



<b>B #:</b>	0201-14
<b>Date:</b>	January 31, 2014
<b>To:</b>	All Participants
<b>Category:</b>	Underwriting
<b>From:</b>	Jeanne Mauro, Underwriting Vice President
<b>Attention:</b>	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
<b>Subject:</b>	Section 3 (c) (7) restrictions for owners of ALM X, Ltd. / ALM X, LLC Asset Backed Securities

(A) CUSIP Number(s):

Class A-1 Notes	00164GAA4
Class A-2 Notes	00164GAC0
Class B Notes	00164GAG1
Class C Notes	00164GAJ5

(B) Security Description: ALM X, LTD./ ALM X, LLC

Class A-1 Senior Secured Floating Rate Notes due 2025  
Class A-2 Senior Secured Floating Rate Notes due 2025  
Class B Senior Secured Deferrable Floating Rate Notes due 2025  
Class C Senior Secured Deferrable Floating Rate Notes due 2025

(C) Offer Amount:

Class A-1 Notes	00164GAA4	\$410,000,000
Class A-2 Notes	00164GAC0	\$90,000,000
Class B Notes	00164GAG1	\$65,000,000
Class C Notes	00164GAJ5	\$42,000,000

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(D) Managing Underwriter: Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

(E) Paying Agent: U.S. Bank National Association

(F) Closing Date: January 30, 2014

**Special Instructions:**

**Refer to the attachments for important instructions from the Issuer.**

Title of Security: ALM X, LTD./ ALM X, LLC

Class A-1 Senior Secured Floating Rate Notes due 2025

Class A-2 Senior Secured Floating Rate Notes due 2025

Class B Senior Secured Deferrable Floating Rate Notes due 2025

Class C Senior Secured Deferrable Floating Rate Notes due 2025

CUSIP No. of Security

Class A-1 Notes 00164GAA4

Class A-2 Notes 00164GAC0

Class B Notes 00164GAG1

Class C Notes 00164GAJ5

The Issuer and the lead Distributors are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the Class A 1 Senior Secured Floating Rate Notes due 2025, the Class A 2 Senior Secured Floating Rate Notes due 2025, the Class B Senior Secured Deferrable Floating Rate Notes due 2025 and the Class C Senior Secured Deferrable Floating Rate Notes due 2025 (the “Securities”) within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities (1) represents to and agrees with the Issuer and the Distributors that (A) (i) the purchaser is a QIB who is a QP (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Securities; (vii) the purchaser understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Securities outside the United States and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Issuer and the Distributors that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities in the United States or to a U.S. Person\* except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See “Transfer Restrictions” in the Final Offering Memorandum dated January 27, 2014.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Securities that is a U.S. Person\* who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. As used herein, the terms “United States” and “U.S. Person” have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Issuer (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Any questions or comments regarding this subject may be directed to the Issuer, c/o Citigroup Global Markets Inc. at (212) 723-6172.

ALM X, LTD./ ALM X, LLC



*Important Notice*  
**The Depository Trust Company**

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