower ratings of obligors in the non investment grade market reflect a greater possibility that adverse changes in the financial condition of the obligor on such obligations, in specific industries or in general economic conditions or a combination thereof, may impair the ability of such obligor to make payments of principal and interest. Investments in illiquid Investments may restrict our ability to dispose of such Investments on behalf of the CDO Clients in a timely fashion and for a fair price. Illiquid Investments often trade at a discount from more liquid investments. In addition, in the case of loans, because of the unique and customized nature of a loan agreement and (in some cases) the relatively small size of loans that may be held by a CDO Client, such a loan may not be sold as easily as publicly traded securities. Historically the trading volume in the bank loan market has been small relative to the bond market, and the market for middle market corporate loans is only a small portion of the overall bank loan market. Loans originated or purchased by the CDO Clients may be difficult to trade and encounter trading delays due to their unique and customized nature, and transfers may be prohibited without the consent of an agent bank or borrower. In addition, investments in privately placed Investments for a CDO Client may not be freely transferable under the laws of the applicable jurisdiction or due to contractual restrictions on resale, and even if such privately placed Investments are transferable, the prices realized from their sale could be less than those originally paid by the CDO Client or less than what may be considered the fair value of such assets.

A non-investment grade loan or debt obligation or an interest therein is generally considered speculative in nature and may become non-performing for a variety of reasons. Such non-performing loans may require substantial workout negotiations or restructuring that may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of the principal of the loan and/or the deferral of payments. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery. The CDO Clients are also likely to incur additional expenses to the extent we are required to seek recovery upon a default on a loan or participate in the restructuring of such obligation. The liquidity for defaulted loans may be limited, and to the extent that defaulted loans are sold, it is highly unlikely that

the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon. Furthermore, there can be no assurance that the ultimate recovery on any defaulted loan will be at least equal to the minimum recovery rate assumed by a rating agency in rating the CDO Client Securities. In connection with any such defaults, workouts or restructuring, although we exercise voting rights with respect to an individual loan, we may not be able to exercise a sufficient percentage of votes with respect to such loan to determine the outcome of such vote.

The market value of the Investments may be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including, among other things, the financial condition of the obligors on or issuers of the Investments, general economic conditions, the condition of certain financial markets, domestic and international economic or political events, developments or trends in any particular industry, prevailing credit spreads and changes in prevailing interest rates. A decrease in the market value of the Investments would adversely affect the sale or refinancing proceeds that could be obtained upon the sale or refinancing of the Investments and could ultimately affect the ability of the CDO Clients to pay the CDO Client Securities in full.

A lack of liquidity for the obligors and portfolio companies that issue the Investments may also adversely affect the market value of the Investments because of the likely adverse effect on the ability of these companies to fund their ongoing operations, capital expenditures and meet and otherwise satisfy the debt and other obligations of such companies. If these obligors and portfolio companies are not able to identify and secure additional and ongoing financing sources to fund operations, it is possible that, regardless of their potential for growth and future value, they will not generate sufficient cash from operations in time to meet their anticipated short term or near term cash needs. The ability of these obligors and portfolio companies to finance their ongoing current operations without Investments from the CDO Clients or alternative funding may be very limited. The inability to secure sufficient financing, combined with a failure to generate sufficient cash from operations, could lead to the financial and operational failure of many of these companies before they can reach their growth potential.

Due to the illiquid nature of the Investments, we are not able to predict with certainty the timing of or the value of the exit strategy for any given Investment, or that one will definitely be available or that the timing of that exit strategy will match the expected maturity date of the notes issued by the CDO Clients to their investors. Exit strategies that appear to be viable when an Investment is initiated may be precluded or delayed by the time the Investment is ready to be realized due to economic, legal, political or other factors, all of which may affect the value of the Investment. Because of the nature of the obligors and portfolio companies that issue such Investments, it may take several months or even years before the exit strategy envisioned at the time of the Investment may be realized, if the exit strategy is realized at all.

In the event that we foreclose on collateral securing an Investment on behalf of a CDO Client, the CDO Client will be subject to the costs associated with the ownership and maintenance of such collateral to preserve its value pending sale in accordance with the governing documents of such CDO Client.

Workouts and Restructurings. The Investments include a material amount of stressed and distressed Investments that may be the subject of extensive amendment, workout, restructuring and other negotiations and, as a consequence thereof, the CDO Clients have received and are likely to continue to receive in certain cases (as a result of amendments, modifications, exchanges and/or supplements to such collateral, equity kickers and the relevant underlying instruments) interests in loans, debt or equity securities, letters of credit or leases that do not satisfy the requirements of the applicable governing documents of the CDO Clients for investments that meet the related eligibility criteria.

Distressed Investments. The CDO Clients often hold Investments in U.S. companies - and, in some limited cases, non-U.S. companies - that are experiencing significant financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such Investments can result in significant returns to the CDO Clients, they also involve a substantial degree of risk. Any one or all of the Investments may be unsuccessful or may not show any return for a considerable period of time. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. In any reorganization or liquidation proceeding relating to a company in which a CDO Client has invested, the CDO Client may lose its entire investment, may be required to accept cash or securities with a value less than the CDO Client's original investment and/or may be required to accept payment over an extended period of time.

Investments in Distressed Obligors and other asset based investments require active monitoring and may, at times, require participation by us in business strategy or reorganization proceedings. In some cases, to the extent that we become involved in such proceedings, our more active participation in the affairs of the issuer's reorganization proceedings could result in the imposition of restrictions limiting our ability to liquidate the CDO Client's position in the issuer.

Many of the Investments made by the CDO Clients in Distressed Obligors are thinly traded or not traded at all. Because of the investment strategy pursued for the CDO Clients, in many cases, the sale of a Distressed Obligor or its assets is the only way in which the CDO Clients will be able to liquidate or monetize an Investment in a Distressed Obligor, resulting in very long time delays in the ability to liquidate assets.

Participation on Creditor Committees. On behalf of a CDO Client, we may participate on committees formed by creditors to negotiate the management of financially troubled companies that may or may not be in bankruptcy. In addition, on behalf of a CDO Client, we may seek to negotiate directly with debtors with respect to restructuring issues. If we do join a creditor committee, the other participants of the committee will be interested in obtaining an outcome that is in their respective individual best interests and there can be no assurance of obtaining results most favorable to the CDO Client in such proceedings. By participating on such committees, the CDO Client may be deemed to have duties to other creditors represented by the committees, which might thereby expose the CDO Client to liability to such other creditors who disagree with our actions on behalf of the CDO Client.

We may also be provided with material non-public information that may restrict our ability to trade in a company's securities on behalf of a CDO Client. While we intend to comply with all applicable securities laws and to make judgments concerning restrictions on trading in good faith, we may trade in a company's securities on behalf of a CDO Client while engaged in such company's restructuring activities. Such trading creates a risk of litigation and liability that may cause the CDO Clients to incur significant legal fees and potential losses.

Item 9 – Disciplinary Information

Form ADV Part 2 requires investment advisers such as A&M AMS to disclose legal or disciplinary events involving the firm or our managers, officers, or principals that are material to your evaluation of our advisory business or the integrity of our management. We have no information to report that is applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealer. Our affiliate, Alvarez & Marsal Securities, LLC, is registered with the SEC as a broker-dealer and is a member of FINRA. We do not execute any trades on behalf of our CDO Clients with our affiliated broker. Although we do share certain officers with our affiliate, including our Chief Compliance Officer, we do not believe this results in any material conflicts of interest with clients.

It is expected that, in the performance of the services contemplated by the CMA for the related CDO Client, A&M AMS will utilize employees of its affiliates under intercompany service arrangements, as A&M AMS determines to be necessary or otherwise appropriate for such services.

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

Code of Ethics and Personal Trading. We strive to adhere to certain standards of conduct based on principles of professionalism, integrity, honesty and trust, and we have adopted a Code of Ethics (the “Code”) to help us meet these standards. The Code incorporates the following principles, among others:

- Dealing fairly and acting in the best interests of clients;
- Taking steps to help ensure that personal securities transactions are conducted consistent with the Code and in such a manner to so as to avoid actual or potential conflicts of interest or any abuse of employees' position of trust and responsibility; and
- Complying with federal securities laws.

The Code places restrictions on personal trades by certain of our personnel. Among other things, these personnel are required to pre-clear all personal securities transactions involving initial public offerings and limited offerings. Investors and prospective investors may receive a copy of the Code upon request by contacting us at the address or telephone number listed on the first page of this document.

Gifts and Entertainment. In order to provide the quality of services that our clients expect, it is necessary for us to establish, maintain and enhance relationships with various professionals and service providers in the investment industry and the industries of the various companies held by our clients, such as attorneys, consultants, investment brokers, investment bankers, and other service providers and professionals (collectively, “**Relationship Parties**”). Establishing meaningful and long-term relationships in these and other areas can be important factors in our ability to efficiently finance, manage, restructure, and ultimately dispose of client assets. We and many Relationship Parties value important and long-standing relationships, and as such, we and our employees may invite, or be invited by, Relationship Parties to participate in activities that could be considered lavish entertainment, such as sporting events, concerts, golf and other outdoor outings and other recreational activities (collectively, “**Events**”).

The primary benefits that we and our clients receive from our sponsorship and participation in these Events is to establish and further strengthen our relationships within Relationship Parties. While we believe employee sponsorship and participation in these Events is beneficial to our clients for the reasons described above, our subsequent selection and retention of such Relationship Parties as service providers could be viewed as a form of reimbursement for attending such Events. We recognize and acknowledge our fiduciary duty to our clients, and as such, we have implemented controls to help ensure that no such Events or activities that we sponsor or participate in are permitted to influence our due diligence process in the financing, managing, restructuring, and disposing of investments or fulfilling our fiduciary duty to our clients. To address this potential conflict, our policies and procedures require our Chief Compliance Officer or his designee (“**CCO**”) to oversee and evaluate sponsorship and participation in Events that exceed certain predetermined threshold amounts. Accordingly, the CCO may determine to prohibit the sponsorship or participation in any particular Event, or the giving or receipt of any gift, if he believes the Event or gift raises concerns related to the frequency, lavishness or benefit of the Event or the gift.

Item 12 – Brokerage Practices

Because of their investment strategies, at this time, the CDO Clients only occasionally enter into trades of a kind generally executed through a broker-dealer. When they do, these trades often consist of non-par trades in loans and claims, for which the best execution concepts are more difficult to apply and often require a case-by-case analysis. More often, when our CDO Clients dispose of holdings they do so through (1) asset sales, to attempt to realize value through sale of a portfolio company’s assets to a third party buyer, or (2) sale to an acquiring company, either through a brokered auction or a privately negotiated sale. In either case, we may utilize the services of investment banks, M&A brokers, and other market participants to manage or assist in the sale or auction process. Traditional best execution concepts are similarly difficult to apply to these kinds of arrangements. Nonetheless, we do, as a general matter, strive to select the service providers that can provide the best services bearing in mind the overall cost to the CDO Clients. Among other things, when we select a service provider, we consider its expertise in the relevant market or sub-specialty, its ability to handle complex transactions, its access to interested buyers, and our level of satisfaction on prior engagements.

Item 13 – Review of Accounts

As required by the related Indenture and other CDO Documents, we perform various periodic reviews of each CDO Client and its Investment portfolio. While we generally do not communicate directly with the CDO Clients’ investors, we do prepare periodic reports for each CDO Client’s trustee.

Item 14 – Client Referrals and Other Compensation

A&M AMS does not expect to provide other services to the CDO Clients and, other than for possible conflicts described in Item 4 above does not expect that any of its affiliates will provide any services to the CDO Clients or to any of the obligors of any Investment thereof.

Item 15 – Custody

We do not have actual or imputed custody of the CDO Clients' assets.

Item 16 – Investment Discretion

We receive and exercise discretionary authority to manage investments on behalf of the CDO Clients, subject to applicable investment restrictions in the Indenture and other transactional documents of each CDO Client.

Item 17 – Voting Client Securities

A&M AMS's general policy is to vote proxy proposals, amendments, consents or resolutions relating to the securities of a CDO Client (collectively, "**Proposals**") in a manner that serves such CDO Client's best interests and is in line with the such CDO Client's investment objectives, each as determined by us in our discretion.

For certain, although not all, Proposals introduced with respect to private companies, we expect based on information from the Prior Manager, that the interests owned by all CDO Clients may constitute a majority of the voting interests of all classes entitled to vote on such Proposal. For such Proposals, we, on behalf of the CDO Clients, may present our own Proposals as part of our overall strategy to advance the investment objectives of the CDO Clients and, unless we determine that certain CDO Clients have different investment objectives, we will generally vote all interests of the CDO Clients jointly in support of such Proposals.

Where we do not control the outcome of a vote, any voting decisions with respect to Proposals will be made on a case-by-case basis, based on what we believe to be in the best interests of the investing CDO Clients and by placing the interests of the CDO Clients first. However, in the case of Proposals with respect to broadly syndicated loans, for matters that we determine not to have any effect on CDO Clients, (a) if a fee is offered to a CDO Client in exchange for voting for such Proposal, we will vote on behalf of such CDO Client so as to obtain the maximum fee for such CDO Client and (b) if a fee is not offered to a CDO Client, we will not vote on behalf of such CDO Client.

In limited circumstances, we may refrain from voting Proposals if we believe that voting would be inappropriate, taking into consideration the cost of voting for the Proposal and the anticipated benefit to the relevant CDO Client. Generally, CDO Clients may not direct how we vote with respect to a particular Proposal.

Item 18 – Financial Information

Form ADV Part 2 requires investment advisers such as A&M AMS to disclose any financial condition reasonably likely to impair our ability to meet contractual commitments to clients. We have no information to report that is applicable to this item.