

Spirit Airlines, Inc.  
Form SC 13D/A  
January 03, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Spirit Airlines, Inc.**

(Name of Issuer)

**Common Stock, par value of \$0.0001 per share**

(Title of Class of Securities)

**848577102**

(CUSIP Number)

**Todd E. Molz**

**Managing Director and General Counsel**

**Oaktree Capital Group Holdings GP, LLC**

**333 South Grand Avenue, 28th Floor**

**Los Angeles, CA 90071**

**(213) 830-6300**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 29, 2011**

## Edgar Filing: Spirit Airlines, Inc. - Form SC 13D/A

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note:** Six copies of this statement, including all exhibits, should be filed with the Commission. See § 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Edgar Filing: Spirit Airlines, Inc. - Form SC 13D/A

CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Capital Management, L.P. [ID No. 26-0189082]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>22,455,227 (1)      |
|   | 8  | Shared Voting Power                      |
|   | 9  | Sole Dispositive Power<br>22,455,227 (1) |
|   | 10 | Shared Dispositive Power                 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN, IA

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(1) Solely in its capacity as manager of OCM Spirit Holdings III-A, LLC and POF Spirit Domestic Holdings, LLC.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Holdings, Inc. [ID No. 26-0179905]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>22,455,227 (1)      |
|   | 8  | Shared Voting Power                      |
|   | 9  | Sole Dispositive Power<br>22,455,227 (1) |
|   | 10 | Shared Dispositive Power                 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
CO

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(1) Solely in its capacity as general partner of Oaktree Capital Management, L.P.

Edgar Filing: Spirit Airlines, Inc. - Form SC 13D/A

CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Capital Group, LLC [ID No. 26-0174894]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>22,455,227 (1)      |
|   | 8  | Shared Voting Power                      |
|   | 9  | Sole Dispositive Power<br>22,455,227 (1) |
|   | 10 | Shared Dispositive Power                 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
OO

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(1) Solely in its capacity as sole shareholder of Oaktree Holdings, Inc.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Capital Group Holdings, L.P. [ID No. 95-4521152]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>22,455,227 (1)      |
|   | 8  | Shared Voting Power                      |
|   | 9  | Sole Dispositive Power<br>22,455,227 (1) |
|   | 10 | Shared Dispositive Power                 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as majority holder of voting units of Oaktree Capital Group, LLC.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Capital Group Holdings GP, LLC [ID No. 26-0174883]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>22,455,227 (1)      |
|   | 8  | Shared Voting Power                      |
|   | 9  | Sole Dispositive Power<br>22,455,227 (1) |
|   | 10 | Shared Dispositive Power                 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
OO

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(1) Solely in its capacity as general partner of Oaktree Capital Group Holdings, L.P.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
OCM Spirit Holdings III-A, LLC [ID No. 95-4833215]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not Applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                                      |
|---|----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>17,156,116      |
|   | 8  | Shared Voting Power                  |
|   | 9  | Sole Dispositive Power<br>17,156,116 |
|   | 10 | Shared Dispositive Power             |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
17,156,116
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
23.65%\*\*
- 14 Type of Reporting Person\*  
OO

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
POF Spirit Domestic Holdings, LLC [ID No. 20-0737410]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not Applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                                     |
|---|----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>4,843,579      |
|   | 8  | Shared Voting Power                 |
|   | 9  | Sole Dispositive Power<br>4,843,579 |
|   | 10 | Shared Dispositive Power            |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
4,843,579
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
6.68%\*\*
- 14 Type of Reporting Person\*  
OO

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
OCM Principal Opportunities Fund II, L.P. [ID No. 95-4833215]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not Applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as a member of OCM Spirit Holdings III-A, LLC and POF Spirit Domestic Holdings, LLC.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
OCM Principal Opportunities Fund III, L.P. [ID No. 20-0379312]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not Applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as a member of OCM Spirit Holdings III-A, LLC and POF Spirit Domestic Holdings, LLC.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
OCM Principal Opportunities Fund III G.P., L.P. [ID No. 20-0379203]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as general partner of OCM Principal Opportunities Fund III, L.P.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Fund GP I, L.P. [ID No. 26-0182151]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as general partner of OCM Principal Opportunities Fund III GP, L.P. and OCM Principal Opportunities Fund II, L.P.

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CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Oaktree Capital I, L.P. [ID No. 26-0181836]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
PN

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(1) Solely in its capacity as general partner of Oaktree Fund GP I, L.P.

Edgar Filing: Spirit Airlines, Inc. - Form SC 13D/A

CUSIP No. 848577102

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
OCM Holdings I, LLC [ID No. 26-0181752]
- 2 Check the Appropriate Box if a Member of a Group\*  
(a)  x  
(b)  o
- 3 SEC Use Only
- 4 Source of Funds\*  
Not applicable.
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | Sole Voting Power        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power      |
|   | 9  | Sole Dispositive Power   |
|   | 10 | Shared Dispositive Power |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,455,227 (1)
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
30.96%\*\*
- 14 Type of Reporting Person\*  
OO

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(1) Solely in its capacity as general partner of Oaktree Capital I, L.P.

Edgar Filing: Spirit Airlines, Inc. - Form SC 13D/A

CUSIP No. 848577102

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Oaktree Holdings, LLC [ID No. 26-0174909]
2	Check the Appropriate Box if a Member of a Group* (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o
3	SEC Use Only
4	Source of Funds* Not applicable.
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power
9	Sole Dispositive Power
10	Shared Dispositive Power
11	Aggregate Amount Beneficially Owned by Each Reporting Person 22,455,227 (1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/> o
13	Percent of Class Represented by Amount in Row (11) 30.96%**
14	Type of Reporting Person* OO

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(1) Solely in its capacity as managing member of OCM Holdings I, LLC.

\*\* This percentage assumes that all outstanding Shares of the Issuer are shares of voting common stock. If shares of non-voting common stock of the Issuer are issued in exchange for presently outstanding Shares, this percentage would be slightly higher.

The following constitutes Amendment No. 1 ( Amendment No. 1 ) to the Schedule 13D filed by OCM Spirit Holdings, LLC, OCM Spirit Holdings II, LLC, Oaktree Capital Management, L.P., Oaktree Holdings, Inc., Oaktree Capital Group, LLC, Oaktree Capital Group Holdings, L.P., Oaktree Capital Group Holdings GP, LLC, OCM Principal Opportunities Fund II, L.P., OCM Principal Opportunities Fund III, L.P., OCM Principal Opportunities Fund III GP, L.P., Oaktree Fund GP I, L.P., Oaktree Capital I, L.P., OCM Holdings I, LLC and Oaktree Holdings, LLC, on June 3, 2011 (the Original 13D, and as amended, the Schedule 13D ). This Amendment No. 1 amends the Original Schedule 13D as specifically set forth below. This Schedule 13D is also filed by OCM Spirit Holdings III-A, LLC and POF Spirit Domestic Holdings, LLC. Capitalized terms used herein but not otherwise defined have the meanings ascribed to them in the Original Schedule 13D.

**Item 2. Identity and Background**

Item 2(a) is amended and restated to read as follows:

(a) This Schedule 13D is being filed on behalf of:

- (1) OCM Spirit Holdings III-A, LLC, a Delaware limited liability company ( Holdings III-A ), whose principal business is to invest in the securities of the Issuer;
- (2) POF Spirit Domestic Holdings, LLC, a Delaware limited liability company ( POF Domestic Holdings ), whose principal business is to invest in the securities of the Issuer;
- (3) Oaktree Capital Management, L.P., a Delaware limited partnership and a registered investment adviser under the Investment Advisers Act of 1940, as amended ( Capital Management ), whose principal business is to provide investment management services to certain funds and accounts, in its capacity as manager of Holdings III-A and POF Domestic Holdings;
- (4) Oaktree Holdings, Inc., a Delaware corporation ( OHI ), whose principal business is to serve as, and perform the functions of, the general partner of Capital Management, in its capacity as general partner of Capital Management;
- (5) Oaktree Capital Group, LLC, a Delaware limited liability company ( OCG ), whose principal business is to serve as the holding company and controlling entity for each of the general partner and investment adviser of certain investment funds and separately managed accounts, in its capacity as sole shareholder of OHI and managing member of Oaktree Holdings, LLC;
- (6) Oaktree Capital Group Holdings, L.P., a Delaware limited partnership ( OCGH LP ), whose principal business is to hold voting interests in OCG and other interests in each of the general partner and investment adviser of certain investment funds and separately managed accounts, in its capacity as the majority holder of the voting units of OCG;
- (7) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ( OCGH GP ), whose principal business is to serve as, and perform the functions of, the general partner of OCGH LP, in its capacity as the general partner of OCGH LP;
- (8) OCM Principal Opportunities Fund II, L.P., a Delaware limited partnership ( POF II ), whose principal business is investing in entities over which there is the potential for such fund to exercise significant influence, in its capacity as a member of Holdings III-A and POF Domestic Holdings;
- (9) OCM Principal Opportunities Fund III, L.P., a Delaware limited partnership ( POF III ), whose principal business is investing in entities over which there is the potential for such fund to exercise significant influence, in its capacity as a member of Holdings III-A and POF Domestic Holdings;



(10) OCM Principal Opportunities Fund III GP, L.P., a Delaware limited partnership ( Fund III GP ), whose principal business is to serve as, and perform the functions of, the general partner of POF III, in its capacity as general partner of POF III;

(11) Oaktree Fund GP I, L.P., a Delaware limited partnership ( Oaktree GP ), whose principal business is to (i) serve as, and perform the functions of, the general partner or the managing member of the general p