



B #:	0202-14
Date:	January 31, 2014
To:	All Participants
Category:	Underwriting
From:	Jeanne Mauro, Underwriting Vice President
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3 (c) (7) restrictions for owners of ALM X, Ltd. Asset Backed Securities

(A) CUSIP Number(s):

Class D Notes 00164HAA2
Class E Notes 00164HAC8

(B) Security Description: ALM X, LTD.

Class D Secured Deferrable Floating Rate Notes due 2025
Class E Secured Deferrable Floating Rate Notes due 2025

(C) Offer Amount:

Class D Notes 00164HAA2 **\$37,000,000**
Class E Notes 00164HAC8 **\$13,000,000**

(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

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Special Instructions:

Refer to the attachments for important instructions from the Issuer.

Title of Security: ALM X, LTD.

Class D Secured Deferrable Floating Rate Notes due 2025

Class E Secured Deferrable Floating Rate Notes due 2025

CUSIP No. of Securities:

Class D Notes 00164HAA2

Class E Notes 00164HAC8

The Issuer and the lead Distributor 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 D Secured Deferrable Floating Rate Notes due 2025 and the Class E 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 Distributor 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 Distributor 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.



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