

A Sub-Fund of Morgan Stanley Investment Funds

# US Dollar Short Duration High Yield Bond Fund

**HIGH YIELD TEAM**

## Performance Review

In the one month period ending 31 May 2025, the Fund's Z shares returned 1.68% (net of fees)<sup>1</sup>, while the benchmark returned 1.60%.

Midstream and cable & satellite were the Fund's top-performing sectors relative to the benchmark in May. Relative outperformance in the midstream sector was driven by favorable credit selection and was led by a lack of exposure to a distressed hydrocarbon exploration company. Despite using proceeds from an asset sale to pay down debt in May, the company remains under scrutiny as it needs to find ways to raise liquidity and pay down additional debt. Relative outperformance in cable & satellite was driven by an underweight position in the sector. The primary individual contributor was a lack of exposure to a wireless spectrum business. The company's claim to some of its spectrum licenses is being reviewed, and at the end of the month the company announced it would forgo paying interest on a bond secured against the spectrum.

Consumer cyclical services and technology were the Fund's worst-performing sectors relative to the benchmark during the month, both driven by challenging credit selection. An overweight position in a provider of interior design and finish solutions was the primary detractor in consumer cyclical services. The company has been contending with installation declines, a business mix shift toward less profitable business lines, and increasing leverage. First quarter earnings came in below expectations, and in May the company announced the current CEO's departure. In technology, a lack of exposure to a network infrastructure provider was the primary individual detriment. The company saw its bonds rally at the end of the month after reports that it was exploring the sale of one of its business units. The company is contending with a heavy debt load and any potential sales would help the company pay down debt.

From a credit quality perspective, favorable credit selection in BB-rated and B-rated bonds was additive to relative performance during the month. An overweight position in bonds rated CCC or below also contributed positively to relative returns, as the lower quality segments of the U.S. high yield market generally outperformed in May. Conversely, adverse credit selection in bonds rated CCC or below detracted from relative returns. A modest cash position also hurt relative performance in a strong month for the U.S. high yield market.

## Market Review

U.S. and global high yield markets recorded competitive returns in May. Credit markets contended with volatile — and ultimately higher — Treasury yields, amid mounting U.S. fiscal concerns, an unsurprising U.S. downgrade, and simmering trade tensions, particularly between the U.S. and China. The yield on the 5-year Treasury ended the month approximately 25 basis points (bps) higher. Strong demand for leveraged credit and healthy volumes of rising stars (bonds upgraded from high yield to investment grade) dampened the net supply surplus in May and contributed to substantial spread tightening that more than offset the jump in Treasury yields. Distressed exchange and liability management exercise (LME) volume dissipated, while the volume of missed coupon payments increased. In aggregate, the backdrop was sufficiently supportive to fuel the strongest monthly return for the U.S. high yield market in nearly a year.<sup>2</sup>

The Bloomberg U.S. Corporate High Yield Index returned 1.68% in May. The yield-to-worst finished the month 44 bps lower at 7.46%. The spread-to-worst closed the period 71 bps lower at 346 bps.<sup>2</sup>

The top-performing sectors for the month were transportation, energy, and technology, with respective returns of 2.93%, 2.45%, and 2.19%. The natural gas utility, banking, and other industrial sectors were the worst-performing sectors in May, with respective returns of -0.26%, 0.55%, and 0.83%.<sup>2</sup>

The lower quality segments of the high yield market generally outperformed in May, driven by a partial rebound in some of April's largest underperformers. The CCC-rated segment returned 2.43% for the month. Meanwhile, the single-B and BB segments posted respective one-month returns of 1.66% and 1.53%.<sup>2</sup>

Technical conditions were supportive in May, on the back of a rebound in demand and limited net new issuance. Total gross issuance increased sharply month-over-month from \$8.6 billion in April to \$32.0 billion in May. By use of proceeds, refinancing accounted for nearly 70% of monthly issuance and acquisition financing accounted for 19.5%. Over 56% of May issuance was rated BB or higher. U.S. high yield retail funds recorded a net inflow of approximately \$5.6 billion in May, bringing the quarter-to-date net outflow down to -\$5.3 billion and the year-to-date net inflow up to \$1.9 billion. Despite the inflows, the high yield market experienced a net supply surplus in May of approximately \$4.8 billion. Year-to-date, the high yield market remains in contraction.<sup>3</sup>

<sup>1</sup> Source: Morgan Stanley Investment Management Limited. Data as of 31 May 2025.

<sup>2</sup> Source: ICE Data Indices, Bloomberg L.P., Morgan Stanley Investment Management. Data as of 30 May 2025.

<sup>3</sup> Source: J.P. Morgan. Data as of 2 June 2025.

Distressed exchange activity in leveraged credit moderated in May, while traditional defaults increased in high yield. According to J.P. Morgan, the high yield trailing 12-month par-weighted default rate including distressed exchanges increased by 8 bps, ending May at 1.33%. Excluding distressed exchanges, the rate ended May 12 bps higher at 0.43%. For loans, the trailing 12-month par-weighted default rate including distressed exchanges decreased 36 bps to close the month at 3.62%. Excluding distressed exchanges, the rate increased to 1.42%.<sup>3</sup>

## Strategy and Outlook

We continue to be cautious on the high yield market as we begin June. This outlook includes the dynamic and uncertain evolution of trade, immigration and tax policy, the expectation for stickier inflation, slowing economic growth with a still-elevated probability of recession, and elevated volatility. Yields remain historically attractive and the average spread in the high yield market ended May nearly 75 bps off of the January-low.<sup>2</sup> From our vantage point, valuations remain susceptible to widening. We come to this conclusion after a thorough analysis of factors including the effects of trade policy, evolving monetary policy of global central banks, U.S. and global economic growth, consumer health, the fundamentals of high yield issuers, technical conditions, and valuations. Ultimately, we believe that caution is warranted and expect more comprehensive price realization, particularly in the lower-rated and more challenged segments of leveraged credit.

We begin June with an average spread that is approximately 70 bps lower month-over-month, and an average yield that remains well above the 10-year average but at a similar level to where it began the year.<sup>2</sup> The notable year-to-date decompression in the incremental spread relationship between the CCC and single-B segments eased in May, with the delta approximately 550 bps by May-end, relative to a low of 409 bps in January.<sup>2</sup> We expect that as the ultimate landscape of trade policy and tariffs matures, sectors mostly impacted by new trade policy, as well as higher-risk credits most negatively exposed to an up-in-quality trade, have room to widen. While we believe valuations across several segments of the high yield market will likely reach wider peak spreads in coming months, we believe there remains opportunity. We continue to identify idiosyncratic situations to capture spread compression in segments experiencing secular growth, where issuers are able to decrease leverage through a combination of earnings growth and prudent capital allocation. Additionally, we have recently found select opportunities in challenged segments where neatly structured covenants, adequate loan-to-value, and appropriate risk compensation form to represent compelling investment opportunities.

In May, our strategy took advantage of opportunities in several defensive segments and traditionally durable cash-generative businesses that are either experiencing above-trend secular growth or are positioned to benefit from deregulation and increased strategic consolidation. Media, telecommunications, and cable & satellite TV are not areas with attractive long-term growth prospects; however, we continued to add to select opportunities in each that we believe are likely to benefit from a change in Federal Communications Commission ownership rules, in the case of select companies in media, or likely to benefit from strategic consolidation in telecommunications and cable. We have also taken advantage of opportunities in traditionally cyclical sectors where select companies with less cyclical business lines have traded lower in sympathy with the sector. In the chemicals sector, we have found opportunities in water treatment and specialty chemicals producers, while staying away from the more cyclical parts of the sector, such as producers of titanium dioxide.

We maintained underweight positions or reduced exposure to segments most impacted by anticipated tariffs. In energy, we maintained our underweight due to historically low risk premium, which is adding value, as the sector has gone from trading with an average spread more than 50 bps inside the ICE BofA U.S. High Yield Index in January, to more than 30 bps wide of the index average by May-end.<sup>2</sup> Meanwhile, we continue to find attractive opportunity in health care due to a combination of its defensive characteristics and the presence of several idiosyncratic opportunities where we are receiving attractive compensation for situations where leverage is elevated, but management teams are executing operational turnarounds and consistently reducing leverage through a combination of EBITDA<sup>4</sup> growth and use of free cash flow to address outstanding bonds.

In conclusion, we remain in an uncertain environment. Fundamentals remain supportive but appear to be softening, and corporate guidance is generally cautious. Technical conditions have exhibited volatility and we expect that to continue. Valuations are broadly more compelling than earlier in the year, but the luster faded somewhat in May as spreads compressed. Valuations leave plenty of room to widen should the U.S. economy enter a meaningful recession. The elephant in the room, of course, is evolving trade policy, and the tremendous follow-on effects. Amid a volatile and uncertain backdrop, we will continue to spend our time concentrating on what we do best — focusing on bottom-up fundamental credit analysis with a discerning eye on relative value, as we seek to generate positive risk-adjusted alpha for our clients.

**For further information, please contact your Morgan Stanley Investment Management representative.**

## Fund Facts

Launch date	04 December 2014
Base currency	U.S. dollars
Benchmark	Bloomberg US High Yield 1-5 Year Cash Pay 2% Issuer Capped Index

<sup>2</sup> Source: ICE Data Indices, Bloomberg L.P., Morgan Stanley Investment Management. Data as of 30 May 2025.

<sup>3</sup> Source: J.P. Morgan. Data as of 2 June 2025.

<sup>4</sup> Earnings before interest, taxes, depreciation and amortization.

## Calendar Year Returns (%)

Past performance is not a reliable indicator of future results.

	YTD 2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	
Class Z Shares	2.17	9.49	11.04	-8.96	6.10	4.35	10.65	1.06	7.24	13.27	-0.68
Bloomberg US High Yield 1-5 Year Cash Pay 2% Issuer Capped Index	2.43	8.64	12.20	-5.90	6.07	4.49	9.88	0.12	6.38	16.19	-5.08

All performance data is calculated NAV to NAV, net of fees, and does not take account of commissions and costs incurred on the issue and redemption of shares. The sources for all performance and index data is Morgan Stanley Investment Management ('MSIM Ltd'). Please visit our website [www.morganstanley.com/im](http://www.morganstanley.com/im) to see the latest performance returns for the fund's other share classes.

### Share Class Z Risk and Reward Profile

- The fund may be impacted by movements in the exchange rates between the fund's currency and the currencies of the fund's investments.
- The value of bonds are likely to decrease if interest rates rise and vice versa.
- The value of financial derivative instruments are highly sensitive and may result in losses in excess of the amount invested by the Sub-Fund.
- Issuers may not be able to repay their debts, if this happens the value of your investment will decrease. This risk is higher where the fund invests in a bond with a lower credit rating.
- The fund relies on other parties to fulfill certain services, investments or transactions. If these parties become insolvent, it may expose the fund to financial loss.
- Sustainability factors can pose risks to investments, for example: impact asset values, increased operational costs.
- There may be an insufficient number of buyers or sellers which may affect the funds ability to buy or sell securities.

- Past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations. The value of investments and the income from them can go down as well as up and investors may lose all or a substantial portion of his or her investment.
- The value of the investments and the income from them will vary and there can be no assurance that the Fund will achieve its investment objectives.
- Investments may be in a variety of currencies and therefore changes in rates of exchange between currencies may cause the value of investments to decrease or increase. Furthermore, the value of investments may be adversely affected by fluctuations in exchange rates between the investor's reference currency and the base currency of the investments.

Please refer to the Prospectus for full risk disclosures, available at [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com). All data as of 31.05.2025 and subject to change daily.

Applications for shares in the Sub-Fund should not be made without first consulting the current Prospectus and the Key Information Document ("KID") or Key Investor Information Document ("KIID"), which are available in English and in the language of countries authorized for fund distribution and is available online at [Morgan Stanley Investment Funds Webpages](http://Morgan Stanley Investment Funds Webpages) or free of charge from the Registered Office at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, R.C.S. Luxembourg B 29 192.

The summary of investor rights is available in the aforementioned languages and website location under the General Literature section.

Information in relation to sustainability aspects of the Fund is available in English online at: [Sustainable Finance Disclosure Regulation](#).

If the management company of the relevant Fund decides to terminate its arrangement for marketing that Fund in any EEA country where it is registered for sale, it will do so in accordance with the UCITS rules.

### IMPORTANT INFORMATION

This material has been prepared solely for informational purposes and does not constitute an offer or a recommendation to buy or sell any particular security or to adopt any specific investment strategy. Investors should be aware that a diversified strategy does not protect against a loss in a particular market.

All investments involve risks, including the possible loss of principal. The material contained herein has not been based on a consideration of any individual client circumstances and is not investment advice, nor should it be construed in any way as tax, accounting, legal or regulatory advice. To that end,

investors should seek independent legal and financial advice, including advice as to tax consequences, before making any investment decision.

The use of leverage increases risks, such that a relatively small movement in the value of an investment may result in a disproportionately large movement, unfavourable as well as favourable, in the value of that investment and, in turn, the value of the Fund.

Investment in the Fund concerns the acquisition of units or shares in a fund, and not in a given underlying asset such as building or shares of a company, as these are only the underlying assets owned.

Morgan Stanley Investment Management 'MSIM', the asset management division of Morgan Stanley (NYSE: MS), has not authorised financial intermediaries to use and to distribute this material, unless such use and distribution is made in accordance with applicable law and regulation. MSIM shall not be liable for, and accepts no liability for, the use or misuse of this material by any such financial intermediary.

The whole or any part of this material may not be directly or indirectly reproduced, copied, modified, used to create a derivative work, performed, displayed, published, posted, licensed, framed, distributed or transmitted or any of its contents disclosed to third parties without the Firm's express written consent. This material may not be linked to unless such hyperlink is for personal and non-commercial use. All information contained herein is proprietary and is protected under copyright and other applicable law.

This material may be translated into other languages. Where such a translation is made, this English version remains definitive; any discrepancies with another language, the English version prevails.

This material has been prepared on the basis of publicly available information, internally developed data and other third-party sources believed to be reliable. However, no assurances are provided regarding the reliability of such information and MSIM, the Firm has not sought to independently verify information taken from public and third-party sources.

Forecasts and/or estimates provided herein are subject to change and may not actually come to pass. Information regarding expected market returns and market outlooks is based on the research, analysis and opinions of the authors or the investment team. These conclusions are speculative in nature, may not come to pass and are not intended to predict the future performance of any specific strategy or product the Firm offers. Future results may differ significantly depending on factors such as changes in securities or financial markets or general economic conditions.

Charts and graphs provided herein are for illustrative purposes only and subject to change.

## INDEX INFORMATION

**Bloomberg US High Yield 1-5 Year Cash Pay 2% Issuer Capped Index:** is an issuer-constrained version of the Bloomberg US Corporate High-Yield Index that measures the market of USD denominated, noninvestment-grade, fixed-rate, taxable corporate bonds. The index follows the same rules as the uncapped index but only includes issues with a 1-5 year maturity and limits the exposure of each issuer to 2% of the total market value and redistributes any excess market value index-wide on a pro-rata basis.

The index is unmanaged and does not include any expenses, fees or sales charges. It is not possible to invest directly in an index.

Any index referred to herein is the intellectual property (including registered trademarks) of the applicable licensor. Any product based on an index is in no way sponsored, endorsed, sold or promoted by the applicable licensor and it shall not have any liability with respect thereto. The Sub-Fund is actively managed, and the management of the fund is not constrained by the composition of the Benchmark.

"Bloomberg®" and the Bloomberg Index/Indices used are service marks of Bloomberg Finance L.P. and its affiliates, and have been licensed for use for certain purposes by Morgan Stanley Investment Management (MSIM). Bloomberg is not affiliated with MSIM, does not approve, endorse, review, or recommend any product, and does not guarantee the timeliness, accurateness, or completeness of any data or information relating to any product.

The **Bloomberg U.S. Corporate High Yield Index** measures the market of USD-denominated, non-investment grade, fixed-rate, taxable corporate bonds. Securities are classified as high yield if the middle rating of Moody's, Fitch, and S&P is Ba1/BB+/BB+ or below. The Index excludes emerging market debt.

**ICE® BofA® U.S. High Yield Index** is an unmanaged index of below-investment grade U.S. corporate bonds. ICE® BofA® indices are not for redistribution or other uses; provided "as is", without warranties, and with no liability.

## DISTRIBUTION

**This material is only intended for and will be only distributed to persons resident in jurisdictions where such distribution or availability would not be contrary to local laws or regulations. It is the responsibility of any person in possession of this material and any persons wishing to make an application for Shares in pursuant to the Prospectus to inform themselves and observe all applicable laws and regulations of any relevant jurisdictions.**

**MSIM and its affiliates have arrangements in place to market each other's products and services. Each MSIM affiliate is regulated as appropriate in the jurisdiction it operates. MSIM's affiliates are: Eaton Vance Advisers International Ltd, Calvert Research and Management, Eaton Vance Management, Parametric Portfolio Associates LLC, Atlanta Capital Management LLC and FundLogic Alternatives plc.**

**In the EU,** this material is issued by MSIM Fund Management (Ireland) Limited (FMIL). FMIL is regulated by the Central Bank of Ireland and is incorporated in Ireland as a private company limited by shares with company registration number 616661 and has its registered address at 24-26 City Quay, Dublin 2, DO2 NY19, Ireland.

**Outside the EU,** this material is issued by MSIM Ltd is authorized and regulated by the Financial Conduct Authority. Registered in England. Registered No. 1981121. Registered Office: 25 Cabot Square, Canary Wharf, London E14 4QA.

**Switzerland:** MSIM materials are available in German and are issued by Morgan Stanley & Co. International plc, London (Zurich Branch) Authorised and regulated by the Eidgenössische Finanzmarktaufsicht ("FINMA"). Registered Office: Beethovenstrasse 33, 8002 Zurich, Switzerland.

**Saudi Arabia:** This document may not be distributed in the Kingdom except to such persons as are permitted under the Investment Funds Regulations issued by the Capital Market Authority. The Capital Market Authority does not make any representation as to the accuracy or completeness of this document, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this document. Prospective subscribers of the securities offered hereby should conduct their own due diligence on the accuracy of the information relating to the securities to be offered. If you do not understand the contents of this document, you should consult an authorised financial adviser.

This financial promotion was issued and approved for use in Saudi Arabia by Morgan Stanley Saudi Arabia, Al Rashid Tower, Kings Sand Street, Riyadh, Saudi Arabia, authorized and regulated by the Capital Market Authority license number 06044-37.

**Hong Kong:** This material is disseminated by Morgan Stanley Asia Limited for use in Hong Kong and shall only be made available to "professional investors" as defined under the Securities and Futures Ordinance of Hong Kong (Cap 571). The contents of this material have not been reviewed nor approved by any regulatory authority including the Securities and Futures Commission in Hong Kong. Accordingly, save where an exemption is available under the relevant law, this material shall not be issued, circulated, distributed, directed at, or made available to, the public in Hong Kong.

**Singapore:** This material should not be considered to be the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore other than (i) to an institutional investor under section 304 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA"); or (ii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. In particular, for investment funds that are not authorized or recognized by the MAS, units in such funds are not allowed to be offered to the retail public; any written material issued to persons as aforementioned in connection with an offer is not a prospectus as defined in the SFA and, accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and investors should consider carefully whether the investment is suitable for them. In cases where you are dealing with a representative of Morgan Stanley Asia Limited, and where such representative is acting on

behalf of Morgan Stanley Asia Limited, please note that such representative is not subject to regulatory requirements issued by the Monetary Authority of Singapore nor is under the supervision of the Monetary Authority of Singapore. For any issues which may arise in your dealing with such representative, please approach the Singapore-based contact person who has been established as your local contact person.

**Australia:** This material is provided by Morgan Stanley Investment Management (Australia) Pty Ltd ABN 22122040037, AFSL No. 314182 and its affiliates and does not constitute an offer of interests. Morgan Stanley Investment Management (Australia) Pty Limited arranges for MSIM affiliates to provide financial services to Australian wholesale clients. Interests will only be offered in circumstances under which no disclosure is required under the Corporations Act 2001 (Cth) (the "Corporations Act"). Any offer of interests will not purport to be an offer of interests in circumstances under which disclosure is required under the Corporations Act and will only be made to persons who qualify as a "wholesale client" (as defined in the Corporations Act). This material will not be lodged with the Australian Securities and Investments Commission.

**Chile:** Potential investors are advised that this document refers to foreign securities that may be registered in the Foreign Securities Register ("FSR") from the Commission for Financial Markets (Comisión para el Mercado Financiero or "CMF") (the "Registered Securities") or that may not be registered in the FSR (the "Non-Registered Securities").

**For Registered Securities, please be advised:** The securities being offered are foreign. Shareholder rights and obligations are those of the issuer's home jurisdiction. Shareholders and potential investors should inform themselves on what those rights and obligations are and how to exercise them. CMF supervision of the securities is limited to information requirements in Rule 352, overall supervision is conducted by the foreign regulator in the issuer's home jurisdiction. Public information available for the securities is exclusively that required by the foreign regulator and accounting principles and auditing rules might differ to those applicable to Chilean issuers. The provisions on Article 196 of Law 18.045 are applicable to all parties involved in the registration, deposit, transaction and other acts associated with the foreign securities ruled by Title XXIV of Law 18.045.

**For Non-Registered Securities, please be advised:** THE SECURITIES INCLUDED IN THIS DOCUMENT ARE NOT REGISTERED IN THE FSR AND OFFERS REGARDING SUCH SECURITIES WILL BE CONDUCTED SUBJECT TO GENERAL RULE N°336 OF THE CMF, BEGINNING AT THE DATE OF THIS DOCUMENT. THESE ARE FOREIGN SECURITIES AND THEIR ISSUER IS UNDER NO OBLIGATION TO PROVIDE PUBLIC DOCUMENTS IN CHILE. THE SECURITIES ARE NOT SUBJECT TO THE SUPERVISION OF THE CMF AND CANNOT BE PUBLICLY OFFERED. THEREFORE, THIS DOCUMENT AND OTHER OFFERING MATERIALS RELATING TO THE OFFER OF THE INTERESTS IN THE FUND DO NOT CONSTITUTE A PUBLIC OFFER OF, OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE, THE FUND INTERESTS IN THE REPUBLIC OF

CHILE.

Please contact your local Distributor or the person who provided this document for information on the registration status of specific securities.

**Peru:** The Fund is a sub Fund of the Morgan Stanley Investment Funds, a Luxembourg domiciled Société d'Investissement à Capital Variable (the "Company") is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part 1 of the Law of 17th December 2010, as amended. The Company is an Undertaking for Collective Investment in Transferable Securities ("UCITS"). If the Fund and the interests in the Fund have been registered in Peru under *Decreto Legislativo 862: Ley de Fondos de Inversión y sus Sociedades Administradoras* as amended; under *Decreto Legislativo 861: Ley del Mercado de Valores* (the "Securities Market Law") as amended, and under the *Reglamento del Mercado de Inversionistas Institucionales* approved by *Resolución SMV N°021-2013-SMV/01* as amended by the *Resolución de Superintendente N°126-2020-SMV/02* (the "Reglamento 1") and *Resolución de Superintendente N°035-2021-SMV/02* (the "Reglamento 2"), and are being offered to institutional investors only (as defined in article 8 of the Securities Market Law) under the special public offering directed exclusively to the institutional investors under the *Reglamento 1 and Reglamento 2*, then the interests in the Fund will be registered in the Section "*Del Mercado de Inversionistas Institucionales*" of the Securities Market Public Registry (*Registro Público del Mercado de Valores*) maintained by the *Superintendencia del Mercado de Valores (SMV)*, and the offering of the Fund interests in Peru only to institutional investors will be subject to the supervision of the SMV, as well as any transfers of the Fund interests shall be subject to the limitations contained in the Securities Market Law and the regulations issued thereunder mentioned before, under which the Fund interests may only be transferred between institutional investors under Article 27 of the *Reglamento 1 and Reglamento 2*. If neither the Fund nor the interests in the Fund have been and will not be registered in Peru under *Decreto Legislativo 862* and under *Decreto Legislativo 861 referenced above*, nor they will be subject to a public offering directed to institutional investors under the *Reglamento 1*, and will be offered to institutional investors only (as defined in article 8 of the Securities Market Law) pursuant to a private placement, according to article 5 of the Securities Market Law, the interests in the Fund will not be registered in the Securities Market Public Registry maintained by the *SMV*, and the offering of the Fund interests in Peru to institutional investors nor the Fund will be subject to the supervision of the SMV, and any transfers of the Fund interests shall be subject to the limitations contained in the Securities Market Law and the regulations issued thereunder mentioned before, under which the Fund interests may only be transferred between institutional investors.