

**PART 2A OF FORM ADV  
FIRM BROCHURE**

# **TRILINC ADVISORS, LLC**

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**This brochure provides information about the qualifications and business practices of TriLinc Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (310) 997-0580. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about TriLinc Advisors, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**TriLinc Advisors, LLC is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"). SEC registration does not imply a certain level of skill or training.**

## ITEM 2 – MATERIAL CHANGES

This is the initial version of our firm brochure (the “Brochure”).

In the future, when we amend the Brochure for our annual update, and the amended version contains material changes from the last annual update, we will identify and discuss those changes either on this page or as a separate document accompanying the Brochure. For documentation purposes, we will always provide the date of the last annual update of the Brochure.

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## ITEM 4 – ADVISORY BUSINESS

<p>A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).</p>	<p>TriLinc Advisors, LLC (“TriLinc Advisors” or the “Advisor”) is a Delaware limited liability company founded in 2012. TriLinc Advisors is a private investment company focusing on impact investments in small and medium size enterprises (“SME’s”) around the world. TriLinc Advisors is a registered investment adviser under the Investment Advisers Act of 1940, as amended.</p> <p>TriLinc Advisors’ principle owner is Gloria Nelund, through her ownership in TriLinc Global, LLC, the majority owner of TriLinc Advisors.</p>
<p>B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.</p>	<p>Pursuant to the Advisory Agreement between TriLinc Advisors and TriLinc Global Impact Fund, LLC (the “Advisory Agreement”), TriLinc Advisors is the investment advisor of TriLinc Global Impact Fund, LLC (the “Client”).</p> <p>TriLinc Advisors, directly or through its wholly owned subsidiaries (collectively, “TriLinc Advisors” or the “Advisor”), will retain the services of sub-advisors to, subject to the Advisor’s oversight, identify, evaluate, and negotiate the Client’s investments, and to provide asset management services. The Advisor has engaged in an extensive search for leading providers of SME finance to serve as our sub-advisors, and has chosen those with solid track records, deep experience in target geographies and asset classes, and a commitment to sustainable business principles. As further described in Item 8 below, TriLinc Advisors provides loans and credit facilities to SMEs in developing economies. We generally target issuers that have demonstrated the ability and willingness to repay creditors and provide substantial collateral, including hard assets and personal guarantees.</p>
<p>C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of <i>clients</i>. Explain whether <i>clients</i> may impose restrictions on investing in certain securities or types of securities.</p>	<p>Not applicable. The Advisor neither tailors its advisory services to the individual needs of investors nor accepts investor-imposed investment restrictions with respect to the Client.</p>
<p>D. If you participate in <i>wrap fee programs</i> by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.</p>	<p>Not applicable. The Advisor does not participate in wrap fee programs.</p>
<p>E. If you manage <i>client</i> assets, disclose the amount of <i>client</i> assets you manage on a <i>discretionary basis</i> and the amount of <i>client</i> assets you manage on a <i>non-discretionary basis</i>. Disclose the date “as of” which you calculated the amounts.</p>	<p>As of December 17, 2012, the Client has \$200,000 in assets. All such assets are managed on a discretionary basis. The Advisor does not manage any assets on a non-discretionary basis.</p>

## ITEM 5 – FEES AND COMPENSATION

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.	Pursuant to the terms of the Advisory Agreement, TriLinc Advisors charges its Client an asset management fee equal to 2.00% per annum of the Client's gross assets, both calculated and payable quarterly in arrears. The asset management fee is not negotiable.
B. Describe whether you deduct fees from <i>clients'</i> assets or bill <i>clients</i> for fees incurred. If <i>clients</i> may select either method, disclose this fact. Explain how often you bill <i>clients</i> or deduct your fees.	The Management Fee is deducted from the Client account on a quarterly basis and is paid to the Advisor via bank wire.
C. Describe any other types of fees or expenses <i>clients</i> may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that <i>clients</i> will incur brokerage and other transaction costs, and direct <i>clients</i> to the section(s) of your <i>brochure</i> that discuss brokerage.	<p>The Client will generally bear all of its expenses including the expenses of accountants, auditors, tax preparation, legal, custody, compliance, investment acquisition, and expenses incurred in connection with the due diligence of prospective investments.</p> <p>Operating expenses are limited to 0.75% of the Client's assets.</p> <p>The Advisor is entitled to reimbursement of certain qualifying organizational and offering expenditures incurred in relation to the formation of the Client and the offering of the Client's units to investors. Reimbursement of these expenses is expected to be 1.25%, and may not exceed 5.00%, of gross proceeds raised by the Client.</p>
D. If your <i>clients</i> either may or must pay your fees in advance, disclose this fact. Explain how a <i>client</i> may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.	Not applicable. The Client pays management fees in arrears.
E. If you or any of your <i>supervised persons</i> accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.	Not applicable.

## ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

<p>If you or any of your <i>supervised persons</i> accepts <i>performance-based fees</i> – that is, fees based on a share of capital gains on or capital appreciation of the assets of a <i>client</i> (such as a <i>client</i> that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your <i>supervised persons</i> manage both accounts that are charged a <i>performance-based fee</i> and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your <i>supervised persons</i> face by managing these accounts at the same time, including that you or your <i>supervised persons</i> have an incentive to favor accounts for which you or your <i>supervised persons</i> receive a <i>performance-based fee</i>, and describe generally how you address these conflicts.</p>	<p>Pursuant to the terms of the Advisory Agreement, TriLinc Advisors charges its Client an incentive fee divided into two parts:</p> <ol style="list-style-type: none"> <li>1. An incentive fee on net investment income, which we refer to as the subordinated incentive fee on income, will be calculated and payable quarterly in arrears and will be based upon the Client's pre-incentive fee net investment income for the immediately preceding quarter. No subordinated incentive fee is earned by the Advisor in any calendar quarter in which the Client's pre-incentive fee net investment income does not exceed the preferred return rate of 1.50% (6.0% annualized), or the preferred return. All of the Client's pre-incentive fee net investment income, if any, that exceeds the quarterly preferred return, but is less than or equal to 1.875% (7.5% annualized) on the Client's net assets at the end of the immediately preceding fiscal quarter, in any quarter, will be payable to the Advisor. This portion of the fee is referred to as the catch-up and provides an increasing fee, but is in no event greater than 20%. For any quarter in which the Client's pre-incentive fee net investment income exceeds 1.875% on its net assets at the end of the immediately preceding fiscal quarter, the subordinated incentive fee on income shall equal 20% of the amount of the Client's pre-incentive fee net investment income, because the preferred return and catch up will have been achieved.</li> <li>2. An incentive fee on capital gains will be earned on investments sold and shall be determined and payable in arrears as of the end of each calendar year during which the Advisory Agreement is in effect. The fee will equal 20% of the Client's realized capital gains, less the aggregate amount of any previously paid incentive fee on capital gains. The incentive fee on capital gains is equal to the Client's realized capital gains on a cumulative basis from inception, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis.</li> </ol> <p>We have taken multiple steps to structure our relationship with the Client and/or our sub-advisors so that the interests of the Client and those of TriLinc Advisors and the sub-advisors are closely aligned. We believe TriLinc Advisors' incentive compensation structure will align our interests with those of TriLinc Advisors, which will create the conditions to optimize returns and risk tolerance for our unitholders. It should be noted, however, that the possibility that the Advisor could receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for the Advisor to effectuate riskier transactions than would be the case in the absence of such form of compensation. In order to address this potential conflict, the Advisor will make investment decisions based upon the best interests of the Client, consistent with the Advisor's fiduciary obligations. Additionally, the Client's independent Board of Managers will meet quarterly, at a minimum, to review investment decisions, potential conflicts of interest and the valuation of investments.</p>
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## ITEM 7 – TYPES OF CLIENTS

Describe the types of <i>clients</i> to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.	TriLinc Advisors' current client, TriLinc Global Impact Fund, LLC, is an investment vehicle that is registered under the Securities Act of 1933.
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## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

<p>A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that <i>clients</i> should be prepared to bear.</p>	<p>TriLinc Advisors is centered on a single idea: providing access to finance for SMEs, particularly in developing economies, is both a profitable investment proposition and an effective driver of sustainable economic development. We believe significant opportunity exists in small and growing businesses, which through expansion have the ability to hire more employees, produce more goods for local consumption, provide training to locally-based employees and pay more taxes through increased revenues. By increasing the local production of quality goods and services, these businesses can support the growing middle class in those markets.</p> <p>We believe that the underserved nature of such a large segment of the global economy, coupled with a strong demand for capital from the SMEs themselves, has created significant opportunity for investment. Because of the current investing environment, we believe that SMEs are likely to offer attractive investment terms in the form of current cash yield, deferred interest and equity warrants, and more attractive security features such as stricter loan covenants and quality collateral. Additionally, as compared to larger companies, SMEs often have simpler capital structures and carry less debt, thus aiding the structuring and negotiation process and allowing for greater flexibility in structuring favorable transactions.</p> <p>Investing in securities involves risk of loss that clients should be prepared to bear, and the Advisor has taken steps to mitigate such inherent risks. The senior management team of our Advisor has a long track record and broad experience in managing and operating regulated, multi-billion dollar fund complexes. Among this experience, members of our senior management team have held senior executive positions at large global banks, institutional money managers and independent investment advisors. Furthermore, the senior management team has significant experience in global macro portfolio management, including executing multi-manager global macro investment strategies across asset classes, geographies and industries. This experience emphasizes maximizing risk-adjusted returns, utilizing alternative asset classes and hedging portfolio risk exposures, as well as the importance of a rigorous and disciplined approach to manager due diligence. This macro experience will be complimented by the experience of our sub-advisors, who have deep local networks, a firm understanding of the local culture and regulatory environment, and a reputation for being high-quality investment partners. These qualities have enabled them to realize solid track records, and afford them access to high quality deal flow to the benefit of the Advisor and our clients.</p>
<p>B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.</p>	<p>A selection of risks unique to our investment strategy is included below. Additional risk factors related to our investment strategy and the investment in securities are included in the Client's Form S-1 Registration Statement under the Securities Act of 1933 filed with the Securities and Exchange Commission.</p> <p><u><i>Risks Related to our Structure &amp; Business</i></u></p> <p><i>Our success will be dependent on the performance of our sub-advisors.</i></p> <p>The Advisor will employ sub-advisors in its execution of the investment strategy. Sub-advisors will be responsible for locating, performing due diligence and closing on suitable acquisitions based on their access to local markets, local market knowledge for quality deal flow and extensive local private credit experience. However, because the sub-advisors are separate companies from the Advisor, the risk exists that our sub-advisors will be ineffective or will materially underperform. We may be unable to find suitable investments through our sub-advisors. Our ability to achieve our investment objectives will be dependent upon the performance of our local sub-</p>
<p>C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.</p>	<p></p>



	<p>advisors in the identification, performance of due diligence on and acquisition of investments, the determination of any financing arrangements, and the management of our projects and assets. If our sub-advisors fail to perform according to our expectations, or if the due diligence conducted by the sub-advisors fails to reveal all material risks of the businesses of our target investments, the Client could be materially adversely affected.</p> <p><i>Our sub-advisors' failure to identify and make investments that meet our investment criteria or perform their responsibilities under the Sub-Advisory Agreements may adversely affect our ability to realize our investment objectives.</i></p> <p>Our ability to achieve our investment objectives will depend, in part, on our sub-advisors' ability to identify and invest in debt and equity instruments that meet our investment criteria. Accomplishing this result on a cost-effective basis will, in part, be a function of our sub-advisors' execution of the investment process, their capacity to provide competent and efficient services to us, and, their ability to source attractive investments. Our sub-advisors will have substantial responsibilities under our agreed upon arrangements. Any failure to manage the investment process effectively could have a material adverse effect on our business, financial condition and results of operations.</p> <p><u><i>Non-U.S. Investment Risk</i></u></p> <p><i>Our investments in foreign debt &amp; equity instruments may involve significant risks in addition to the risks inherent in U.S. investments.</i></p> <p>Our investment strategy contemplates investing primarily in debt and equity instruments issued by foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.</p> <p><i>Non-U.S. investments involve certain legal, geopolitical, investment, repatriation, and transparency risks not typically associated with investing in the U.S.</i></p> <ul style="list-style-type: none"> <li>• <i>Legal Risk:</i> The legal framework of certain developing countries is rapidly evolving and it is not possible to accurately predict the content or implications of changes in their statutes or regulations. Existing legal frameworks may be unfairly or unevenly enforced, and courts may decline to enforce legal protections covering our investments altogether. The cost and difficulties of litigation in these countries may make enforcement of our rights impractical or impossible. Adverse regulation or legislation may be introduced at any time without prior warning or consultation.</li> <li>• <i>Geopolitical Risk:</i> Given that we will invest in developing economies, there is a possibility of nationalization, expropriation, unfavorable regulation, economic, political, or social instability, war, or terrorism which could adversely affect the economies of a given jurisdiction or lead to a material adverse change in the value of our investments in such jurisdiction.</li> <li>• <i>Investment &amp; Repatriation Risks:</i> Significant time and/or financial resources may be required to obtain necessary government approval for us to invest under certain circumstances. In addition, we may invest in jurisdictions that</li> </ul>
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become subject to investment restrictions as a result of economic or other sanctions after the time of our investment. Under such circumstances, we may be required to divest of certain investments at a loss.

- *Transparency Risks:* Disclosure, accounting, and financial standards in developing economies vary widely and may not be equivalent to those of developed countries. Although our Advisor will use its best efforts to verify information supplied to it and will engage qualified sub-advisors when appropriate, it cannot be guaranteed that our investments will not be adversely affected by such risks.

*A portion of our investments may be denominated in foreign currencies, and we may be exposed to fluctuation in currency exchange rates, which could result in losses.*

Some of our investments may be denominated in a foreign currency and will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that effective hedging instruments will be available in all cases, that such instruments will be available at economically-feasible pricing or that hedging strategies, when implemented, will be effective.

## ITEM 9 – DISCIPLINARY INFORMATION

<p>If there are legal or disciplinary events that are material to a <i>client's</i> or prospective <i>client's</i> evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.</p>	<p>TriLinc Advisors does not have any legal or disciplinary events to report.</p>
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## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.	Not applicable.
B. If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.	Not applicable.
<p>C. Describe any relationship or arrangement that is material to your advisory business or to your <i>clients</i> that you or any of your <i>management persons</i> have with any <i>related person</i> listed below. Identify the <i>related person</i> and if the relationship or arrangement creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and how you address it.</p> <ol style="list-style-type: none"> <li>1. broker-dealer, municipal securities dealer, or government securities dealer or broker</li> <li>2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)</li> <li>3. other investment adviser or financial planner</li> <li>4. futures commission merchant, commodity pool operator, or commodity trading advisor</li> <li>5. banking or thrift institution</li> <li>6. accountant or accounting firm</li> <li>7. lawyer or law firm</li> <li>8. insurance company or agency</li> <li>9. pension consultant</li> <li>10. real estate broker or dealer</li> <li>11. sponsor or syndicator of limited partnerships.</li> </ol>	<p>Gloria Nelund serves as Chairman of the Board of Trustees of the RS Funds. Ms. Nelund is not involved with the day-to-day management of the RS Funds.</p> <p>Strategic Capital Advisory Services, LLC (“Strategic Capital”) is a minority owner of TriLinc Advisors. Strategic Capital will provide certain services to, and on behalf of, the Advisor, including but not limited to consulting and advisory services related to our formation and the structure of this offering, communications with existing investors, selecting and negotiating with third party vendors and other administrative and operational services. Pursuant to the joint venture agreement and its ownership in TriLinc Advisors, Strategic Capital is entitled to receive distributions equal to 15% of the gross cash proceeds received by TriLinc Advisors from the management and incentive fees payable to TriLinc Advisors under the Advisory Agreement. SC Distributors, LLC (“SC Distributors”), an affiliate of Strategic Capital, is a broker-dealer and will be paid a dealer manager fee on the proceeds from the sale of Client units.</p>

## ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

<p>A. If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any <i>client</i> or prospective <i>client</i> upon request.</p>	<p>TriLinc Advisors and its employees have adopted a Code of Ethics (the “Code”) that is available for review upon request. The Code sets out various principles to guide the daily conduct of all supervised employees, with particular focus on duties to clients, privacy of client information, conflicts of interest, fraudulent or bad acts and personal trading. The policy provides that all employees will follow the highest level of ethical standards and in keeping with the Advisor’s fiduciary duties to its clients. All personnel are required to report actual as well as any potential conflicts of interest.</p>
<p>B. If you or a <i>related person</i> recommends to <i>clients</i>, or buys or sells for <i>client</i> accounts, securities in which you or a <i>related person</i> has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p>	<p>Not applicable. As described in Item 4, the Client’s assets are managed by sub-advisers and neither the Advisor nor its related persons invest in the same securities as the Client. The Advisor will not have a material financial interest in the securities owned by the Client.</p>
<p>C. If you or a <i>related person</i> invests in the same securities (or related securities, <i>e.g.</i>, warrants, options or futures) that you or a <i>related person</i> recommends to <i>clients</i>, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.</p>	<p>Not applicable. As described in Item 4, the Client’s assets are managed by sub-advisers and neither the Advisor nor its related persons invest in the same securities as the Client. The Advisor will not have a material financial interest in the securities owned by the Client.</p>
<p>D. If you or a <i>related person</i> recommends securities to <i>clients</i>, or buys or sells securities for <i>client</i> accounts, at or about the same time that you or a <i>related person</i> buys or sells the same securities for your own (or the <i>related person’s</i> own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p>	<p>Not applicable. Neither the Advisor nor its related persons invest in the same securities as the Client and the Advisor will not have a material financial interest in the securities owned by the Client. However, to ensure a conflict is not created and as part of our Code of Ethics policy, employees are required to disclose any personal brokerage accounts and provide periodic brokerage account statements to the Advisor.</p>

## ITEM 12 – BROKERAGE PRACTICES

A. Describe the factors that you consider in selecting or recommending broker-dealers for <i>client</i> transactions and determining the reasonableness of their compensation (e.g., commissions).	Not applicable. The Advisor invests in private companies or investments that are not traded on an exchange and does not utilize broker-dealers for such transactions.
B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various <i>client</i> accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to <i>clients</i> of not aggregating.	Not applicable. The Advisor has only one client.

## ITEM 13 – REVIEW OF ACCOUNTS

<p>A. Indicate whether you periodically review <i>client</i> accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the <i>supervised persons</i> who conduct the review.</p>	<p>The Client's account is monitored on a regular basis by TriLinc Advisor's investment team and investment committee members, and supervised by the Chief Investment Officer. Geographic and industry allocations are monitored and their compositions are adjusted according to current and projected conditions, performance and client needs. Various portfolio reports are prepared and reviewed on a daily, weekly and monthly basis.</p> <p>The Client's administrators are responsible for maintaining official books and records for and, accordingly, independently account for, review process and reconcile the Client's transactions and banking activities. Daily reconciliations are performed by both the Client's administrator and the Advisor. Daily accounting processes are supervised by the Chief Financial Officer.</p>
<p>B. If you review <i>client</i> accounts on other than a periodic basis, describe the factors that trigger a review.</p>	<p>See Item 13.A above. Client accounts are reviewed daily.</p>
<p>C. Describe the content and indicate the frequency of regular reports you provide to <i>clients</i> regarding their accounts. State whether these reports are written.</p>	<p>The Advisor will formally meet with the Client's independent Board of Managers on a quarterly basis, at a minimum. The Advisor will also have interim meetings and communications with the Board of Managers as either the Advisor or Board of Managers deems necessary.</p>

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

A. If someone who is not a <i>client</i> provides an economic benefit to you for providing investment advice or other advisory services to your <i>clients</i> , generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.	Not applicable.
B. If you or a <i>related person</i> directly or indirectly compensates any <i>person</i> who is not your <i>supervised person</i> for <i>client</i> referrals, describe the arrangement and the compensation.	SC Distributors, LLC (“SC Distributors”), a member firm of the Financial Industry Regulatory Authority (FINRA), will serve as the dealer manager for the offering of interests in the Client. SC Distributors will receive dealer manager fees, selling commissions and distribution fees, all pursuant to the terms of the three classes of units issued by the Client, and certain reimbursements for services relating to this offering. Additionally, selling commissions will be paid to broker-dealers who sell interests in the Client to their respective clients.



## ITEM 15 – CUSTODY

<p>If you have <i>custody</i> of <i>client</i> funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your <i>clients</i>, explain that <i>clients</i> will receive account statements from the broker-dealer, bank or other qualified custodian and that <i>clients</i> should carefully review those statements. If your <i>clients</i> also receive account statements from you, your explanation must include a statement urging <i>clients</i> to compare the account statements they receive from the qualified custodian with those they receive from you.</p>	<p>The Advisor does not hold any Client assets at its own offices, but rather utilizes the services of qualified custodians where assets are held in an account in the Client's name. Both the Advisor and the Client's independent fund administrator receive and review account statements from the qualified custodians on a monthly basis. Account information is also available on a daily basis.</p>
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## ITEM 16 – INVESTMENT DISCRETION

<p>If you accept <i>discretionary authority</i> to manage securities accounts on behalf of <i>clients</i>, disclose this fact and describe any limitations <i>clients</i> may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (<i>e.g.</i>, execution of a power of attorney).</p>	<p>The Advisory Agreement provides the Advisor with full discretionary authority to manage the Client’s investments pursuant to the investment objective stated in the Advisory Agreement. As described in Item 4 and Item 8, the Advisor has delegated a portion of its discretionary authority to its sub-advisors.</p>
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## ITEM 17 – VOTING CLIENT SECURITIES

<p>A. If you have, or will accept, authority to vote <i>client</i> securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your <i>clients</i> can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your <i>clients</i> with respect to voting their securities. Describe how <i>clients</i> may obtain information from you about how you voted their securities. Explain to <i>clients</i> that they may obtain a copy of your proxy voting policies and procedures upon request.</p>	<p>Due to the nature of the Client’s investments, we do not anticipate any situations that would require a proxy vote. However, we have adopted policies in the unlikely event that one of the Client’s investments requires a proxy vote. Such policies are focused on the best interest of the Client. A copy of the Advisor’s proxy voting policies and procedures is available upon request by contacting the Advisor.</p>
<p>B. If you do not have authority to vote <i>client</i> securities, disclose this fact. Explain whether <i>clients</i> will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) <i>clients</i> can contact you with questions about a particular solicitation.</p>	<p>Not applicable.</p>

## ITEM 18 – FINANCIAL INFORMATION

A. If you require or solicit prepayment of more than \$1,200 in fees per <i>client</i> , six months or more in advance, include a balance sheet for your most recent fiscal year.	Not applicable. The Advisor does not collect fees in advance.
B. If you have <i>discretionary authority</i> or <i>custody</i> of <i>client</i> funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per <i>client</i> , six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to <i>clients</i> .	Not applicable. The Advisor does require prepayment of fees.
C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.	The Advisor has not been the subject of a bankruptcy petition.