**UNITED STATES OF AMERICA**
**Before the**
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**
**Release No. 101163 / September 25, 2024**

**ADMINISTRATIVE PROCEEDING**
**File No. 3-22179**

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| **In the Matter of**<br><br>**Oaktree Capital Management, L.P.,**<br><br>**Respondent.** | **ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, AND IMPOSING A CEASE-AND-DESIST ORDER** |

## I.

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), against Oaktree Capital Management, L.P. ("Oaktree" or "Respondent").

## II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the "Offer") which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over Respondent and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order ("Order"), as set forth below.

## III.

On the basis of this Order and Respondent's Offer, the Commission finds[1] that:

### Summary

1. These proceedings arise out of violations of the beneficial ownership reporting requirements of the federal securities laws.

2. Section 13(d) of the Exchange Act and the rules promulgated thereunder require any person who directly or indirectly acquires beneficial ownership of more than 5% of a registered class of equity security to file a statement with the Commission disclosing certain information and to file certain updating amendments. Section 13(d) is a key provision that allows shareholders and potential investors to evaluate changes in substantial shareholdings. See 113 Cong. Rec. 855 (1967). The duty to file is not dependent on any intention by the stockholder to gain control of the company, but on a mechanical 5% ownership test.

3. Section 16(a) of the Exchange Act and the rules promulgated thereunder require officers and directors of a company with a registered class of equity security, and any beneficial owners of greater than 10% of such class, to file certain reports of securities holdings and transactions. Section 16(a) was motivated by a belief that "the most potent weapon against the abuse of inside information is full and prompt publicity" and by a desire "to give investors an idea of the purchases and sales by insiders which may in turn indicate their private opinion as to prospects of the company." H.R. Rep. 73-1383, at 13, 24 (1934). Reflecting this informational purpose, the obligation to file applies irrespective of profits or the filer's reasons for engaging in the transactions. The Sarbanes-Oxley Act of 2002 and Commission implementing regulations accelerated the reporting deadline for most transactions to two business days and mandated that all reports be filed electronically on EDGAR to facilitate rapid dissemination to the public.

4. While subject to these reporting requirements, Oaktree failed to file on a timely basis multiple required Section 16(a) reports of holdings and/or transactions in the securities of the issuers Eagle Bulk Shipping Inc. ("Eagle"), CBL & Associates Properties Inc. ("CBL"), Infinera Corp. ("Infinera"), and Runway Growth Finance Corp. ("Runway"), and failed to timely file certain amendments required under Section 13(d) to the Schedules 13D Oaktree filed with respect to Eagle and Runway and the Schedule 13G Oaktree filed with respect to the issuer Berry Corp. ("Berry"). Oaktree was also a cause of violations of such requirements by a reporting group of Oaktree's affiliated entities, private funds, and control persons, which shared direct or indirect beneficial ownership of the relevant securities (the "Oaktree Affiliates").

[1] The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

## Respondent

5. Oaktree, a Delaware limited partnership with its principal place of business in Los Angeles, California, has been registered with the Commission as an investment adviser since April 1995. The Oaktree Affiliates consist of private funds to which Oaktree provides investment advisory services, the ultimate general partners of the funds, and other affiliated general partners, managing members, holding companies, and control persons. Oaktree took responsibility for making beneficial ownership filings on behalf of itself and the relevant Oaktree Affiliates that were required to file such reports. Oaktree and certain Oaktree Affiliates were at all relevant times discussed herein acquirers of greater than 5% beneficial ownership of registered classes of equity securities of Berry, CBL, Eagle, Infinera, and Runway. Oaktree and certain Oaktree Affiliates were also at all relevant times discussed herein greater than 10% beneficial owners with respect to CBL, Eagle, Infinera, and Runway. Oaktree also has agreements with Infinera and Runway pursuant to which it has designated an Oaktree executive to serve as a director.

## Issuers

6. Berry (f/k/a Berry Petroleum Corp.) is a Delaware corporation with its principal place of business in Texas. Berry's common stock is and has been at all relevant times registered with the Commission under Section 12 of the Exchange Act and trades on the Nasdaq Stock Market (ticker: BRY).

7. CBL is a Delaware corporation with its principal place of business in Tennessee. CBL's common stock is and has been at all relevant times registered with the Commission under Section 12 of the Exchange Act and trades on the NYSE (ticker: CBL).

8. Eagle is a Republic of the Marshall Islands corporation with its principal place of business in Connecticut. Eagle's common stock was registered with the Commission under Section 12 of the Exchange Act and traded on the NYSE (ticker: EGLE) until April 2024. In April 2024, Eagle completed a previously announced merger transaction in which it became a wholly-owned subsidiary of Star Bulk Carriers Corp. (NASDAQ: SBLK).

9. Infinera is a Delaware corporation with its principal place of business in California. Infinera's common stock is and has been at all relevant times registered with the Commission under Section 12 of the Exchange Act and trades on the Nasdaq Stock Market (ticker: INFN).

10. Runway is a Maryland corporation with its principal place of business in Illinois. Runway's common stock is and has been at all relevant times registered with the Commission under Section 12 of the Exchange Act and trades on the Nasdaq Stock Market (ticker: RWAY).

## Applicable Legal Framework

11. Section 13(d)(1) of the Exchange Act and Rule 13d-1(a) together require any person, including a group, who has acquired beneficial ownership of more than 5% of a class of equity

security registered under Section 12 of the Exchange Act to publicly file a Schedule 13D disclosure statement with the Commission, which includes, among other things, the identity of the beneficial owner, the amount of beneficial ownership, and plans or proposals regarding the issuer. During the time period herein, Rule 13d-1(a) required the Schedule 13D to be filed within 10 days[2] after the triggering acquisition.

12. During the time period herein, Section 13(d)(2) of the Exchange Act and Rule 13d-2(a) thereunder required a filer to amend a Schedule 13D promptly[3] as material changes occur in disclosures previously made, including but not limited to, any material increase or decrease in the percentage of the class beneficially owned. An acquisition or disposition of beneficial ownership of securities in an amount equal to 1% or more of the class of securities is deemed material for purposes of Rule 13d-2. Under the standard applicable during the time period herein, any delay in filing beyond the date the filing reasonably can be made may not be prompt.[4]

13. As an alternative to filing on Schedule 13D, certain statutory provisions and rules allow the use of short-form disclosure statements on Schedule 13G with differing timing requirements under certain conditions. During the time period herein, Rule 13d-1(c) provided that, in lieu of filing a Schedule 13D, a person may file a short-form statement on Schedule 13G within 10 days[5] after the triggering acquisition if the person "has not acquired the securities with any purpose, or with the effect of, changing or influencing the control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect," and is not directly or indirectly the beneficial owner of 20% or more of the class of securities (a "Passive Investor 13G Filer").

14. During the time period herein, a Passive Investor 13G Filer was required, under Exchange Act Rule 13d-2(b), to file an annual amendment within 45 days after the end of each calendar year if there were any changes in the information previously reported, unless certain

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[2] On October 10, 2023, the Commission adopted amendments to the rules governing beneficial ownership reporting under Sections 13(d) and 13(g) to update and shorten certain filing deadlines (the "2023 Amendments"). Modernization of Beneficial Ownership Reporting, SEC Release No. 34-98704 (Oct. 10, 2023), 88 Fed. Reg. 76896 (Nov. 7, 2023). Among other provisions, the 2023 Amendments shortened the deadline for filing the initial statement on Schedule 13D from 10 days to 5 business days. Id. at 76897, 76906. Compliance with this new deadline is required as of February 5, 2024. See id. at 76942.

[3] The 2023 Amendments created a bright-line rule that replaces "promptly" with a two-business day requirement. Id. at 76897, 76921. Compliance is required as of February 5, 2024. See id. at 76942.

[4] Amendments to Beneficial Ownership Reporting Requirements, SEC Release No. 34-39538 (Jan. 12, 1998), 63 Fed. Reg. 2854, 2855 n.14 (Jan. 16, 1998).

[5] The 2023 Amendments shortened this filing deadline to five business days. See SEC Release No. 34-98704, 88 Fed. Reg. at 76897, 76916. Compliance with this new deadline is required by September 30, 2024. See id. at 76942.

limited exceptions applied.[6] In addition, during the time period herein, a Passive Investor 13G Filer was also required, under Exchange Act Rule 13d-2(d), to amend the Schedule 13G promptly upon acquiring beneficial ownership of greater than 10% of a registered class of equity securities and to amend the Schedule 13G promptly thereafter upon increasing or decreasing its beneficial ownership by more than 5% of the class.[7]

15. Under Section 13(d) of the Exchange Act and the application of Rule 13d-3, a beneficial owner of a security includes "any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise" has or shares voting or investment power with respect to such security. More than one person may be a beneficial owner of the same securities. Because a beneficial owner, under this standard, includes persons who have both direct and indirect, as well as shared, voting and investment power, beneficial ownership held by an entity is ordinarily also attributable to a control person of an entity and any parent company in a control relationship with such entity.[8]

16. Section 16(a) of the Exchange Act and the rules promulgated thereunder apply to every person who is the beneficial owner of more than 10% of any class of any equity security registered pursuant to Section 12 of the Exchange Act, and any officer or director of the issuer of any such security (collectively, "insiders"). For purposes of determining status as a greater than 10% beneficial owner under Section 16(a), the term means any person who is deemed a beneficial owner under Section 13(d) of the Exchange Act and the rules thereunder, subject to limited exceptions.[9]

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[6] The 2023 Amendments replaced this requirement with a requirement to file an amendment within 45 days after the end of a calendar quarter in which a material change occurred to the information previously set forth. See id. at 76898, 76921. Compliance with this new requirement is required beginning September 30, 2024. See id. at 76942.

[7] The 2023 Amendments replaced "promptly" with a two-business day requirement. See id. at 76898, 76924. Compliance is required as of September 30, 2024. See id. at 76942.

[8] See SEC Release No. 34-39538, 63 Fed. Reg. at 2857. If the organizational structure of the parent and related entities are such that the voting and investment powers over the subject securities are exercised independently, attribution may not be required for the purposes of determining the aggregate amount owned by the controlling persons if certain conditions concerning independence are met. Id.

[9] A limited exception under Rule 16a-1(a)(1) applies to certain specified types of institutional investors, such as registered investment advisers and broker-dealers, that permit such institutions to exclude any shares "held for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business" if "such shares are acquired … without the purpose or effect of changing or influencing control of the issuer or engaging in any arrangement subject to Rule 13d-3(b)" (a "Qualified Institution"). A parent holding company or control person of a Qualified Institution may also exclude such shares if the aggregate amount held directly by the parent or control person, and directly and indirectly by their subsidiaries and affiliates that are not Qualified Institutions, does not exceed 1% of the class of securities.

17. Pursuant to Section 16(a) and Rule 16a-3, insiders are required to file initial statements of holdings on Form 3 and keep this information current by reporting transactions on Forms 4 and 5. Specifically, within 10 days after becoming an insider, or on or before the effective date of the Section 12 registration of the class of equity security, an insider must file a Form 3 report disclosing all securities of the issuer in which the insider has or is deemed to have a direct or indirect pecuniary interest. To keep this information current, insiders must file Form 4 reports disclosing transactions resulting in a change in beneficial ownership within two business days following the execution date of the transaction, except for limited types of transactions eligible for deferred reporting. Transactions required to be reported on Form 4 include purchases and sales of securities, exercises and conversions of derivative securities, and grants or awards of securities from the issuer. In addition, insiders are required to file a Form 5 report within 45 days after the issuer's fiscal year-end to report any transactions or holdings that should have been, but were not, reported on Form 3 or 4 (as applicable) during the issuer's most recent fiscal year and any transactions eligible for deferred reporting (unless the insider has previously reported all such transactions).

18. There is no state of mind requirement for violations of Section 16(a) and 13(d) and the rules thereunder.[10] The failure to timely file a required report, even if inadvertent, constitutes a violation.[11]

**Respondent Failed to File Required Section 16(a) Reports on a Timely Basis**[12]

19. Oaktree and certain Oaktree Affiliates were required Section 16(a) reporting persons with respect to the issuers Eagle as of October 2014, Infinera as of October 2018, and

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[10] See, e.g., SEC v. Savoy Indus., Inc., 587 F.2d 1149, 1167 (D.C. Cir. 1978) ("Indeed, the plain language of section 13(d)(1) gives no hint that intentional conduct need be found, but rather, appears to place a simple and affirmative duty of reporting on certain persons. The legislative history confirms that Congress was concerned with providing disclosure to investors, and not merely with protecting them from fraudulent conduct"); SEC v. e-Smart Technologies, Inc., 82 F. Supp. 3d 97, 104 (D.D.C. 2015) (scienter is not required to establish a violation of Section 16(a) of the Exchange Act). Negligence is sufficient to establish liability for causing such violations. See KPMG Peat Marwick LLP, 74 SEC Docket 357, 2001 WL 47245, at *19 (Jan. 19, 2001) (Commission opinion) ("[N]egligence is sufficient to establish 'causing' liability under Exchange Act Section 21C(a) … in cases in which a person is alleged to 'cause' a primary violation that does not require scienter.").

[11] Cf. Oppenheimer & Co., Inc., 47 SEC 286, 1980 WL 26901, at *2 (May 19, 1980) (Commission opinion) ("We have previously held that the failure to make a required report, even though inadvertent, constitutes a willful violation"); see generally Herbert Moskowitz, 77 SEC Docket 446, 2002 WL 434524, at *7 (Mar. 21, 2002) (Commission opinion) ("evidence of both motive for non-disclosure and actual market impact … is irrelevant" to whether violations of Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 thereunder occurred); Mandated Electronic Filing and Website Posting for Forms 3, 4 and 5, SEC Release No. 34-47809 (May 7, 2003), 68 Fed. Reg. 25788, 25792 (May 13, 2003) (noting that an issuer's eligibility for temporary relief from disclosing Forms 4 filed one business day late by its insiders "does not change the fact that any Form 3, 4 or 5 filed later than the applicable due date violates Section 16(a)") (emphasis added).

[12] At the relevant times discussed herein with respect to the issuers Eagle, CBL, Infinera, and Runway, Oaktree and the relevant Oaktree Affiliates were not eligible under Exchange Act Rule 16a-1(a)(1) subparagraphs (i) through (xi) to exclude any securities over which they were deemed to have direct or indirect beneficial ownership under Section 13(d) and the rules thereunder.

Runway as of December 2016, and remain subject to those requirements for Infinera and Runway.

20. Oaktree and certain Oaktree Affiliates failed to file on a timely basis multiple required Section 16(a) reports with the Commission with respect to the issuers Eagle, Infinera, and Runway, including to report transactions executed on the following dates that were required to be reported on Form 4 within two business days:

| Issuer | Form Type | Date of Trans. | Due Date | Date Filed |
|---|---|---|---|---|
| Eagle | 4 | 11/13/18 | 11/15/18 | 11/23/18 |
| Eagle | 4 | 11/14/18 | 11/16/18 | 11/23/18 |
| Eagle | 4 | 11/15/18 | 11/19/18 | 11/23/18 |
| Eagle | 4 | 11/16/18 | 11/20/18 | 11/23/18 |
| Eagle | 4 | 11/26/18 | 11/28/18 | 12/19/18 |
| Eagle | 4 | 11/27/18 | 11/29/18 | 12/19/18 |
| Eagle | 4 | 12/6/18 | 12/10/18 | 12/19/18 |
| Eagle | 4 | 12/7/18 | 12/11/18 | 12/19/18 |
| Eagle | 4 | 12/10/18 | 12/12/18 | 12/19/18 |
| Eagle | 4 | 12/13/18 | 12/17/18 | 12/19/18 |
| Eagle | 4 | 12/14/18 | 12/18/18 | 12/19/18 |
| Eagle | 4 | 12/20/18 | 12/24/18 | 12/31/18 |
| Eagle | 4 | 12/21/18 | 12/26/18 | 12/31/18 |
| Eagle | 4 | 12/24/18 | 12/27/18 | 12/31/18 |
| Eagle | 4 | 12/26/18 | 12/28/18 | 12/31/18 |
| Infinera | 4 | 1/29/19 | 1/31/19 | 2/11/19 |
| Infinera | 4 | 2/1/19 | 2/5/19 | 2/11/19 |
| Infinera | 4 | 2/4/19 | 2/6/19 | 2/11/19 |
| Runway | 4 | 7/28/20 | 7/30/20 | 8/24/20 |
| Runway | 4 | 9/8/20 | 9/10/20 | 10/16/20 |
| Eagle | 4 | 3/10/21 | 3/12/21 | 3/17/21 |
| Eagle | 4 | 3/11/21 | 3/15/21 | 3/17/21 |
| Eagle | 4 | 3/12/21 | 3/16/21 | 3/17/21 |

| Issuer | Form Type | Date of Trans. | Due Date | Date Filed |
|---|---|---|---|---|
| Eagle | 4 | 3/16/21 | 3/18/21 | 3/19/21 |
| Runway | 4 | 12/6/21 | 12/8/21 | 12/10/21 |
| Runway | 4 | 12/7/21 | 12/9/21 | 12/10/21 |
| Runway | 4 | 1/24/22 | 1/26/22 | 2/9/22 |
| Runway | 4 | 1/25/22 | 1/27/22 | 2/9/22 |
| Runway | 4 | 1/26/22 | 1/28/22 | 2/9/22 |
| Runway | 4 | 1/27/22 | 1/31/22 | 2/9/22 |
| Runway | 4 | 1/28/22 | 2/1/22 | 2/9/22 |
| Runway | 4 | 1/31/22 | 2/2/22 | 2/9/22 |
| Runway | 4 | 2/1/22 | 2/3/22 | 2/9/22 |
| Runway | 4 | 2/2/22 | 2/4/22 | 2/9/22 |
| Runway | 4 | 2/3/22 | 2/7/22 | 2/9/22 |
| Runway | 4 | 2/4/22 | 2/8/22 | 2/9/22 |

21. The late reported transactions in Eagle and Runway stock primarily consisted of purchases or sales of stock that Oaktree grouped together on a Form 4 with other purchases or sales on later dates that were timely reported. These late-reported transactions in Eagle stock had an aggregate market value of over $12 million and in Runway stock had an aggregate market value of over $4.5 million. The late-reported Infinera transactions involved open-market purchases of convertible notes for a total of approximately $3.5 million.

22. In addition, after becoming greater than 10% beneficial owners subject to Section 16(a) with respect to CBL as of November 1, 2021, Oaktree and certain Oaktree Affiliates failed to file any Section 16(a) reports with respect to CBL for approximately five months, despite having filed an initial Schedule 13D on November 10, 2021 that reported beneficial ownership in excess of 10% for certain Oaktree Affiliates. It was not until April 6, 2022 that Oaktree filed on behalf of itself and Oaktree Affiliates an initial statement of beneficial ownership on Form 3 and a Form 4 to report its conversion of exchangeable notes to common stock on February 1, 2022. This also resulted in Oaktree and these Oaktree Affiliates failing to file a required Form 5 by February 14, 2022 to report their holdings that should have been reported on Form 3 during CBL's fiscal year ended December 31, 2021.

23. As a result of the conduct described above, Respondent violated Section 16(a) of the Exchange Act and Rule 16a-3 thereunder, and was a cause of violations by certain Oaktree Affiliates of such provisions.

**Respondent Failed to Timely File Schedule 13D and Schedule 13G Amendments**

24. At all relevant times discussed herein, Oaktree and certain Oaktree Affiliates were subject to the reporting requirements of Exchange Act Section 13(d) after acquiring greater than 5% beneficial ownership of a registered class of equity securities of the issuers Eagle, Runway, and Berry.

25. Oaktree filed initial Schedule 13D statements on behalf of itself and certain Oaktree Affiliates for Eagle on October 24, 2014 and for Runway on December 28, 2016. Subsequently, Oaktree and the Oaktree Affiliates failed to timely file multiple amendments required as a result of material changes to the information set forth previously by them on Schedule 13D, including:

- Their dispositions of Eagle shares, each of which constituted more than 1% of the class of outstanding Eagle common stock on the following dates, none of which were reflected in an amendment until January 13, 2023: (i) March 10, 2021 through March 15, 2021; (ii) March 16, 2021 through March 18, 2021; and (iii) March 25, 2021 through April 6, 2021. The January 13, 2023 amendment reported a decline in beneficial ownership percentage of the class from the approximately 40.1% reported in their last-filed amendment on August 7, 2019 down to approximately 27.6%;

- Their acquisition of Runway shares on July 28, 2020 constituting more than 1% of the class of outstanding Runway common stock, which was not reflected in an amendment until August 24, 2020;

- Their acquisitions of Runway shares constituting more than 1% of the class of outstanding Runway common stock on each the following periods, none of which were reflected in an amendment until February 24, 2022: (i) December 27, 2021 through January 4, 2022; and (ii) January 5, 2022 through February 4, 2022; and

- Their acquisitions of Runway shares by at least March 31, 2023 that constituted more than 1% of the class of outstanding Runway common stock, which was not reflected in an amendment until July 6, 2023.

26. In addition, with respect to the issuer Berry, Oaktree and certain Oaktree Affiliates failed to timely file amendments to Schedule 13G required of persons relying on Rule 13d-1(c) as Passive Investor 13G Filers. By June 12, 2019, Oaktree and certain Oaktree Affiliates became subject to Section 13(d) with respect to the issuer Berry as a result of acquisitions of beneficial ownership of Berry's registered class of common stock. Oaktree filed a Schedule 13G statement on June 24, 2019 on behalf of itself and certain Oaktree Affiliates under Exchange Act Rule 13d-1(c) as Passive Investor 13G Filers. That Schedule 13G statement reported beneficial ownership of approximately 15.7% on behalf of certain Oaktree Affiliates. During the time period herein, under Rule 13d-2(d), Passive Investor 13G Filers having beneficial ownership in

excess of 10% were required to, among other things, file an amendment promptly after increasing or decreasing beneficial ownership by more than 5% of the class of equity securities. However, Oaktree and the Oaktree Affiliates failed to promptly file an amendment after its beneficial ownership had decreased by more than 5% of the class of securities as of October 13, 2022, which was not reflected in an amendment until February 14, 2023.

27. As a result of the conduct described above, Oaktree violated Section 13(d) of the Exchange Act and Rule 13d-2 thereunder, and was a cause of violations by certain Oaktree Affiliates of such provisions.

**Respondent's Remedial Efforts**

28. In determining to accept Respondent's Offer, the Commission considered certain remedial acts undertaken by Respondent and cooperation afforded to Commission staff.

**IV.**

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED that**:**

A. Pursuant to Section 21C of the Exchange Act, Respondent cease and desist from committing or causing any violations and any future violations of Sections 13(d) and 16(a) of the Exchange Act and Rules 13d-2 and 16a-3 promulgated thereunder.

B. Respondent shall, within 14 days of the entry of this Order, pay a civil money penalty in the amount of $375,000 to the Securities and Exchange Commission, for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717. Payment must be made in one of the following ways:

(1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

(2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at http://www.sec.gov/about/offices/ofm.htm; or

(3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341

6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Oaktree Capital Management, L.P. as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Thomas Smith, Associate Regional Director, Division of Enforcement, Securities and Exchange Commission, 100 Pearl Street, Suite 20-100, New York, NY 10004.

Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Vanessa A. Countryman
Secretary