



**PART 2A OF FORM ADV:
FIRM BROCHURE**

KNIGHTHEAD CAPITAL MANAGEMENT, LLC

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This brochure provides information about the qualifications and business practices of Knighthead Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 356-2900 and/or info@knighthead.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Knighthead Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Being a "registered investment adviser" or describing oneself as being "registered" does not imply a certain level of skill or training.

This brochure shall not constitute an offer to sell or the solicitation of any offer to buy any security.

ITEM 2. MATERIAL CHANGES

Knighthead Capital Management, LLC (“**Knighthead**” or “**Adviser**”) is updating its Firm Brochure as of March 29, 2023. Although the revisions herein are intended to streamline the information presented, no material changes have been made to this brochure since the last update of this brochure on March 29, 2022.

Certain changes to the Brochure include, but are not limited to the addition of new clients and the addition of and revisions to conflicts and risk factor disclosures.

ITEM 3. TABLE OF CONTENTS

Contents

ITEM 2.	MATERIAL CHANGES	2
ITEM 3.	TABLE OF CONTENTS	3
ITEM 4.	ADVISORY BUSINESS	4
ITEM 5.	FEES AND COMPENSATION	9
ITEM 6.	PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	13
ITEM 7.	TYPES OF CLIENTS	14
ITEM 8.	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	15
ITEM 9.	DISCIPLINARY INFORMATION	38
ITEM 10.	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	39
ITEM 11.	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	42
ITEM 12.	BROKERAGE PRACTICES	44
ITEM 13.	REVIEW OF ACCOUNTS.....	46
ITEM 14.	CLIENT REFERRALS AND OTHER COMPENSATION.....	47
ITEM 15.	CUSTODY	48
ITEM 16.	INVESTMENT DISCRETION	49
ITEM 17.	VOTING CLIENT SECURITIES	50
ITEM 18.	FINANCIAL INFORMATION.....	52
ITEM 19.	REQUIREMENTS FOR STATE-REGISTERED ADVISERS	53

ITEM 4. ADVISORY BUSINESS

Knighthead Capital Management, LLC (“**Knighthead**”) is a Delaware limited liability company that was founded in 2008. Ara Cohen and Thomas Wagner (collectively, the “**Principals**”) are the principal owners of Knighthead and the portfolio managers primarily responsible for all investment decisions. Knighthead is based in New York and also has offices in Connecticut and Florida. This Brochure also relates to each of Knighthead’s relying advisers: Knighthead Realty Capital Management, LLC, Knighthead Insurance Capital Management, LP, Knighthead Capital Management SMA, LLC and Knighthead Opportunities Capital Management, LLC.

Knighthead or its Principals, either directly or indirectly, control:

- (i) Knighthead GP, LLC, a Delaware limited liability company (“**Knighthead GP**”), which serves as the general partner of the Domestic Fund and the Master Fund, as defined below;
- (ii) Knighthead DOF GP, LLC, a Delaware limited liability company (“**KDOF GP**”) which serves as the general partner of KDOF, KDOF Domestic, KDOF Intermediate and KDOF Offshore, as defined below;
- (iii) Knighthead Realty Capital Management, LLC, a Delaware limited liability company (“**Knighthead Realty**”), which serves as the investment manager for Knighthead Special Situations Real Estate Fund II, L.P., a Delaware limited partnership, (the “**Real Estate Fund II**”);
- (iv) Knighthead SSREF GP-II, LLC, a Delaware limited liability company (“**SSREF GP-II**”), which serves as the general partner for Real Estate Fund II;
- (v) Knighthead GP-II, LLC, a Delaware limited liability company (“**Knighthead GP-II**”), which serves as the general partner for SSREF GP-II;
- (vi) Knighthead SSRE REIT II, Inc., a Delaware corporation (“**SSRE REIT II**”), a real estate investment trust;
- (vii) Knighthead Capital Management SMA, LLC, a Delaware limited liability company (“**Knighthead SMA**”), the investment advisor to BIOV1 Segregated Portfolio, defined below;
- (viii) Knighthead (NY) GP, LLC, a Delaware limited liability company, (“**Knighthead NY GP**”), which serves as the general partner of Knighthead (NY) Fund, L.P., a Delaware limited partnership (“**Knighthead NY Fund**”);
- (ix) Knighthead Insurance Capital Management, LP, a Delaware limited partnership (“**Knighthead Insurance**”), the investment advisor to Knighthead Annuity and Knighthead Holdings, each as defined below;

- (x) Knighthead IM GP, LLC, a Delaware limited liability company, (“**Knighthead IM GP**”), an affiliate of Knighthead Insurance;
- (xi) Knighthead Insurance GP, LLC a Delaware limited liability company, (“**Knighthead Insurance GP**”);
- (xii) Knighthead CK Opportunities GP, LLC, a Delaware limited liability company (“**Knighthead CK GP**”);
- (xiii) Knighthead CK Amarillo GP, LLC, a Delaware limited liability company (“**Knighthead CK Amarillo GP**”);
- (xiv) Together with Certares (as defined below), an unaffiliated registered investment manager, Certares Opportunities GP, LLC:
 - (a) CK Opportunities GP, LLC (“**CK GP**”);
 - (b) CK Amarillo GP, LLC (“**CK Amarillo GP**”); and
 - (c) Knights Watch CK GP, LLC (“**Knights Watch CK GP**”)
- (xv) Knighthead Opportunities Capital Management, LLC, a Delaware limited liability corporation (“**Knighthead Opportunities**”), the joint investment advisor to CK Opportunities Domestic Fund, LP (“**CK Opportunities Domestic Fund**”), CK Opportunities Offshore Fund, LP (“**CK Opportunities Offshore Fund**” and together with CK Opportunities Domestic Fund, The “**CK Feeder Funds**”), CK Opportunities Fund I, LP (“**CK Opportunities Master Fund I**”), CK Opportunities Fund II, LP (“**CK Opportunities Master Fund II**” and, together with CK Master Fund I, each a “**CK Master Fund**” and, collectively, the “**CK Master Funds**”), CK Lending Opportunities, LLC (“**CK Lending Opportunities**”), CKB Opp OS, LP (“**CKB Opp OS**”) and CKB Opp US, LLC (“**CKB Opp US**” and together with CKB Opp OS, the “**CK Blockers**” and together with the CK Feeder Funds, the CK Master Fund, CK Lending Opportunities and the CK Blockers, the “**CK Opportunities Funds**”);
- (xvi) Knighthead Annuity and Knighthead Holdings, each as defined below (Knighthead, Knighthead Realty, Knighthead SMA, Knighthead Insurance and Knighthead Opportunities, collectively, the “**Adviser**”);
- (xvii) KIF, as defined below; and
- (xviii) Knighthead Managed Opportunities GP, LLC, a Delaware limited liability company, (“**Knighthead Managed Opportunities GP**”), which serves as the general partner of KHMO, as defined below;

Knighthead provides investment advisory services to: (A) (i) Knighthead Master Fund, L.P., a Cayman Islands exempted limited partnership (the “**Master Fund**”), (ii) Knighthead Domestic Fund, L.P. a Delaware limited partnership (the “**Domestic Fund**”), which is a feeder fund in the Master Fund, and (iii) Knighthead Offshore Fund, Ltd., a Cayman Islands exempted company (the “**Offshore Fund**”, and collectively with the Master Fund and the Domestic Fund, the

“**Knighthead Master Feeder Funds**”), which is also a feeder fund for the Master Fund; (B) (i) Knighthead Distressed Opportunities Fund, LP, a Cayman Islands exempted limited partnership (“**KDOF Fund**”); (ii) Knighthead (U.S.) Distressed Opportunities Fund, L.P., a Delaware limited partnership (“**KDOF Domestic Fund**”); (iii) Knighthead Intermediate Distressed Opportunities Fund, LP, a Cayman Islands limited partnership (“**KDOF Intermediate Fund**”); (iv) Knighthead (Cayman) Distressed Opportunities Fund, L.P., a Cayman Islands limited partnership (“**KDOF Offshore Fund**”), and collectively with the KDOF Fund, KDOF Domestic Fund, KDOF Intermediate Fund, the “**Knighthead Distressed Opportunities Funds**”); (C) Knighthead Insurance Fund I, Ltd., a Cayman Islands exempted company (“**KIF**”); and (D) Knighthead Managed Opportunities, L.P., a Cayman Islands limited partnership (“**KHMO**”).

In addition, Knighthead currently (A) advises the Knighthead NY Fund, Jazz Reinsurance Company, a company organized in Utah (“**Jazz Reinsurance**”), SILAC Insurance Company, a company organized in Utah (“**SILAC**”), Trinity Life Insurance Company, a company organized in Oklahoma (“**Trinity**”) Transoceanic Life Insurance Company, a company organized in Puerto Rico (“**TOLIC**”), Pacific Guardian and Life Insurance Company, a company organized in Hawaii (“**PGL**” and, collectively with Jazz Reinsurance, SILAC and Trinity and the Rated Feeders as defined below, the “**Managed Account Clients**”); and (B) is the sub-advisor to Knighthead Annuity & Life Assurance Company, a life assurance company domiciled in the Cayman Islands (“**Knighthead Annuity**”) and Knighthead Holdings Ltd, a Cayman Islands exempted company (“**Knighthead Holdings**”) (Knighthead NY Fund, the Managed Account Clients, Knighthead Annuity, Knighthead Holdings, KIF, KHMO, the Knighthead Master Feeder Funds and the Knighthead Distressed Opportunities Funds, collectively, the “**Funds**” and each individually, a “**Fund**”). The Adviser has sole responsibility for all investment decisions on behalf of the Funds and Real Estate Fund II (each a “**Knighthead Fund**” and collectively, the “**Knighthead Funds**”).

Knighthead has also worked with several Managed Account Clients to restructure the assets that Knighthead manages for them. The restructuring has included establishing feeder funds, including Knighthead Credit JSU Feeder Fund LLC, KHJSU SPV LP LLC, Knighthead Credit SU Feeder Fund LLC, KHSU SPV LP LLC, Knighthead Credit TPR Feeder Fund LLC and KHTPR SPV LP LLC, each a rated feeder fund (the “**Rated Feeders**”). Knighthead will continue to work with existing and new Managed Account Clients in structuring their investment assets that are managed by Knighthead.

In 2020, Knighthead Opportunities entered into a joint venture with Certares Opportunities LLC (“**Certares**”), a wholly owned subsidiary of Certares Management LLC, an SEC registered investment adviser, to co-manage the CK Opportunities Funds. In 2021, Certares and Knighthead and others entered into several agreements relating to the (i) tender offer by KIF for the outstanding shares of Knighthead Holdings not owned by the Principals and certain employees of the Knighthead (the “**Tender Offer**”); (ii) the operation and management of KIF, Knighthead Holdings and Knighthead Annuity after consummation of the Tender Offer; and (iii) the voting of Knighthead Holdings shares held by KIF and the Principals. Each of Knighthead and Certares have a representative on the board of directors of KIF with an equal vote with respect to certain decisions regarding KIF.

In 2021, Knighthead and Certares formed (i) CK Amarillo, LP (“**CK Amarillo**”) to hold shares of a specific investment; and (ii) Knight King CK LP (“**Knight King CK**”) to provide Knight King CK with the opportunity to co-invest in certain CK Opportunities’ investments in which there is excess capacity or where an investment idea is not suitable for CK Opportunities

Funds but may be suitable for Knight King CK. Knight King CK must approve a co-investment opportunity before Knighthed and Certares may make such an investment on behalf of Knight King CK.

In addition to the Funds, the CK Opportunities Funds and CK Amarillo, Knighthed provides advisory services to third-party managed vehicles: (i) BSOF Master Fund, L.P., BSOF Parallel Master Fund, L.P., BSOF Parallel Moat Fund L.P., and BSOF Master Fund II L.P., each a Cayman Islands exempted limited partnership (collectively, the “**BSOF Funds**”), (ii) WWJr. Enterprises Inc., a Delaware Corporation, (“**WWJr**”); and Knighthed SMA provides advisory services to (iii) J.P. Morgan Omni SPC, Ltd., a Cayman Islands segregated portfolio company acting on behalf of and for the account of BIOV1 Segregated Portfolio (the “**BIOV1 Segregated Portfolio**” and together with the BSOF Funds and WWJr, the “**Subadvised Funds**”), whereby the Adviser provides the Subadvised Funds with the opportunity to co-invest in certain Knighthed Master Feeder Fund’s or Knighthed Distressed Opportunities Funds’ investments in which there is excess capacity or where an investment idea is not suitable for the Knighthed Master Feeder Funds or the Knighthed Distressed Opportunities Funds but may be suitable for the Subadvised Funds. The Subadvised Funds must approve a co-investment opportunity before the Adviser may make such an investment on behalf of the Subadvised Funds (each approved co-investment opportunity, an “**Approved Investment**”). While the Adviser has full discretionary investment and trading authority over Approved Investments made on behalf of the Subadvised Funds, it does not have discretion of the Subadvised Funds generally.

The primary investment objective of the Funds is to generate attractive risk adjusted returns while emphasizing the preservation of capital. No assurance can be made that this investment objective will be achieved and investment results may vary substantially. Knighthed primarily invests its Funds’ assets in the debt securities or loans of leveraged or financially distressed companies and in companies with undervalued equity securities. Many of these distressed companies will undergo debt restructurings or reorganizations under federal bankruptcy law, while others may restructure outside of bankruptcy. The Funds may also invest in equity and other securities that Knighthed believes are trading at substantial discounts to their underlying value, particularly if there are catalysts which may eliminate these discounts.

Real Estate Fund II and the Managed Account Clients’ primary investment objectives are to originate short-term U.S. real estate secured loans and to make or acquire other loans or other real estate related investments in connection with real estate development or other special situations.

The CK Opportunities Funds primary investment objectives are to invest in opportunities in the travel and hospitality sectors, including, but not limited to, opportunities arising from market dislocations caused by COVID-19.

CK Amarillo’s primary investment objective is to invest in the shares of Hertz Global Holdings, Inc.

The Adviser tailors its investment advice in accordance with the investment objective and strategy of the applicable Knighthed Fund. The Adviser does not tailor its advisory services to the needs of any particular investor in the Knighthed Funds, the CK Opportunities Funds or CK Amarillo. Investment advice is not tailored for the Subadvised Funds or Knight King CK, as those clients are presented only with co-investment opportunities based on its investment objectives.

The Adviser does not currently provide investment advisory services to clients apart from the Knighthood Funds, the CK Opportunities Funds, CK Amarillo, Knight King CK and the Subadvised Funds (together, the “**Clients**” and each individually, a “**Client**”), although it and/or its affiliates may do so in the future.

The Adviser manages the assets of the Knighthood Funds, CK Amarillo and the CK Opportunities Funds on a discretionary basis. Knighthood manages the assets of the Subadvised Funds and the Rated Feeders on a non-discretionary basis. However, Knighthood does have investment and trading control over the Approved Investments of the Subadvised Funds. As of December 31, 2022, the Adviser’s discretionary regulatory assets under management were approximately \$13 billion and the Adviser’s non-discretionary regulatory assets under management were approximately \$328 million. For a further discussion of these and related items, see **Item 7** (Types of Clients), **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss) and **Item 10** (Other Financial Industry Activities and Affiliations).

ITEM 5. FEES AND COMPENSATION

Management Fee and Performance Allocation

Knighthead and certain of its affiliates receive management fees and performance compensation, as described below. Knighthead may allocate a portion of its management fees and/or performance compensations to third parties. Subject to the relevant governing documents, Knighthead may waive all or any portion of the management fee and/or performance compensation with respect to any investor in a Client including, but not limited to, Knighthead, its affiliates and any of their respective current or former principals, members, directors, officers, partners, employees, the family members of any of the foregoing and any trusts or other vehicles for the benefit of such persons and any charitable trust, foundation or similar entity established by such persons. Management fees may vary with each Client and are explained more fully in each Client's confidential offering memorandum or investment management agreement. It is critical that the Clients and prospective investors refer to their respective governing documents for a complete understanding of how Knighthead is compensated for its advisory services.

Knighthead Master Feeder Funds

Knighthead receives from the Knighthead Master Feeder Funds quarterly investment management fees (the “**Management Fee**”) at an annual rate generally up to 1.75%.

Knighthead's affiliate, Knighthead GP, is entitled to receive from the Master Fund an annual performance-based profit allocation (the “**Master Fund Performance Allocation**”) in an amount generally up to 20% of net profits (including net unrealized gains on investments other than those attributable to Designated Investments and including net profits or losses attributable to the sale or deemed sale of Designated Investments), if any, allocable to the pro rata share of such Knighthead Master Feeder Fund's interest in the Master Fund, subject to a loss carryforward.

Knighthead Distressed Opportunities Funds

Knighthead receives from the Knighthead Distressed Opportunities Funds annual management fees equal to 1.00%, with respect to the founders' series, and 1.50%, with respect to the non-founders' series, of an investor's invested capital, paid quarterly in advance and based upon estimated amounts of the invested capital for the applicable quarter with any difference adjusted at the end of the quarter.

Knighthead's affiliate, Knighthead DOF GP, is entitled to receive from the Knighthead Distressed Opportunities Funds a performance-based profit equal to 15%, with respect to the founders' series, and 20%, with respect to the non-founders' series, subject to an 8% preferred return.

CK Opportunities Funds

Knighthead splits its management fee and performance allocation with respect to the CK Opportunities Funds evenly with Certares.

The CK Opportunities Funds management fees equal 1.5% of an investor's invested capital per annum, paid in advance (with certain fee discounts for larger investors).

The performance-based profit of the CK Opportunities Funds is equal to 20% of all realized profits subject to a preferred return of 8% per annum compounded annually.

Knight King CK LP

Knighthed splits a performance allocation with respect to the Knight King CK evenly with Certares.

The performance-based profit of Knighthed CK is equal to 5% of all realized profits subject to a preferred return of 8% per annum compounded annually.

Knighthed NY Fund

Knighthed or its affiliates receive a quarterly management fee and a Performance Allocation from the Knighthed NY Fund, payable in advance, in accordance with the terms of their relevant agreements.

Knighthed Annuity and Knighthed Holdings

Knighthed Insurance receives a quarterly management fee from Knighthed Annuity and Knighthed Holdings, valued in advance and payable quarterly in arrears, in accordance with the terms of their relevant agreement. An affiliate of Knighthed also receives a Performance Allocation as set forth in that certain joint venture agreement by and among Knighthed Holdings, Knighthed Annuity, Knighthed Insurance GP and Knighthed Insurance (the “**JV Agreement**”).

Knighthed Managed Opportunitites, L.P.

Knighthed receives from KHMO an annual management fee equal to 1.00% of an investor’s invested capital, paid quarterly in advance, based upon estimated amounts of the invested capital for the applicable quarter with any difference adjusted at the end of the quarter.

Knighthed is entitled to a performance-based profit for KHMO initially equal to 15% of all realized profits subject to a preferred return of 8% per annum compounded annually. In the event the preferred return equals 20% per annum compounded annually, the performance-based profit increases to 30% of all realized profits.

Managed Account Clients

Knighthed receives a monthly management fee from the Managed Account Clients payable quarterly in arrears in accordance with the terms of their relevant investment management agreement. Knighthed and Knighthed Realty may receive performance fees and management fees from the Funds in which the Managed Account Clients are invested. Knighthed Realty may also receive origination fees from borrowers in respect to the origination of real estate loans.

Subadvised Funds

BSOF Funds

Knighthead has been admitted as a special limited partner of each of the BSOF Funds, entitling it to receive a carried interest from such BSOF Fund as soon as reasonably practicable following the complete disposition of an Approved Investment. The carried interest shall be equal to the applicable percentage (as set forth in the respective documentation of the BSOF Funds) of the amount by which (i) the total cash proceeds derived by the BSOF Fund from each Approved Investment exceeds (ii) all costs and expenses incurred by the BSOF Fund in connection with the acquisition, ownership and disposition of the entire Approved Investment, calculated on an aggregate basis across all Approved Investments for such BSOF Fund and subject to a high water mark.

BIOV1 Segregated Portfolio

Knighthead SMA receives an annual performance fee, in arrears, from the BIOV1 Segregated Portfolio, subject to a loss carryforward, at the end of each fiscal year. The performance fee is set forth in the respective documentation of the BIOV1 Segregated Portfolio.

WWJr.

Knighthead shall receive a performance fee from WWJr. with respect to each Approved Investment as set forth in the investment management agreement between Knighthead and WWJr.

Real Estate Fund II

Knighthead Realty will be entitled to retain processing and similar fees paid by borrowers as part of the loan application process and will also be entitled to reimbursement of certain of its expenses, but will not receive any other fees for its services other than the management fee described below, for Real Estate Fund II.

For Real Estate Fund II, Knighthead Realty receives the following management fees: (i) 1.5% per annum of such investor's *pro rata* share of its invested capital during the commitment period; and (ii) after the investment commitment period, 1% per annum of such investor's *pro rata* share of its invested capital.

An affiliate of Knighthead will receive 20% of all realized profit, subject to a 6% preferred return compounded annually.

Sharing of Fees with Certares

In connection with the Tender Offer, Knighthead, Certares and other related parties entered into several agreements which, among other things, provided for the sharing of certain fees earned by Knighthead arising out of its management of reinsurance and related assets, on the one hand,

and Certares, on the other hand, with the other party (the “**Certares Fee Sharing**”).

Expenses

Knighthead Master Feeder Funds, Knighthead Distressed Opportunities Funds, Knighthead NY Fund, Knighthead Annuity, KIF, KHMO, Real Estate Fund II, CK Amarillo, Knight King CK and CK Opportunities Funds (the “**KH Funds**”)

As more fully described in each KH Fund’s respective offering document or investment management agreement, each KH Fund will generally bear expenses incidental to its operations and business.

The organizational expenses of the all the KH Funds except Knighthead (NY) Fund, LP, (including expenses of the initial offer and sale of interests) were or will be paid by the respective fund.

Managed Account Clients

As more fully described in each Managed Account Client’s investment management agreement, all reasonable and appropriate expenses incurred in connection with maintenance of the accounts and assets in the accounts’ portfolios are paid from the subject account.

Subadvised Funds

All trading costs and expenses associated with an Approved Investment (including all legal expenses) will be borne by the Subadvised Funds (subject to allocation among all co-investment accounts on a pro rata basis in accordance with the extent and timing of their participation).

More detailed information regarding the expenses to which each Client is subject is set out in each fund’s offering and/or disclosure document.

For a further discussion of these and related items, see **Item 12** (Brokerage Practices).

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

The Adviser generally charges performance based fees or allocations. Please see **Item 5** (Fees and Compensation) above. The Adviser may provide investment advisory services to additional clients in the future that may have similar or different performance-based fees and/or allocations than the performance-based fees and/or allocations of its current Clients (including other privately-offered pooled alternative investment funds, some of which may have an investment strategy substantially similar to the Funds).

The Performance Allocation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of the Performance Allocation.

The Adviser is required to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities to the Clients, but the Adviser and its affiliates are not otherwise subject to any specific obligations or requirements concerning the allocation of time, effort or investments opportunities, or any restrictions on the nature or timing of investments for the Clients.

ITEM 7. TYPES OF CLIENTS

Knighthead provides investment advisory services to the Knighthead Master Feeder Funds, Knighthead Distressed Opportunities Funds, Knighthead NY Fund, KIF, KHMO, the Managed Account Clients, the BSOF Funds, WWJr. and the Rated Feeders and is the sub-advisor to Knighthead Annuity and Knighthead Holdings. Knighthead SMA provides investment advisory services to BIOV1 Segregated Portfolio. Knighthead Realty provides investment advisory services to Real Estate Fund II and SSRE REIT II. Knighthead Insurance provides investment advisory services to Knighthead Annuity and Knighthead Holdings. Knighthead Opportunities provides co-investment advisory services to the CK Opportunities Funds. Knighthead provides co-investment advisory services to CK Amarillo and Knight King CK. The Adviser may in the future provide investment advisory services to additional clients including, but not limited to, other pooled investment vehicles, corporations, trusts, institutions, high net worth individuals, investment companies, pension plans, insurance companies, reinsurance companies, sovereign wealth funds, family offices, foundations and endowments.

For a further discussion of these and related items, see **Item 4** (Advisory Business) and **Item 10** (Other Financial Industry Activities and Affiliations).

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

Methods of Analysis

Knighthead uses a variety of investment strategies and has broad and flexible investment authority discretion. In general, it employs a rigorous research process to investment opportunities that may include, but is not limited to, fundamental credit analysis, portfolio analytics, the review of historical financial data, meeting with company management, industry research and analysis of documents (including, but not limited to, indentures, credit agreements, inter-creditor agreements, court filings), as well as, using outside advisors (legal counsel or financial advisors) to assist in the review of the certain issues in connection therewith. More detailed information with respect to the following investment strategies is included in each Fund's offering and/or disclosure documents.

Investment Strategies

Distressed and Stressed Investments

Knighthead analyzes the securities of companies that are facing business or financial problems along several dimensions, including its competitive position, industry prospects, liquidity, capital needs, financial resources, legal issues, asset value, liquidation value, management resources and projected cash flows. Knighthead then combines this analysis with an analysis of potential restructuring plans and the estimated timing of any reorganization. The form of investment depends upon the capital structure of the company, the relative prices of its debt and equity securities and the terms of those securities (including collateral, covenants and claim amounts). Many different types of distressed assets exist in which Knighthead may invest, including senior bank debt, senior notes and subordinated notes. The focus of distressed investments will be generally on companies domiciled in the U.S. and based in Organisation for Economic Cooperation and Development ("OECD") countries. Investments in other countries, including emerging markets generally will be limited to a small portion of the portfolio. While Knighthead expects generally that its investments will be passive investments, Knighthead may participate actively in the reorganization process when Knighthead determines that this is desirable.

High Yield Investments

Knighthead may invest in high yield bank debt and bonds as a supplement to their focus on distressed securities. The high yield market consists of secured and unsecured debt of companies that are rated below investment grade. Investment in the high yield market is for both income and capital appreciation. High yield bonds and loans are usually fairly liquid, but the market does have periods of illiquidity, some which are due to events in the credit markets (oversupply of new issues, large defaults, etc.) and some which are due to dislocations in other markets (U.S. equity market, U.S. Government bond market, hedge fund or mutual fund losses or withdrawals, etc.). Knighthead will seek to invest in the high yield market when these periods of illiquidity exist, because prices are usually attractive relative to credit risk during such periods. Knighthead may also utilize credit default swaps to effectuate short positions.

Other Investments

Knighthead will purchase equity and other securities that utilize complementary investment skills to their debt strategy. A certain portfolio may change considerably, depending on the types of opportunities that are available. Knighthead will evaluate the potential returns available in the investment strategies discussed above (and other appropriate strategies as determined by Knighthead) and adjust the portfolio with the objective of maximizing its risk-adjusted return. In particular, in order to maintain flexibility and to capitalize on investment opportunities as they arise, each of the KH Funds will not be required to invest any particular percentage of its portfolio in any type of strategy, investment, industry or region, and such amounts can change at any time based on the availability of attractive market opportunities.

Knighthead will seek to minimize the risk of capital loss for each KH Fund. First, the strategy of investing in securities that have already declined substantially should limit risk since most of these securities will be trading at valuation discounts to the overall market. Second, there may be diversity of investments among different markets, asset classes and industries. Third, hedging of investments may occur by selling short securities that are directly or indirectly related to the investments. Fourth, market hedges maybe entered into to protect against dramatic and sustained declines in equity valuations. Although Knighthead will likely employ the hedges mentioned above, it generally will have a net long portfolio.

The Knighthead Master Feeder Funds may invest up to 15% of the portion of their net assets attributable to investors who participate in Designated Investments (measured at the time of investment) in securities for which there is no ready market and/or which Knighthead, in its sole discretion, determines should be treated as a "**Designated Investment**". The Knighthead Master Feeder Funds may utilize leverage at such times and in such amounts as Knighthead deems prudent. It is not anticipated that the Knighthead Master Feeder Funds will utilize margin borrowings, repos or similar leverage in excess of two and one half times their net assets for sustained periods; however, the Knighthead Master Feeder Funds may utilize instruments such as swaps or options, which contain inherent leverage.

Real Estate Fund II

Real Estate Fund II's primary investment objective was to originate short-term U.S. real estate secured loans. Real Estate Fund II is in its "Harvest Period" and is not making any new loans at this time.

THERE CAN BE NO ASSURANCE THAT THE CLIENTS WILL ACHIEVE THEIR INVESTMENT OBJECTIVE.

Risk of Loss

General Risk of Loss

Leverage. While the use of margin and borrowed funds can substantially improve the return on invested capital, such use may also increase the adverse impact to which the investment portfolio of a Fund may be subject. If a Fund uses leverage with respect to a position, any losses would be more pronounced than if leverage were not used, and a relatively small price movement in a security or other financial instrument may result in immediate and substantial losses to the Fund, including, without limitation, losses in excess of the amount invested. Borrowings will usually be from securities brokers and dealers and will typically be secured by the Fund's securities and other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the Fund's obligations and if the Fund were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Fund's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Fund's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Fund's profitability. In addition, the lender or counterparty, as the case may be, may have a security interest in, or otherwise acquire, all or a portion of the Fund's assets. In the event that the Fund defaults under any such arrangement, such lender or counterparty may have the right to become or remain the owner of all or that portion of the Fund's assets secured pursuant to such arrangement. If such arrangement is terminated, the Fund's ability to meet its investment objective may be adversely impaired. The Fund will bear all of the costs and expenses incurred in connection therewith, including, without limitation, any interest expense charged on funds borrowed or otherwise accessed.

No restrictions exist on the use of leverage by the Funds other than restrictions which may be imposed by lenders from time to time. However, for the Knighthead Master Feeder Funds, Knighthead does not anticipate utilizing margin borrowings, repos or similar leverage at more than two and one half times the value of a Fund's portfolio (although it may also utilize instruments such as swaps or options which contain inherent leverage).

Short Sales. A Fund's investment program may include short selling. Short sales may, in certain circumstances, substantially increase the impact of adverse price movements on a Fund's portfolio. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security which could result in an inability to cover the short position or the theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Options. Funds may utilize options in furtherance of their investment strategies. Option positions may include both long positions, where a Fund is the holder of put or call options, as well as short positions, where a Fund is the seller (writer) of an option. Although option techniques can increase investment return, they can also involve a higher level of risk compared with their underlying securities. For example, the expiration of unexercised long options effectively results in loss of the entire cost, or premium paid for the option. Conversely, the writing of an uncovered put or call option can involve, similar to short selling, a theoretically unlimited risk of an increase in the Fund's cost of selling or purchasing the underlying securities, commodities or other financial instruments in the event of exercise of the option.

Non-U.S. Securities. Investing in securities of non-U.S. governments and companies domiciled or operating outside of the United States involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the U.S. Government or U.S. companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

High Risk Investments. The Funds invest in debt and equity securities, accounts and notes payable, loans, private claims and other financial instruments and obligations of troubled companies which may result in significant returns to the Funds, but which involve a substantial degree of risk. Funds may lose their entire investment in a troubled company, may be required to accept cash or securities with a value less than their investment and may be prohibited from exercising certain rights with respect to such investment. Troubled company investments may not show any returns for a considerable period of time. Funding a plan of reorganization involves additional risks, including risks associated with equity ownership in the reorganized entity. Troubled company investments may be adversely affected by state and federal laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the U.S. Bankruptcy Court's discretionary power to disallow, subordinate or disenfranchise particular claims. Investments in securities and private claims of troubled companies made in connection with an attempt to influence a restructuring proposal or plan of reorganization in a bankruptcy case may also involve substantial litigation.

Special Situations. Funds may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies or sovereign debt involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which a Fund may invest, a potential risk of loss exists by the Fund of its entire investment in such companies.

Small to Medium Capitalization Companies. Knighthead may invest a significant portion of a Fund's assets in the stocks of companies with small to medium-sized market capitalizations. While smaller and medium sized companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification, and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. Such companies may not be well-known to the investing public, may not have significant institutional ownership and may have cyclical, static or only moderate growth prospects. As a result, the securities of smaller and medium sized companies may be subject to wider price fluctuations. When making large sales, a Fund may have to sell portfolio holdings at discounts from quoted prices or may have to make a series of small sales over an extended period of time due to the lower trading volume of smaller and medium sized company securities.

Smaller and medium capitalization securities may be followed by relatively few securities analysts with the result that there tends to be less publicly available information concerning these securities compared to what is available for exchange-listed or larger companies. The securities of these companies may have limited trading volumes and may be subject to more abrupt or erratic market movements than the securities of larger, more established companies or the market averages in general, and the Fund may be required to deal with only a few market makers when purchasing and selling these securities. Transaction costs in smaller capitalization stocks may be higher than those for larger-capitalized companies.

Loans. An investment in interests in syndicated, commercial bank loans, whether acquired through assignment or participation, may involve certain risks. Under the agreements governing most syndicated loans, should a Fund, as a holder of an interest in a syndicated loan, wish to call a default or exercise remedies against a borrower, it could not do so without the agreement of at least a majority of the other lenders. Further, actions could be taken by a majority of the other lenders, or in some cases, a single agent bank, without the consent of the Fund. The Fund would, nevertheless, be liable to indemnify the agent bank for the Fund's ratable share of expenses or other liabilities incurred in such connection and, generally, with respect to the administration and any renegotiation or enforcement of the syndicated loans. Moreover, an assignee or participant in a loan may not be entitled to certain gross-up payments in respect of withholding taxes and other indemnities that otherwise might be available to the original holder of the loan.

If an interest is acquired through a participation, the Fund would, to some extent, bear the credit risk not only of the distressed company borrower, but of the financial institution from which the participation is acquired. Further, in most cases, the holder of a participation will be bound by the actions or omissions of the seller of the participation and will be liable to indemnify the seller against expenses and liabilities allocable to the portion of the loan represented by the participation.

The value of the Fund's investment in loans (and hence, each limited partner's investment) may be detrimentally affected to the extent a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan. Knighthood may attempt to minimize this risk by maintaining low loan-to-liquidation values with each loan and the collateral underlying the loan. However, there can be no assurance that the value assigned by Knighthood to collateral underlying a loan of a Fund can be realized upon liquidation, nor can there be any assurance that collateral will retain its value. In addition, certain loans may be supported, in whole or in part, by personal guarantees made by the borrower or a relative, or guarantees made by a corporation affiliated with the borrower. The amount realizable with respect to a loan may be detrimentally affected if a guarantor fails to meet its obligations under the guarantee. Moreover, the value of collateral supporting loans may fluctuate. In addition, active lending/origination by a Fund may subject it to additional regulation, as well as possible adverse tax consequences. Finally, there may be a monetary, as well as a time cost involved in collecting on defaulted loans and, if applicable, taking possession of and subsequently liquidating various types of collateral.

Bankruptcy Cases and Insolvent Companies. Many of the events within a bankruptcy case can be adversarial and outcomes may be beyond the control of the creditors. While creditors generally have standing and are afforded an opportunity to object to significant actions, in a bankruptcy case there can be no assurance that a bankruptcy court will refrain from issuing rulings or approving certain actions contrary to the interests of particular creditors (including a Fund) or groups of creditors.

A Fund may invest in bankruptcy claims, which are amounts owed to creditors of companies operating under bankruptcy protection. Bankruptcy claims generally are relatively illiquid and do not pay interest unless fully secured, and there can be no guarantee that the debtor will ever be able to satisfy its obligation with respect to a bankruptcy claim. The markets in bankruptcy claims are not generally regulated by federal securities laws, the SEC or other regulatory agencies. Bankruptcy claims are frequently general unsecured claims, and holders of such claims receive distributions only from unencumbered cash or property (if any) remaining after all secured claims and certain priority unsecured claims have been satisfied. In addition, if the debtor has a fraudulent conveyance or preference action against the seller of the claim, the debtor may not be obligated to make any distribution on such a claim until the resolution of any such actions.

If a Fund purchased debt owed by a subsidiary company to its parent, in certain jurisdictions, such a purchase of debt from a shareholder may be re-categorized as financial support and become subject to equitable subordination (as defined below). This means that the rights of the creditor in respect of the debt will be subordinated to the claims of other creditors in the event of the company's insolvency.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation or sanction by the applicable bankruptcy or other court. This process can involve substantial legal, professional and administrative costs to the company and its creditors (including a Fund). The bankruptcy process is subject to unpredictable and lengthy delays. In addition, the company may find it difficult to secure financing during the reorganization, and during the process the company's competitive position may erode, key management may depart and the company may not be able to operate adequately. In some cases, the company may not be able to reorganize and may be required to liquidate its assets. Investments in the debt of companies undergoing financial reorganization in bankruptcy will, in many cases, not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental valuation. Such investments can result in a total loss of principal. In certain jurisdictions, including the United States, a company undergoing a reorganization or restructuring of its creditor obligations may classify its creditors' claims for purpose of voting on a plan of reorganization, composition, scheme or other similar insolvency proceeding. Because the standard for classification is vague, there exists a risk that the Fund's influence with respect to negotiations or voting by a class of securities it holds (directly or indirectly) may be limited as a result of the debtor's inclusion in or exclusion from the class of certain other creditors or equity security holders. In addition, certain administrative (post-bankruptcy) costs and other priority (pre-bankruptcy) claims (for example, claims for certain types of taxes), with seniority in the right to payment versus the claims of general unsecured creditors or equity security holders, may be quite high. A Fund may invest in companies based in OECD and other non-U.S. countries. Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks, including those risks discussed above. Insolvency and bankruptcy laws and processes may also differ substantially from those in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. The procedural and substantive provisions of certain European insolvency laws generally are more favorable to secured creditors than comparable provisions of U.S. law and afford debtors and unsecured creditors only limited protection from secured creditors. In certain

developing countries, although bankruptcy laws have been enacted, the process for reorganization remains highly uncertain. Knighthead, on behalf of a Fund, may elect to serve on creditors' committees, equity holders' committees or other groups (both "official" and "ad hoc") to ensure preservation or enhancement of a Fund's position as a creditor or equity holder. A member of any such official committee owes fiduciary obligations generally to all of the committee's constituents. If Knighthead concludes that these fiduciary duties conflict with its duties owed to a Fund, it will resign from that committee or group, and the Fund may not realize the benefits, if any, of participation on the committee or group.

In addition, and also as discussed above, if a Fund is represented on a committee or group, it may be restricted or prohibited under applicable law from disposing of or increasing its investments in such company while it continues to be represented on such committee or group and may be subject to certain disclosure requirements regarding its investments in the applicable company. In addition, regardless of whether Knighthead is serving on an "official" or "ad hoc" committee, a Fund's ability to dispose of or increase its investments in such company may be limited by any so-called "securities trading order" entered by the applicable bankruptcy or other court. A securities trading order limits certain trading in the company's equity and, occasionally debt securities for purposes of protecting the company's ability to utilize its net operating loss carryovers to offset future tax liability. The effect of the order, however, often is to restrict trading in the applicable company's securities.

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

Under common law principles that may also underlie lender liability claims, if a lender (a) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (b) engages in other inequitable conduct to the detriment of such other creditors, (c) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (d) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called "**equitable subordination**").

No Fund intends to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine; however, because of the nature of the debt obligations in which a Fund may invest, the Fund may be subject to claims from creditors of an obligor that the Fund's claims against the obligor should be equitably subordinated.

Chapter 11 Reorganizations. Generally, the Chapter 11 reorganization process, while often lengthy and contentious, is ultimately resolved by consent. In order to achieve a consensual plan and expedite distributions, secured and other senior debt holders may agree to allocate value, which would otherwise be allocated to them on a strict priority basis, to junior creditors who would not otherwise be entitled to such value or even anything at all. If this occurs, secured and other senior creditors may receive smaller distributions than they would otherwise be entitled to under a strict priority plan, although the present value of the reduced distributions could exceed the present value of full distributions made some years later.

On the other hand, in some circumstances, holders of senior claims are unwilling to forego their absolute priorities. Senior claim holders may attempt to have their plan of reorganization approved by using the “cram down” process described below despite the risk of protracted litigation and the consequent delay in receiving distributions. A proposed plan of reorganization will be confirmed by a bankruptcy court, if, among other things, every class of creditors accepts the plan. A class of creditors has accepted a plan if at least two-thirds in amount and more than one-half in number of the allowed claims of voting creditors in such class vote to accept the plan. Acceptance by a class binds each creditor in such class. A proposed plan of reorganization will be confirmed despite the rejection by one or more dissenting classes if at least one class of creditors has accepted the plan and the plan provides that all remaining classes are dealt with based on the seniority of their claims, with each class to be paid in full before the next junior class of creditors are paid anything. In this “cram down” scenario, to the extent that a Fund holds claims that are junior to those of any dissenting class or classes, it could realize little or nothing on such claims.

Investor Activism. A Fund may from time to time actively seek to influence the management or business direction of some of its portfolio companies. A Fund may invest in a particular company based upon its belief that the company’s business and operations could improve as a result of such Fund’s influence. Alternatively, it is possible that Knighthead may deem it necessary to seek representation for the Fund on the Board of Directors of, or on official or unofficial creditors’ committees for, a company in order to better monitor the financial condition of the company or developments in the proceeding and/or to be in an improved position of advocacy during any negotiations. If the company then resists the Fund’s efforts to influence it, the company may suffer poor business performance as a result, with correspondingly disappointing investment results for the Fund. Alternatively, the Fund’s proposed strategy may prove to be unwise or misguided, and the company may adopt that strategy to its detriment. Even if the strategy is adopted and is successful, a substantial period of time may elapse between the Fund’s purchase of the investment and the achievement of the anticipated results. There also may be instances where the Fund will be restricted in transacting in or withdrawing a particular investment as a result of its activist investment strategy. Moreover, as a result of the Fund’s investment strategy and the possibility that the Fund may participate in restructuring or similar activities, it is possible that the Fund may become involved in litigation (as either plaintiff or defendant). Litigation entails expense and the possibility of claims for damages against the Fund and ultimately judgments may be rendered against the Fund.

Control Positions. To the extent that a Fund owns a controlling stake in, has representatives on a board of directors or is deemed an affiliate of, a particular company, it may be subject to certain additional securities law restrictions which could affect both the liquidity of the Fund’s interest and the Fund’s ability to liquidate its interest without adversely impacting the stock price, including insider trading restrictions, the affiliate sale restrictions of Rule 144 of the Securities Act, and the disclosure requirements of Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In addition, to the extent that affiliates of the Fund or Knighthead are subject to such restrictions, the Fund, by virtue of its affiliation with such entities, may be similarly restricted, regardless of whether it stands to benefit from such affiliate’s stock ownership.

If the Fund, alone or as part of a group acting together for certain purposes, becomes the beneficial owner of more than 10% of certain classes of securities of a U.S. public company or places a director on the board of directors of such a company, it may be subject to certain additional

reporting requirements and to liability for short-swing profits under Section 16 of the Exchange Act. Furthermore, the Fund may also be subject to similar reporting requirements in non-U.S. jurisdictions where it holds significant positions in the securities of public companies in such jurisdictions.

Risk of Investing in Distressed Assets. A Fund may invest in securities of enterprises that are experiencing or have experienced significant financial or business difficulties (including as a result of the initiation or prospect of significant litigation or a bankruptcy case). Investments may include loans, bank debt, commercial paper, trade or other claims held by trade or other creditors, equity securities, partnership interests, swaps (including credit default swaps), private equity investments, and similar financial, derivative or other instruments, executory contracts and options, rights or participations in any of the foregoing, which are not publicly traded.

Distressed securities may generate significant returns to a Fund, but also involve a substantial degree of risk. The Fund may lose a substantial portion or all of its investment in a distressed company or may be required to accept cash, securities or other property with a value less than the Fund's original investment. Among the risks inherent in investments in entities experiencing significant financial or business difficulties is the frequent difficulty of obtaining information as to the true condition of such entities. Such investments also may be adversely affected by state and federal laws and the laws of non-U.S. jurisdictions relating to, among other things, fraudulent transfers, voidable preferential payments, lender liability and the legal or equitable power of bankruptcy courts, regulatory agencies or other government bodies to disallow, subordinate or disenfranchise particular claims. The market prices of such instruments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such instruments may be greater than for non-distressed securities. In trading distressed securities, litigation is sometimes required to realize on the investment. Such litigation can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses. Moreover, it may sometimes be difficult to enforce and collect on these obligations, through litigation or otherwise.

In liquidation (both in and out of bankruptcy court) and other forms of corporate workouts and reorganizations, there exists the risk that the restructuring either will be unsuccessful (due to, for example, failure to obtain requisite acceptances of the reorganization plan), will be delayed (for example, while parties negotiate a plan of reorganization or litigate objections to such a plan) or will result in a distribution to the Fund of cash, a new security or other property, the value of which will be less than the purchase price of the security in respect of which such distribution was made.

It is anticipated that certain debt instruments purchased by Knighthood for the Fund will be non-performing and possibly in default. There can be no assurance as to the amount and timing of payments, if any, with respect to such debt instruments or other investments.

High Yield Securities. A Fund may make significant investments in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors

generally perceive that there are greater risks associated with lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities.

Risk of Event-Driven Investments. A Fund may invest in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution to the Fund of cash or a new security, the value of which will be less than the purchase price of the security in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Fund may invest, there is a potential risk of loss by the Fund of its entire investment in such companies.

Event-driven investing requires the investor to make predictions about (i) the likelihood that an event will occur, (ii) the impact such event will have on the value of a particular investment and (iii) the timing of such event. If the event fails to occur or it does not have the effect foreseen, losses can result. For example, the adoption of new business strategies or completion of asset dispositions or debt reduction programs by a company may not be valued as highly by the market as Knighthead had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value, but fail to implement it, which can result in losses. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution to the Fund of cash or a new security, the value of which will be less than the purchase price of the security in respect of which such distribution was made. The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors. Because of the inherently speculative nature of event-driven investing, the results of the Fund's operations may be expected to fluctuate from period to period. Accordingly, the results of a particular period will not necessarily be indicative of results that may be expected in future periods.

Risk of Investing in Bank Debt. A Fund's investment program may include investments in significant amounts of bank debt and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the Fund to directly enforce its rights with respect to participations. In analyzing bank debt transactions or participations, Knighthead compares the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the Fund.

From time to time the Fund may incur contingent liabilities in connection with bank debt or similar investments. For example, the Fund may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the Fund would be obligated to fund the amounts due.

Purchasers of bank debt are predominantly commercial banks, investment funds, mutual funds and investment banks. As secondary market trading volumes increase, issuers of new bank debt are increasingly adopting standardized documentation to facilitate bank debt trading, which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in bank debt trading will provide an adequate degree of liquidity or that the current

level of liquidity will continue. Because of the provision to holders of such bank debt of confidential information relating to the borrower, the unique and customized nature of the bank debt agreement and the private syndication of bank debt, bank debt is not as easily purchased or sold as a publicly traded security, and historically the trading volume in the bank debt market has been small relative to the high yield debt market.

Investing in bank debt involves the risk to the Fund that misrepresentations or omissions on the part of the borrower could adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Fund to perfect or effectuate a lien on the collateral securing the bank debt. The Fund will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Emerging Markets. Investing in emerging market debt or equity involves certain risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (a) the risk of nationalization or expropriation of assets or confiscatory taxation; (b) social, economic and political uncertainty including war; (c) dependence on exports and the corresponding importance of international trade; (d) price fluctuations, less liquidity and smaller capitalization of securities markets; (e) currency exchange rate fluctuations; (f) rates of inflation (including hyperinflation); (g) controls on foreign investment and limitations on repatriation of invested capital and on the Fund's ability to exchange local currencies for U.S. dollars; (h) governmental involvement in and control over the economies; (i) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies; (j) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (k) less extensive regulation of the securities markets; (l) longer settlement periods for securities transactions; (m) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (n) certain considerations regarding the maintenance of Fund's portfolio securities and cash with non-U.S. sub-custodians and securities depositories.

Warrants. Warrants are derivative instruments that permit, but do not obligate, the holder to subscribe for other securities. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle the holder to purchase, and they do not represent any rights in the assets of the issuer. As a result, warrants may be considered more speculative than certain other types of investments. In addition, the value of a warrant does not necessarily change with the value of the underlying securities or commodities, and a warrant ceases to have value if it is not exercised prior to its expiration date.

Credit Default Swap Agreements. The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference

obligation. Generally, a credit event means bankruptcy, failure to pay or obligation acceleration. If a credit event occurs, the seller typically must pay the contingent payment to the buyer, which is typically the “par value” (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. A Fund may be either the buyer or seller in the transaction. If the Fund is a buyer and no credit event occurs, the Fund may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value. As a seller, the Fund receives a fixed rate of income throughout the term of the contract, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the full notional value of the reference obligations.

Credit default swaps involve greater risks than if the Fund had invested in the reference obligation directly. In addition to general market risks, credit default swaps are subject to liquidity risk and credit risk. A buyer also may lose its investment and recover nothing should no credit event occur. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value to the Fund. In certain circumstances, the buyer can receive the notional value of a credit default swap only by delivering a physical security to the seller, and is at risk if deliverable security is unavailable or illiquid.

Debt Securities; Lower-Rated Securities. A Fund may invest in fixed income securities and other debt securities or instruments. Investing in lower-rated securities involves special risks in addition to the risks associated with investments in higher-rated fixed income securities, including a high degree of credit risk and increased risks in the case of deterioration of general economic conditions. Lower-rated securities may be regarded as predominately speculative with respect to the issuer’s continuing ability to meet principal and interest payments. Funds may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer’s assets. Funds may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. In addition, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. Analysis of the creditworthiness of issuers/issues of lower-rated securities may be more complex than for issuers/issues of higher quality debt securities. Lower-rated securities may be more susceptible to losses and real or perceived adverse economic and competitive industry conditions than higher-grade securities. Securities that are in the lowest rating category are considered to have extremely poor prospects of ever attaining any real investment standing, to have a current identifiable vulnerability to default, and to be unlikely to have the capacity to pay interest and repay principal. Because investors generally perceive that there are greater risks associated with lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities.

The secondary markets on which lower-rated securities are traded may be less liquid than the market for higher-grade securities, which can adversely affect the prices at which these securities can be sold. Less liquidity in the secondary trading markets could therefore adversely affect and cause large fluctuations in the value of the Fund’s portfolio. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the values and

liquidity of lower-rated securities, especially in a thinly traded market. Furthermore, with respect to certain residential and commercial mortgage-backed securities, it is difficult to obtain current reliable information regarding delinquency rates, prepayment rates, servicing records, as well as updated cash flows.

Interest Rate Risk. Because Funds may invest in debt securities, they are subject to interest rate risk. Generally, the value of debt securities will change inversely with changes in interest rates. As interest rates rise, the market value of debt securities tends to decrease. Conversely, as interest rates fall, the market value of debt securities tends to increase. This risk will be greater for long-term securities than for short-term securities.

Convertible Securities. Funds may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates. Further, convertible securities may involve certain risks which are not present with respect to a standard purchase of common stock. Convertible securities may contain restrictions on the number of securities that may be converted at any one time or restrictions on the Fund's ability to hedge such securities. The risks may include, but are not limited to, the risk that the issuer may pay dividends to its limited partners without any compensation being paid to the convertible holders and uncertainty regarding the treatment of convertibles in the event the issuer is acquired or merged with another entity (i.e., whether the conversion rights will be protected and ongoing into the new legal entity).

Risk of Investing in Trade Claims and Similar Claims. The Fund invests in unsecured claims held by entities owed for goods, services or other losses against companies that have filed for bankruptcy protection (such claims are known as "**Trade Claims**"). Because of the absence of a regulated market for Trade Claims and the decreased transparency of pricing information with respect to Trade Claims (and the resulting difficulties in determining market values for them) as well as the risk that such claims may be disallowed or reduced by the bankruptcy court or treated differently from other forms of debt under the debtor's plan of reorganization approved by the bankruptcy court, the prices and/or returns realized on such investments could be less than the price originally paid by the Fund. Further, because of the absence of a formal market, indices, or regulation of Trade Claims, Trade Claims may be illiquid. The purchaser of a Trade Claim (such as the Fund) may also be subject to actions during the bankruptcy court proceedings, including preference actions and, in certain circumstances, equitable subordination actions, based solely on prior conduct of the seller of such Trade Claim. Such actions may result in the reduction or disallowance of a Trade Claim and losses to the purchaser of such claim, and a delay of realization of the value of such Trade Claim. Further, in the event a seller of a Trade Claim subsequently becomes insolvent or itself files for bankruptcy protection, the purchaser of such claim may not benefit from any warranties, representations or indemnities provided by the seller to the purchaser.

in the purchase documents (including recourse for disallowed claims), and, with respect to insolvent claim sellers, be subject to credit and litigation risk. Trade Claims are also subject to the credit and recovery risk of the bankrupt company, as well as the general risks associated with bankruptcy cases. In the event these risks materialize with respect to Trade Claims purchased by the Fund, the Fund may suffer significant losses. The purchaser of a Trade Claim (such as the Fund) may also be subject to the risk that the seller of a Trade Claim will fail to deliver upon the terms of the investment. In addition, the Trade Claims market lacks standard documentation, which increases settlement risks.

Lack of Diversification. Generally, a Fund's portfolio may not be diversified among a wide range of issuers, types of securities or geographic areas. Accordingly, the Fund's investments may be subject to more rapid change in value than would be the case if the Fund were required to maintain a wide diversification among issuers, types of securities and geographic areas.

Currency Risks. The investments that are denominated in non-U.S. currencies are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Knighthead may try to hedge these risks by investing in currencies and options thereon, forward currency exchange contracts, or any combination thereof, but there can be no assurance that such strategies will be implemented or, if implemented, will be effective.

Counterparty and Creditworthiness Risk. Funds will engage in transactions in securities, commodities and/or other financial instruments that involve counterparties, and no counterparty exposure limits have been imposed on these transactions. Under certain conditions, a counterparty to a transaction could default or the market for certain securities, commodities and/or other financial instruments may become illiquid. In addition, a Fund could suffer losses if there were a default or bankruptcy by third parties, including, without limitation, brokerage firms and banks with which the Fund does business, or to which securities have been entrusted for custodial purposes.

The loan counterparties with which the Fund may effect transactions may not be subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with Fund's lending activities. This exposes the Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus subjecting the Fund to suffer a possible loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. The ability of the Fund to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase

the potential for losses by the Fund. Knighthood intends to diversify and mitigate counterparty risk as appropriate.

Custody and Prime Brokerage Risk. There are risks involved in dealing with the custodians or prime brokers who settle Fund trades. Under certain circumstances, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the Fund and hence the Fund could be exposed to a credit risk with regard to such parties. In addition, there may be practical or time problems associated with enforcing the Fund's rights to its assets in the case of an insolvency of any such party. The investment strategy of a Fund may require Knighthood to actively trade the Fund's portfolio, and if as a result of the insolvency of the custodian or prime broker, Knighthood is not able to actively trade the Fund's portfolio for some period of time, the Fund could be significantly adversely affected. Further, there are certain risks involved with certain of the Fund's assets, such as bank loans, which are not held by a custodian.

The Funds maintain custody accounts with their prime brokers and primary custodians, Goldman, Sachs & Co. and J.P. Morgan Securities, Inc. (collectively, the "**Prime Brokers**"). Although Knighthood will monitor the Prime Brokers and believes that they are appropriate custodians, there is no guarantee that the Prime Brokers, or any other custodian (see **Item 15. Custody** for complete list of custodians) that the Funds may use from time to time, will not become insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a failure, insolvency or liquidation of a broker-dealer, there is no certainty that, in the event of a failure of a broker-dealer that has custody of Fund assets, the Fund would not incur losses due to its assets being unavailable for a period of time, ultimately less than full recovery of its assets, or both.

A Fund and/or the Prime Brokers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of the Fund. The Prime Brokers may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by a Fund as a result of the bankruptcy or insolvency of any such sub-custodian. A Fund may therefore have a potential exposure on the default of any sub-custodian and, as a result, many of the protections which would normally be provided by a custodian will not be available to the Fund. Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is a transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy in certain non-U.S. jurisdictions, the ability of the Fund to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy would be in doubt.

Commodities and Futures Contracts. Trading in commodities and futures contracts are highly specialized activities that may entail greater than ordinary investment risks. Commodity futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin of deposit normally required in commodity futures trading, a high degree of leverage is typical of a commodity futures trading account. Consequently, a relatively small price movement in a commodity futures contract may result in substantial losses to the trader. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in a particular type of future beyond certain set limits. If prices fluctuate during a single

day's trading beyond those limits – which conditions have in the past sometimes lasted for several days in certain contracts – a Fund could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses.

Lack of Liquidity of Investments. The Funds invest in non-publicly traded securities and private debt instruments for which the number of potential purchasers and sellers, if any, is very limited. This factor may have the effect of limiting the availability of these securities for purchase by the Fund and may also limit the ability of the Fund to sell such securities at their fair market value in response to changes in the economy or financial markets. The sale of any such investments may be possible only at substantial discounts. Thus, no assurance can be made with respect to the timing and amount of distributions from the Fund.

Investments in Undervalued Securities. Knighthead intends to invest Fund capital in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from a Fund's investments may not adequately compensate for the business and financial risks assumed. The Fund will make certain speculative investments in securities which Knighthead believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, the Fund may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Fund's assets would be committed to the securities purchased, thus possibly preventing the Fund from investing in other opportunities.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if a Fund purchases a 5-year bond in which it can realize a coupon rate of five percent (5%), but the rate of inflation is six percent (6%), then the purchasing power of the cash flow has declined. For all but inflation linked bonds, adjustable bonds or floating rate bonds, the Fund, if it were to invest in bonds, would be exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

Systemic Risk. World events and/or the activities of one or more large participants in the financial markets and/or other events or activities of others could result in a temporary systemic breakdown in the normal operation of financial markets. Such events could result in a Fund losing substantial value caused predominantly by liquidity and counterparty issues, which could result in the Fund incurring substantial losses.

General Economic Conditions. The success of any investment activity is affected by general economic conditions, which include the level and volatility of interest rates, credit spreads and equity valuations and the extent and timing of investor participation in the markets for both equities and interest-sensitive instruments. Unexpected volatility or illiquidity in the markets in which the Funds hold positions could cause the Funds to incur losses.

Trading Limitations. For all securities and commodities, including options and regulated futures contracts listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances, including the right to impose position limits and price limits on persons or groups of persons. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Funds to loss.

Risk of Litigation. From time to time, a Fund may be named as a defendant in a lawsuit or regulatory action. As a result of such action, the assets of the Fund may be frozen, and the Fund may not be able to liquidate its investments. In certain cases, the Fund, Knighthead and/or their respective affiliates may be called on to testify and/or provide information (including, without limitation, a list of investors in the applicable fund(s)) in connection with such lawsuit or regulatory action. The Fund may also be named as a defendant in the lawsuit or regulatory action. Litigation and regulatory actions can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses.

Cybersecurity. The computer systems, networks and devices used by the Adviser and service providers to the Adviser and the Clients 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 can be breached. The Clients and their investors could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include, but are not limited to, 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 the Clients; interference with the ability to calculate the value of an investment in a fund or account; impediments to trading; The Advisor's inability and/or other service providers, to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information and any other type of unforeseen result.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a Client invests; counterparties with which a Client engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

Real Estate strategy Investment Risks

Real Estate Fund II made and the Managed Account Clients make investments based upon analyses of current returns and estimates and projections of property performance that may be available in potential investments. No assurance can be made that these investments will realize its return objectives.

Debt investments entail risks that investments may not perform in accordance with

expectations. Failures in identifying investments on satisfactory terms or poor performance of any one investment could adversely affect performance. In addition, subsequent to the acquisition of a particular investment, management may adjust targeted returns to reflect changes in market conditions. No assurance can be made that any profit will be made on these investments or that any invested capital will be recovered during any anticipated period of time. Real estate assets generally consist of investments which may be subject to legal or other restrictions on transfer. As a consequence, assets may not be able to be sold when desired to be sold or to realize what is perceived to be their fair value in the event of a sale.

Investments Longer Than Term. Real Estate Fund II may have invested in investments that, due to subsequent events, may not be advantageously resolved or otherwise disposed of prior to the date that Real Estate Fund II will be dissolved, either by expiration of Real Estate Fund II's term or otherwise. Although the general partners of Real Estate Fund II expect that investments will either pay at maturity or be otherwise disposed of or realized upon prior to dissolution or be suitable for in-kind distribution at dissolution, Real Estate Fund II may have to sell, distribute, or otherwise dispose of investments at a disadvantageous time as a result of its dissolution.

If Real Estate Fund II is unable to realize on or liquidate its portfolio of investments by the end of its term, investors may receive distributions of real estate assets or loans as a liquidation distribution in respect of their interests. No guarantee or assurance can be given as to the marketability or liquidity of such real estate assets or loans or the effect that non-marketability or the lack of liquidity could have on the value of such loans or such investors' return on their investment in Real Estate Fund II.

Lack of Operating Control of Underlying Investments. The day-to-day operations of the properties underlying the investments that Real Estate Fund II and the Managed Account Clients will be the responsibility of the owners and developers of such properties. Although the general partners of Real Estate Fund II and the investment manager or sub-advisor of the investment manager of the Managed Account Clients will be responsible for monitoring the performance of each investment and intends to make investments related to underlying properties that are operated by strong management, no assurance may be made that the owners and developers will be able to operate the underlying properties in accordance with their business plans or the expectations of Real Estate Fund II or the Managed Account Clients.

Interest Rate Risks. Changes in interest rates may adversely affect Real Estate Fund II's or the Managed Account Clients' investments. Changes in mortgage rates can directly affect the demand for and value of the real estate loans it holds or originates. Changes in the general level of interest rates can affect Real Estate Fund II's or the Managed Account Clients' income by affecting the spread between the income on assets and interest-bearing liabilities, as well as the value of interest-earning assets and the ability to realize gains from the sale of assets. Interest rates are highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the control of Real Estate Fund II and the Managed Account Clients. Real Estate Fund II and the Managed Account Clients may finance their activities with both fixed- and floating-rate debt. With respect to floating-rate debt, Real Estate Fund II's or the Managed Account Clients' performance may be affected adversely if they choose not to implement a strategy to limit the effects of changes in interest rates on operations by

employing an effective hedging strategy, including engaging in interest rate swaps, caps, floors or other interest rate contracts or buying and selling interest rate futures or options on such futures.

Deflationary Risk. During extended periods of deflation, market rents and demand for real estate are generally expected to decline as well as replacement costs, which would be expected to cause a decline in the value of real estate. If the market enters a deflationary period, investments may accordingly decline in value. If such investments are leveraged, any such decrease could result in a substantial or complete loss of such equity investment.

Lack of Diversification. While Real Estate Fund II and the Managed Account Clients will endeavor to have a fair degree of diversification in investments, both by geographic region and by collateral type, they do not expect to have any formal policy regarding diversification. Accordingly, no assurance may be made as to the degree of diversification that will actually be achieved in Real Estate Fund II's or the Managed Account Clients' investments. The geographic concentration of Real Estate Fund II's and the Managed Account Clients' investments will increase their exposure to risks in those areas from natural disasters, regional economic downturns or other localized adverse events.

General Real Estate Risk. The value of the real estate that underlies mortgage transactions is subject to market conditions. Changes in the real estate market may adversely affect the value of the collateral and thereby lower the value to be derived from a liquidation. In addition, adverse changes in the real estate market increase the probability of default, because the incentive of the borrower to retain equity in the property declines. Loans may become nonperforming for a wide variety of reasons, including, without limitation, because the mortgaged property is too highly leveraged (and, therefore, the property is unable to generate sufficient income to meet its debt service payments), the property is poorly managed or because the mortgaged property has a high vacancy rate, has not been fully completed or is in need of rehabilitation. Such nonperforming loans may require a substantial amount of workout negotiations and / or restructuring, which may entail, among other things, a substantial reduction in the interest rate, capitalization of interest payment and a substantial write-down of the principal of the loan. However, even if such restructuring were successfully accomplished, a risk exists that upon maturity of such mortgage loan, replacement "take-out" financing will not be available.

It is likely that some of the real estate assets underlying Real Estate Fund II's or the Managed Account Clients' investments may be subject to foreclosure. The foreclosure process is often lengthy and expensive. Borrowers may resist mortgage foreclosure actions by asserting numerous claims, counterclaims and defenses, including lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action and force the lender into a modification of the loan or a favorable buy-out of the borrower's position. In some states, foreclosure actions can sometimes take several years or more to litigate. At any time prior to or during the foreclosure proceedings the borrower may file for bankruptcy, which would have the effect of staying the foreclosure actions and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the mortgaged property and may result in disrupting the ongoing leasing, management and operation of the property.

Loan Risks. Loans in Real Estate Fund II and the Managed Account Clients will be generally secured by a variety of real property types, and may entail risks of delinquency and foreclosure, and risks of loss in the event thereof, may be greater than similar risks associated with loans made by traditional and conventional lenders. While loans made by conventional lenders

generally depend upon a borrower's ability to continue the successful operation of a property, these loans will generally depend upon a borrower's ability to develop, redevelop or reposition a property and improve its cash flow. The ability of a borrower to execute on its proposed development, redevelopment or repositioning plans for a property will depend upon borrower's ability to manage construction risks, changing market conditions, planning approvals, competition from comparable types of properties, changes in laws, the need to address environmental contamination at the property and the occurrence of any uninsured casualty at the property.

In the event of a default under a mortgage loan held by Real Estate Fund II or the Managed Account Clients, it bears a risk of loss to the extent of any deficiency between the value of the collateral (net of its collection costs) and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on expected returns. In cases where Real Estate Fund II or the Managed Account Clients have mortgage loans that are recourse to the borrower, in the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law, which could have a negative effect on the anticipated return on the foreclosed loan. Further, foreclosing upon a loan can be very expensive, could subject Real Estate Fund II or the Managed Account Clients to environmental liabilities and may distract its management from its other operations.

The value of an income producing property is directly related to the net operating income derived from such property. Furthermore, rates of defaults and losses on commercial mortgage loans, and the value of any commercial property, may be adversely affected by risks generally incident to interests in real property, including various events which the related borrower and / or manager of the commercial property, may be unable to predict or control, such as changes in general or local economic conditions and / or specific industry segments; declines in real estate values; declines in rental or occupancy rates; increases in interest rates, real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies, including environmental legislation; acts of God; pandemic risks; environmental hazards; and social unrest and civil disturbances. If a commercial mortgage loan is in default, foreclosure of such commercial mortgage loan may be a lengthy and difficult process, and may involve significant expenses. Furthermore, the market for defaulted commercial mortgage loans or foreclosed properties may be very limited.

Assignments and Participations. As with the Funds, Real Estate Fund II and the Managed Account Clients may acquire interests in bank loans or other non-Fund originated loans either directly (by way of assignment) or indirectly (by way of participation). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a contracting party under the loan agreement with respect to the loan; however, its rights can be more restricted than those of the assigning institution. Participations in a portion of a loan typically result in a contractual relationship only with the institution participating out the interest and not with the obligor. Real Estate Fund II and the Managed Account Clients would, in such a case, have the right to receive payments of principal and interest to which it is entitled only from the institution selling the participation, and not directly from the obligor, and only upon receipt by such institution of such payments from the obligor. As the owner of a participation, Real Estate Fund II and the Managed Account Clients generally will have no right to enforce compliance by the obligor with the terms of the loan agreement or to vote on amendments to the loan agreement, nor any

rights of set-off against the obligor, and may not directly benefit from collateral supporting the loan in which it has purchased the participation. In addition, Real Estate Fund II and the Managed Account Clients may purchase a participation from a selling institution that does not own any portion of the applicable loan and, therefore, may have limited interest in monitoring the terms of the loan agreement and the continuing creditworthiness of the borrower. When Real Estate Fund II or the Managed Account Clients hold a participation interest in a loan, it is expected that each selling institution will reserve the right to administer the loan sold by it as it sees fit and to amend the documentation evidencing such loan in all respects. Selling institutions voting in connection with such matters may have interests different from those of Real Estate Fund II and the Managed Account Clients and may fail to consider the interests of Real Estate Fund II and the Managed Account Clients in connection with their votes. In addition, in the event of the insolvency of the selling institution under the laws of the United States and the states thereof, Real Estate Fund II and the Managed Account Clients may be treated as a general creditor of such selling institution, and may not have any exclusive or senior claim with respect to the selling institution's interest in, or the collateral with respect to, the applicable loan. Consequently, Real Estate Fund II and the Managed Account Clients will assume the credit risk of both the obligor and the institution selling the participation to the fund. As a result, concentrations of participations from any one selling institution may subject Real Estate Fund II or the Managed Account Clients to an additional degree of risk with respect to defaults by such selling institution. Assignments and participations are sold strictly without recourse to the selling institutions, and the selling institutions will generally make no representations or warranties about the underlying loan, the borrowers, the documentation of the loans or any collateral securing the loans. The participation interests in which Real Estate Fund II or the Managed Account Clients invest may not be rated by any nationally recognized rating service.

Investments in loans through a direct assignment of a financial institution's interests with respect to the loan may involve additional risks to Real Estate Fund II and the Managed Account Clients. For example, if a loan is foreclosed, Real Estate Fund II or the Managed Account Clients could become part owner of any collateral, and would bear the costs and liabilities (including tax liabilities) associated with owning and disposing of the collateral. In addition, it is conceivable that, under emerging legal theories of lender-liability, Real Estate Fund II and the Managed Account Clients could be held liable as a co-lender. It is unclear whether loans and other forms of direct indebtedness offer securities laws protections against fraud and misrepresentation. In the absence of definitive regulatory guidance (i) Real Estate Fund II relies on the general partners' research; and (ii) the Managed Account Clients rely on the investment manager's research; each in an attempt to avoid situations where fraud or misrepresentation could adversely affect such party.

Third-party Involvement. Real Estate Fund II and the Managed Account Clients may make investments through joint ventures with unaffiliated third parties. Joint venture investments entail additional potential risks, including the risk that Real Estate Fund II or the Managed Account Clients will not be able to implement investment decisions or exit strategies because of limitations on its control of the property under applicable agreements with joint venture partners, the risk that a joint venture partner may become bankrupt, or may at any time have economic or business interests or goals that are inconsistent with those of Real Estate Fund II or the Managed Account Clients, the risk that joint venture partners may be in a position to take action contrary to its objectives, the risk of liability based upon the actions of the joint venture partner and the risk of disputes or litigation with such partners or the inability to enforce fully all rights (or the additional risk incurred in connection with enforcement of rights) one partner (or member) may have against

the other, such as in connection with foreclosure on partner loans (because of risks arising under the law). In the event of any such litigation, Real Estate Fund II or the Managed Account Clients could be found liable to its joint venture partner for a range of damages available under applicable laws under theories arising in contract, tort or otherwise, including, depending upon applicable law, consequential damages well in excess of amounts originally at stake or exemplary or other damages for breach of contract or related claims or actions taken in good faith on Real Estate Fund II's and/or the Managed Account Clients' behalves notwithstanding such risks were recommended in an effort to maximize returns.

Subordinated Instruments. A portion of Real Estate Fund II's and the Managed Account Clients' investments may consist of securities that are subordinate in right of payment and rank junior to other securities that are secured by or represent an ownership interest in the same pool of assets, and thus, would be subordinated to the prior payment in full of such debt. As a result, such securities have a higher risk of loss.

Lender-Liability Considerations; Equitable Subordination. Real Estate Fund II and the Managed Account Clients can be accused of lender-liability which is a claim that an institutional lender or bondholder has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or issuer or has assumed a degree of control over the borrower or issuer resulting in the creation of a fiduciary duty owed to the borrower or issuer or its other creditors or shareholders. Although Real Estate Fund II and the Managed Account Clients do not intend to engage in conduct that they expect would form the basis for a successful cause of action based upon lender liability, the potential for such a cause of action exists.

As with certain investments in the Funds, under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to use equitable subordination as a remedy. Although Real Estate Fund II and the Managed Account Clients do not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine, the potential for such a cause of action exists.

Environmental Liability. Environmental compliance costs and liabilities associated with certain investments may materially impair the value of Real Estate Fund II's and the Managed Account Clients' investments. Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up certain hazardous substances released at the property, and may be held liable to a governmental entity or to third parties for property damage and for investigation and cleanup costs incurred by such parties in connection with the contamination. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with the contamination. The presence of contamination or the failure to remediate contamination may adversely affect the property owner's ability to sell or lease real estate or to borrow using the real estate as collateral. The owner or operator of a site may be liable under common law to third parties for damages and injuries resulting from environmental contamination emanating from the site. Accordingly, the owners of the real estate securing Real

Estate Fund II's or the Managed Account Clients' investments could be required to pay removal or remediation costs. These costs of removal or remediation could be substantial and could negatively impact the availability of property cash flow for payments on these investments, which may impair the value of our investments. In addition, we may invest in mortgage loans secured by real estate with environmental problems that materially impair the value of the real estate. There are substantial risks associated with such investments.

Uninsured Losses. Real Estate Fund II and the Managed Account Clients will require borrowers to maintain insurance (which may include liability, fire, extended coverage and rental loss insurance) covering each of their properties, with policy specifications and insured limits which the general partners of Real Estate Fund II and the investment manager or sub-advisor of the Managed Account Clients believe will be adequate and appropriate under the circumstances given the relative risk of loss, the cost of such coverage and industry practice. Certain types of losses, such as acts of war, hurricanes, floods, or seismic activity, may arise which now or in the future may be uninsurable or not economically insurable. Inflation, changes in building or zoning codes and ordinances, environmental considerations, and other factors may also make it infeasible to use insurance proceeds to replace an asset if it is damaged or destroyed. If an uninsured property loss or a property loss in excess of insured limits were to occur, Real Estate Fund II's or the Managed Account Clients' loan could be impaired.

Changes in Laws. Because borrowers may not be able to pass along to buyers or tenants any increases in local sales, income, asset, service or transfer taxes, such increases may adversely affect the value of real property collateral securing Real Estate Fund II's and the Managed Account Clients' investments. The Properties securing Real Estate Fund II's and the Managed Account Clients' loans will also be subject to various local regulatory requirements and to fire and life-safety requirements, which may be changed from time to time in a way that increases the property owner's cost of development or ownership. Compliance, or failure to comply, with such additional requirements may impair the value of property securing Real Estate Fund II's and the Managed Account Clients' loans.

For a further discussion of these and related items, see **Item 4** (Advisory Business), **Item 10** (Other Financial Industry Activities and Affiliations), **Item 11** (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and **Item 12** (Brokerage Practices).

ITEM 9. DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to the Adviser's advisory business or the integrity of its management.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Knighthead is the investment manager for the Knighthead Master Feeder Funds, the Knighthead Distressed Opportunities Funds, KIF and KHMO and investment adviser for Knighthead NY Fund, the Managed Account Clients and the co-investment manager for CK Amarillo. Knighthead Opportunities is the co-investment manager for the CK Opportunities Funds. Knighthead Insurance is the investment adviser for Knighthead Annuity and Knighthead Holdings. Knighthead provides investment advice for the BSOF Funds and WWJr. with respect to each Approved Investment. Knighthead SMA provides investment advice for BIOV1 Segregated Portfolio with respect to each Approved Investment.

Knighthead or its Principals, either directly or indirectly, control the following Relying Advisers: (i) Knighthead Capital Management SMA, LLC; (ii) Knighthead Realty Capital Management, LLC; (iii) Knighthead Insurance Capital Management, LP; and (iv) Knighthead Opportunities Capital Management, LLC.

Principals and employees of the Adviser are subject to Knighthead's Code of Ethics. No management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading adviser, or an associated person of the foregoing entities.

Conflicts and Potential Conflicts of Interest

The Adviser (and/or its affiliates) serves as investment manager for multiple Clients, including the Knighthead Funds, the CK Opportunities Funds, KIF, KHMO, CK Amarillo and the Subadvised Funds (to the extent of the Approved Investments), and may in the future serve as investment manager or investment adviser to additional clients (the "Additional Clients"). In addition, the Adviser (and its principals, members, affiliates and employees) have and will continue to conduct investment activities for its (and their) own accounts (the "Proprietary Accounts"). Certain of the Proprietary Accounts have and in the future certain of the Proprietary Accounts and Future Clients will have investment objectives or may implement investment strategies similar to those of one or more Clients.

The Adviser (and/or its affiliates) may give advice or take action with respect to a Client that differs from the advice given with respect to a different Client, Additional Clients and/or Proprietary Accounts. For example, while the Domestic Fund has an investment objective and strategy that is substantially similar to that of the Offshore Fund, it is likely that due to the timing of contributions and withdrawals and due to tax, regulatory or other considerations, the portfolio of the Domestic Fund will be different (sometimes significantly) from the portfolio of the Offshore Fund. In addition, while both the Domestic Fund and Offshore Fund have and will invest the substantial portion of their assets in the Master Fund, each fund had and may invest outside of the Master Fund. Indeed, there may be times when the Domestic Fund acquires an investment and subsequently (after regulatory, tax or other considerations are satisfied or otherwise) sells, assigns or transfers all or a portion of such investment to the Offshore Fund or the Master Fund. This has and will present conflicts. As a result of such portfolio differences, the return on investment in the Domestic Fund may differ from that of the Offshore Fund. To the extent a particular investment

was or is suitable for multiple Clients; such investments were and will be allocated among such Clients pro rata based on assets under management or in some other manner which the Adviser determines is fair and equitable under the circumstances to all such Clients pursuant to Knighthead's internal allocation policies. Simultaneous identical portfolio transactions for multiple Clients may tend to decrease the prices received, and increase the prices required to be paid, by any given Client for its portfolio sales and purchases. Where less than the maximum desired amount of a particular investment is available at a favorable price, the investment will be allocated among the applicable Clients in a fair and equitable manner under the circumstances as determined by the Adviser pursuant to Knighthead's internal allocation policies.

In addition, Knighthead is permitted to and has and will effect purchase and sale transactions (including swaps) between the Funds subject to the following guidelines: (i) such transactions shall be effected for cash consideration at the current market price of the particular securities, and (ii) no commissions or other remuneration shall be paid to Knighthead in connection with any such transaction. Knighthead must consult with the Chief Compliance Officer prior to affecting any cross transactions.

Certain clients of the Adviser engage in direct lending, and to the extent investments are suitable for multiple Clients, such investments will be allocated among such Clients generally *pro rata* based on assets under management or in some other manner which the Adviser determines to be fair and equitable under the circumstances to all such Clients pursuant to Knighthead's internal allocation policies

The Adviser has and may, recommend a security or issuer in which the Adviser (and/or its principals, members, affiliates and employees), directly or indirectly, has an interest. For instance, one or more of the Clients may invest capital in another of the Clients managed by the Adviser. In addition, the general partners of certain of the Clients and principals and employees of the Adviser have invested their own capital in certain Clients. This represents a conflict of interest for the Adviser. The Adviser will not receive any compensation for selling interests in the Clients. The Adviser will receive compensation in its capacity as manager of these funds or entities based in part upon the amount invested. In addition, principals and employees have invested and will invest in securities of issuers where one or more Clients have invested in or may invest in either the same securities or securities in different parts of the capital structure of the same issuers. This could present conflicts issues especially where the issuer has liquidity reorganization or other issues.

The Certares Fee Sharing arrangement could affect the decision making and asset allocation strategy utilized by Knighthead with respect to its Clients. Knighthead has and will continue to recognize the potential impact of the Certares Fee Sharing and has and will continue to make decisions and allocations based on all of the various factors it considers for each of its Clients so that it acts in the best interest of each Client.

While a Client's portfolio pricing is typically based on pricing from independent sources such as third-party pricing services, the Administrator is also entitled to rely on information provided by the Adviser. Because the Adviser or its affiliates are allocated a percentage of net profits (which includes unrealized gains), the Adviser's involvement regarding valuation of portfolios may present a potential conflict of interest.

As a result of the foregoing, the Adviser (and its principals, members, affiliates and employees) may have conflicts of interest in allocating their time and activity between Clients, in

allocating investments among the Clients and in effecting transactions for Clients, including ones in which the Adviser, its affiliates and their principals may have a greater financial interest.

The Adviser will use its best efforts in connection with the purposes and objectives of a Client and will devote so much of its time and efforts to the affairs of such Client as may, in its judgment, be necessary to accomplish the investment objective of such Client. The Adviser and its principals, members, affiliates or employees may conduct any other business including any business within the securities industry. Without limiting the generality of the foregoing, the Adviser and its principals, affiliates or employees may act as investment manager or investment adviser for others, may manage funds or capital for others, may have, make and maintain investments in its own name or through other entities and may serve as an officer, director, consultant, partner or stockholder of one or more investment funds, partnerships, securities firms or advisory firms. It may not always be possible or consistent with the investment objectives of the various persons or entities described above and of the Clients for the same investment positions to be taken or liquidated at the same time or at the same price.

Ara Cohen and Thomas Wagner are principals of the Adviser, and may have a conflict of interest with regard to their fiduciary duties to the Clients and to the Adviser, including, but not limited to the fact that Ara Cohen and Thomas Wagner are members of the Board of Directors of Knighthead Annuity and Knighthead Holdings. In addition, Ara Cohen and/or Thomas Wagner and their affiliated entities, as well as certain principals, affiliates and employees of Advisor are shareholders of Knighthead Holdings. Ara Cohen and/or Thomas Wagner or their affiliated entities have and may in the future personally own securities, loans and/or other investments in entities in which one or more Clients also have investments. Conflicts arise where their investments are senior in priority to the investments of one or more Clients. Each principal, however is at all times obligated to act in the best interest of the Clients and will ensure that potential conflicts of interest are resolved fairly and in the interests of the Clients. Furthermore, where the Adviser believes it is in the best interest of a Client, and where a proposed investment is permitted by the mandate given by the Client to the Adviser, the Adviser has and may cause the Client to invest in securities of private companies, including making loans to such private companies, where the Adviser and/or one of more of its principals (including Ara Cohen and/or Thomas Wagner) has an interest, including, but not limited to, a controlling interest. Any such transaction would be based on the Adviser: (i) determining the transaction was, or is, in the best interest of the Client, (ii) providing disclosure of the proposed transaction and the related conflicts and potential conflicts to Client or independent representatives of the Client; and (iii) obtaining from the Client or the independent representatives of the Client informed consent to the proposed transaction. Finally, subject to the foregoing conditions, the Company has and will set up special purpose vehicles for its Clients to invest in. Such special purpose vehicles have and will be established for the purpose of making a specific investment, which has and may in the future be in another Client of the Company.

Please see **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss) and **Item 11** (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

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

Code of Ethics

The Adviser has adopted a code of ethics pursuant to Advisers Act Rule 204A-1. The Adviser's code of ethics requires full compliance with all applicable laws and regulations governing the provision of investment management services to the Clients. In addition, the code of ethics highlights the fiduciary duty that the Adviser has to Clients, including the affirmative duty to act in the best interests of Clients and to make full and fair disclosure of material facts. The Adviser expects each supervised person to act with integrity, competence and dignity and in an ethical manner when dealing with the public, clients, investors and prospective investors in the funds, service providers and fellow supervised persons. The Adviser also expects supervised persons to adhere to the highest standards with respect to any potential conflict of interest with the Clients.

The Adviser's code of ethics contains guidelines relating to personal trading by supervised persons (and certain of their immediate family members that reside in their household). The Adviser's supervised persons are generally not permitted to purchase or sell securities without the advance written approval of the Chief Compliance Officer or her designee, provided that supervised persons may invest in (i) direct obligations of the Government of the United States; (ii) bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; (iv) shares issued by registered open-end investment companies (other than that are affiliated with the Adviser); and/or (v) shares issued by unit investment trusts that are invested exclusively in one or more registered open-end investment companies without obtaining such permission. The Adviser's code of ethics also requires supervised persons to provide it with certain securities holdings and periodic transaction reports, as required by Advisers Act Rule 204A-1.

In limited circumstances, the Adviser has and may in the future recommend to Clients that they buy or sell securities in which the Adviser or its related persons have a material financial interest. In addition, pursuant to agreements between Knighthead and the Subadvised Funds, Knighthead and its related persons may be required to co-invest in certain Approved Investments in which Clients have a non-material interest. The Adviser's principals, members, employees and officers may buy and sell securities for their own account (which may require the prior written approval of the Chief Compliance Officer or her designee and which may be the same securities owned by Clients or senior to the securities owned by Clients) or the account of others, however, they may not buy securities from or sell securities to Clients.

The Adviser's code of ethics has specific provisions relating to identifying potential conflicts of interest. The provisions prohibit a supervised person from directing Client transactions for the purpose of obtaining a personal benefit. They also generally prohibit personal business dealings with Clients or investors without the prior approval of the Chief Compliance Officer or her designee. The code of ethics also includes provisions relating to accepting offers of gifts or entertainment from third parties. Supervised persons are required to conduct all personal securities transactions in full compliance with the code of ethics, and should not take any action in connection with personal securities transactions that could cause even the appearance of unfairness or impropriety, relative to the Clients. Ambiguous situations should be promptly brought to the attention of the Chief Compliance Officer or her designee, and should be resolved in favor of

Client interests. All violations of the code of ethics must be promptly reported to the Chief Compliance Officer or her designee, and may result in the imposition of disciplinary and remedial measures, including, without limitation, disgorgement or termination.

Clients may obtain, free of charge, a full copy of the Adviser's code of ethics by contacting it at the following address:

Knighthead Capital Management, LLC
280 Park Avenue, 22nd Floor East
New York, NY 10017
Attention: Chief Compliance Officer
Telephone: (212) 356-2900
Facsimile: (212) 356-2901
Email: info@knighthead.com

For a further discussion of these and related items, see **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss), **Item 10** (Other Financial Industry Activities and Affiliations) and **Item 12** (Brokerage Practices).

Participation or Interest in Client Transactions

The Adviser may, under certain limited circumstances, recommend a security in which the Adviser, directly or indirectly, has an interest. For instance, one or more of the Clients may invest capital in another of the Clients managed by the Adviser. In addition, the general partners of certain of the Clients and employees of the Investment Manager have invested their own capital in certain Clients. This may represent a conflict of interest for the Adviser. The Adviser will not receive any compensation for selling interests in the Clients, the Adviser will receive compensation in its capacity as manager of these funds based in part upon the amount invested in the funds.

ITEM 12. BROKERAGE PRACTICES

General

Knighthead is authorized to determine the broker or dealer to be used for each securities transaction for its Funds and, to the extent of the Approved Investments, the Subadvised Funds. Each Fund maintains accounts at its Prime Brokers and each Subadvised Fund maintains accounts at its own prime broker, through which the Funds and Subadvised Funds settle trades, borrow securities and maintain custody of its securities. Knighthead also maintains a list of approved brokers which may execute trades on behalf of Knighthead and its Funds and, to the extent of the Approved Investments, the Subadvised Funds. Consent of Knighthead's Chief Compliance Officer or her designee is required prior to the use of any brokers not on the approved list. Currently, the Adviser does not believe **Item 12** is applicable to Knighthead Realty or Real Estate Fund II, however, if this changes in the future, the Adviser will amend its brochure to reflect such change.

In selecting a broker for each specific portfolio transaction, Knighthead will use its best judgment to choose the broker-dealers most capable of providing "best execution" on an overall basis. Consideration of all relevant factors, including certain intangibles ranging from "soft dollars" to a broker's customer service, is essential in considering and evaluating best execution. In reviewing the selection or use of brokers, Knighthead will consider any potential conflicts of interest, such as the occurrence of referrals or other business dealings between the broker-dealer and Knighthead or its principals.

Soft Dollars

In selecting brokers or dealers to execute transactions, Knighthead need not solicit competitive bids and does not have an obligation to seek the lowest available commissions, mark-ups or other compensation (collectively, "**Commissions**"). It is not Knighthead's practice to negotiate "execution only" Commissions, thus the Funds and/or Subadvised Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the Commissions.

Section 28(e) of the Exchange Act is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Knighthead will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e). In some instances, Knighthead may receive a product or service that may be used only partially for functions within Section 28(e) (e.g. an order management system, trade analytical software or proxy services) and will make a good faith effort to determine the relative proportion of the product or service used to assist Knighthead in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting Knighthead in carrying out its investment decision-making responsibilities will be paid through Commissions generated by Fund and/or Subadvised Fund transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Knighthead from its own resources.

Research and brokerage services obtained by the use of Commissions arising from a Fund and/or Subadvised Fund's portfolio transactions may be used by Knighthead in its other investment

activities and thus, such Fund and/or Subadvised Fund may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although Knighthead will make a good faith determination that the amount of Commissions paid is reasonable in light of the products or services provided by a broker, Commissions are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services creates a potential conflict of interest between Knighthead and its Funds and/or Subadvised Funds.

The use of soft dollars could create a conflict of interest between Knighthead and its Funds and/or Subadvised Funds, because the Funds and/or Subadvised Funds pay for such products and services that are not exclusively for their benefit and might otherwise be payable by Knighthead. Since Knighthead may select brokers that provide research or other services that it might otherwise have to pay for itself, this may give Knighthead an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on a Fund or Subadvised Fund’s interest in receiving the most favorable execution.

Any products and services provided by brokers will be used to service the accounts of all Funds and/or Subadvised Funds. Knighthead will not seek to allocate soft dollar benefits to the accounts of the Funds and/or Subadvised Funds proportionately to the soft dollar credits that such accounts generate.

Knighthead does not recommend, request or require that a Fund and/or Subadvised Fund execute transactions through a specified broker-dealer, and Knighthead does not permit the Funds and/or Subadvised Funds to direct brokerage.

Trade Error Policies and Procedures

Knighthead will only be responsible for losses due to trade errors caused by the fraud, bad faith, willful misconduct or gross negligence of Knighthead. When an error is made in the account of a Fund and/or Subadvised Fund, Knighthead will use its best efforts to correct the trade error immediately. Knighthead is not responsible for the errors of other persons, including third-party brokers and custodians. Knighthead shall seek to correct trade errors attributable to a third-party, including the executing broker-dealer, in such third-party’s error account, if applicable. Knighthead shall not absorb or otherwise be responsible for losses resulting from such errors.

Aggregation of Transactions

When appropriate, Knighthead may, but is not required to, aggregate Client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades.

For a further discussion of these and related items, see **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss), **Item 10** (Other Financial Industry Activities and Affiliations) and **Item 11** (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

ITEM 13. REVIEW OF ACCOUNTS

The Adviser performs various daily, weekly, and monthly reviews of its Clients' balances, transactions and positions. The administrator for the Funds prepares reconciliation reports and completes month-end close packages. The Adviser's operations team is primarily responsible for reviewing the accounts of the Funds and reviews the accounts of the Subadvised Funds, although the Adviser is not primarily responsible for such review. As part of the Adviser's review of the Funds' accounts, it reviews and signs off on the administrator's independent net asset value calculation prior to the administrator's release of the net asset value statements to investors in the Funds. In addition, Knighthead's valuation committee formally meets to approve the month-end valuations for each of the positions held by the Funds as well as the Subadvised Funds, provided, however (i) the ultimate responsibility falls to the Subadvised Funds and the Managed Account Clients for the valuation of their respective positions; and (ii) with respect to certain positions held by the Managed Account Clients, valuation may be done less than monthly.

Knighthead Realty meets periodically to discuss valuation for Real Estate Fund II as well as the Managed Account Clients with respect to certain investments. For Real Estate Fund II, Knighthead Realty reviews the administrator's reconciliations and approves the data for the quarterly unaudited statements to investors in Real Estate Fund II.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

For a discussion of these and related items, see **Item 10** (Other Financial Industry Activities and Affiliations) and **Item 12** (Brokerage Practices).

ITEM 15. CUSTODY

While it is the Adviser's practice not to accept or maintain physical possession of any of the KH Funds' assets (the KH Funds' assets are in the custody of its custodian, Prime Brokers and banks), the Adviser is deemed to have custody of their assets under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, because the Adviser has the authority to access funds and deduct fees and expenses from the KH Funds' accounts.

The Adviser currently maintains the assets of the KH Funds in accounts with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act. While Rule 206(4)-2 generally requires an investment adviser to ensure that a qualified custodian sends account statements to all of its clients whose funds the custodian holds at least quarterly, the Adviser is not subject to such requirement because the KH Funds are subject to an audit at least annually by an independent auditor that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The Adviser generally distributes audited financial statements to all investors in the KH Funds within 120 days of the applicable fiscal year-end.

An affiliate of the Adviser maintains custody of assets of certain Clients of the Adviser. Accordingly, the Adviser engaged an independent public accountant to conduct an annual surprise examination of the affiliate and such assets.

The Adviser does not custody the assets of the Managed Account Clients, other than the Rated Feeders and PGL .

ITEM 16. INVESTMENT DISCRETION

Knighthead and its affiliates have discretionary authority with respect to the investment decisions on behalf of the Knighthead Master Feeder Funds, the Knighthead Distressed Opportunities Funds, Knighthead NY Fund, KHMO and certain decisions regarding KIF pursuant to their respective investment advisory agreements or otherwise through the formation documents of the Knighthead Master Feeder Funds, the Knighthead Distressed Opportunities Funds, Knighthead NY Fund, KHMO and KIF, as applicable.

Knighthead has discretionary authority with respect to the investment decisions on behalf of the Managed Account Clients pursuant to their respective investment management agreements. Knighthead appointed Knighthead Realty as subadvisor to the Managed Account Clients for certain investments pursuant to their respective investment management agreements. Knighthead also appointed a third-party manager as subadvisor to the Managed Account Clients for certain investments pursuant to their respective investment management agreements.

Knighthead Opportunities has co-discretionary authority with respect to the investment decisions on behalf of the CK Opportunities Funds pursuant to their respective investment management agreements. Knighthead Opportunities entered into a joint venture agreement with Certares to co-manage the CK Opportunities Funds.

Knighthead has co-discretionary authority with Certares with respect to the investment decisions on behalf of CK Amarillo pursuant to its investment management agreement.

Knighthead Insurance has discretionary authority with respect to the investment decisions on behalf of Knighthead Annuity and Knighthead Holdings pursuant to the JV Agreement. Knighthead Insurance has appointed Knighthead as subadvisor to Knighthead Annuity and Knighthead Holdings.

Investment decisions for Funds are made in accordance with such Funds' investment objectives and guidelines, which may include limitations on the discretion of Knighthead to invest in certain securities or categories of securities.

Knighthead Realty has discretionary authority with respect to the investment decisions on behalf of Real Estate Fund II pursuant to the investment management agreement with Real Estate Fund II. Knighthead and Knighthead SMA have discretionary investment and trading authority on behalf of the Subadvised Funds and Knighthead has co investment discretion with respect to Knight King CK with respect to and each Approved Investment, but a third- party manager maintains discretionary authority for the Subadvised Funds generally and retains the right to approve or reject each co-investment opportunity.

For a further discussion of these and related items, see **Item 4** (Advisory Business) and **Item 10** (Other Financial Industry Activities and Affiliations).

ITEM 17. VOTING CLIENT SECURITIES

The Adviser has been delegated the authority and right to vote proxies and elect on corporate actions received by the Knighthood Funds. The Adviser has been delegated the co-authority and co-right to vote proxies and elect on corporate actions received by the CK Opportunities Funds, CK Amarillo and Knight King CK. In addition, Knighthood has been granted authority to vote proxies received by the Subadvised Funds with respect to the Approved Investments. The Adviser has policies and procedures in place for the voting of proxies and processing of corporate actions on behalf of each Client. After considering the applicable materials, the Adviser votes in a manner that it believes reasonably furthers the best interests of such Client and is consistent with its investment philosophy, which may result in different voting results for proxies for the same issuer.

Generally, the Adviser will vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors, and increases in or reclassification of common stock. Generally, the Adviser will vote against proposals that make it more difficult to replace members of the issuer's board of directors, including proposals to stagger the board, cause management to be overrepresented on the board, introduce cumulative voting, introduce unequal voting rights, and create supermajority voting.

For other proposals, the Adviser will determine whether a proposal is in the best interests of its Clients and may take into account the following factors, among others: whether the proposal was recommended by management and the Adviser's opinion of management, whether the proposal acts to entrench existing management, and whether the proposal fairly compensates management for past and future performance.

If a proxy vote creates a material conflict between the Adviser's interests and the interests of the Clients, the Adviser will attempt to resolve the conflict before voting the proxies. The Adviser will either disclose the conflict to the Clients or take other steps designed to ensure that a decision to vote the proxy was based on the Adviser's determination of the Clients' best interest and was not the product of the conflict.

Clients cannot generally direct how the Adviser votes in a particular situation.

From time to time, securities held in the accounts of Clients may be the subject of class action lawsuits. The Adviser has no obligation to determine if securities held by the Clients are subject to a pending or resolved class action lawsuit. If the Adviser receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a Client, and no material conflicts exist, the Chief Compliance Officer or her appointee will be responsible for completing the proof of claim forms and other materials in a timely and appropriate manner.

Clients may obtain, free of charge, a full copy of the Adviser's proxy voting policies and procedures and/or a record of proxy votes by contacting it at the following address:

Knighthood Capital Management, LLC
280 Park Avenue, 22nd Floor
New York, NY 10017
Attention: Chief Compliance Officer
Telephone: (212) 356-2900
Facsimile: (212) 356-2901
Email: info@knighthood.com

ITEM 18. FINANCIAL INFORMATION

The Adviser does not require or solicit prepayment of fees six months or more in advance.

The Adviser is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Clients.

The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

ITEM 19. REQUIREMENTS FOR STATE-REGISTERED ADVISERS

The Adviser is not registered with any State as an investment adviser.