

SVOF/MM, LLC

Form ADV Part 2A

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This Brochure provides information about the qualifications and business practices of SVOF/MM, LLC ("SVOF/MM"). If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer at the number set forth above. This Brochure has not been approved by the US Securities Exchange Commission ("SEC") or any state securities authority. Additional information about SVOF/MM is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Summary of Material Changes

Since filing our last annual updating amendment to Form ADV Form 2A, there have been no material changes since we last filed our annual updating amendment to Form ADV Part 2A.

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Item 4: Advisory Business

SVOF/MM, LLC (“SVOF/MM”) is a Delaware limited liability company and is registered as an investment advisor under the Investment Advisers Act of 1940.¹

SVOF/MM is controlled by Mark K. Holdsworth, Howard M. Levkowitz and Tennenbaum & Co., LLC, an entity owned by Michael E. Tennenbaum and his spouse.

SVOF/MM serves as general partner or managing member to six clients following two strategies. These strategies are briefly described below. SVOF/MM’s clients are a registered investment company, a business development company and unregistered private investment vehicles. Tennenbaum Capital Partners, LLC (“TCP”) is the investment manager for our clients.

Middle-Market Performing Credit

SVOF/MM serves as managing member or general partner for clients that provide debt financing to meet the distinct and underserved needs of middle-market companies in support of LBO activity, growth, corporate acquisitions and refinancings/recapitalizations. Most transaction deal flow is either directly originated or sourced through trusted intermediaries in the primary market. Our clients also selectively acquire performing debt in the secondary market. Our clients finance both private equity sponsored companies as well as non-sponsored companies by providing 1st lien, 2nd lien and other debt instruments, with a preference for floating rate versus fixed rate debt.

Special Situations

SVOF/MM serves as managing member or general partner for clients that invest in companies undergoing operational, financial or industry change through both private lending activities (often referred to as rescue financing) or through secondary market purchases (which we refer to as deep-value investing). Our clients provide rescue financing to companies that do not have easy access to conventional capital sources and generally need capital to avoid a restructuring or insolvency. Through deep-value investing, our clients purchase debt in the secondary market at a discount to what we believe is its intrinsic value. These investments include 1st lien and 2nd lien loans, bonds and other debt-like instruments that may ultimately provide equity in the form of warrants, preferred or common shares or other equity rights.

Item 5: Fees and Compensation

SVOF/MM does not charge management fees to its clients. SVOF/MM may charge administration fees to certain clients.

¹ Registration as an investment adviser with the SEC (as defined on the cover page) does not imply a certain level of skill or training.

Item 6: Performance-Based Fees and Side-by-Side Management

Each of our clients is a qualified client or a business development company. Performance-based fees vary among SVOF/MM's clients. Performance-based fees may be subject to hurdles and/or other conditions, depending, among other things, on the strategy and structure of the client. Specific details regarding performance fees, if any, are set out in the offering materials, disclosure documents, investment management agreements and/or governing documents of the relevant client. Because the amount and/or existence of performance fees may vary among our clients, conflicts may arise regarding the allocation of investments or opportunities among SVOF/MM's clients. SVOF/MM intends to allocate investment opportunities in a manner that it believes in its judgment and based upon its fiduciary duties to be appropriate considering a variety of factors such as the investment objectives, size of transaction, investable assets, alternative investments potentially available, prior allocations, liquidity, maturity, expected holding period, diversification, lender covenants and other client-specific limitations. Investments that are suitable for one client may not be suitable for another client. In certain cases, investment opportunities may be made other than on a pro rata basis. For example, one client may desire to retain an asset at the same time that another client desires to sell it or one client may not have additional capital to invest at a time when another client does have available capital. To the extent that investment opportunities are suitable for more than one client, SVOF/MM allocates investment opportunities pro rata among its clients based on the amount of funds each then has available for such investment taking into account factors such as those listed above. Investment opportunities in certain privately placed securities will be subject to allocation pursuant to the terms of a co-investment exemptive order issued by the SEC under the Investment Company Act of 1940, as amended, applicable to funds and accounts managed by SVOF/MM and its affiliates.

There may be situations in which one or more of our clients might invest in different securities issued by the same company. It is possible that if the company's financial performance and condition deteriorates such that one or both investments are or could be impaired, we might face a conflict of interest given the difference in seniority of the respective investments. In such situations, we would review the conflict on a case-by-case basis and implement procedures consistent with our fiduciary duty to enable us to act fairly to each of our clients in the circumstances. Any procedures implemented by us will take into consideration the interests of each of the affected clients, the circumstances giving rise to the conflict, the procedural efficacy of various methods of addressing the conflict and applicable legal requirements.

Item 7: Types of Clients

SVOF/MM serves as general partner or managing member to a registered investment company, a business development company and unregistered private investment vehicles. Account opening requirements and minimum account size are subject to SVOF/MM's discretion. Other than shares of TCP Capital Corp., which are offered for sale to retail investors, investment in our clients is generally only available to institutional investors and certain high net worth investors that are "accredited investors" and "qualified purchasers" or non-"U.S. persons" within the meaning of the Securities Act of 1933 and the Investment Company Act of 1940, as applicable. A \$100 million minimum investment is generally required to open a new client account.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

SVOF/MM serves as general partner or managing member to clients following two strategies. Each of these strategies is briefly described in Item 4 above. Additional details regarding each investment strategy are available in the private placement memorandum or prospectus and organizational documents for each client. As stated above, TCP is the investment manager for our clients.

Investing in securities involves risk of loss which clients should be prepared to bear. Material risks associated with investment in each of SVOF/MM's clients are summarized below and, to the extent applicable, set forth in the private placement memorandum or prospectus for each client. The following summary is not an enumeration of all risks involved in connection with the strategies followed by our clients.

Each of our investment strategies entails a high degree of risk. There can be no assurance that our clients will be able to achieve their investment objectives or that holders of equity interests in our clients will recoup any or all of their investment in the client or receive a positive return on their capital. Furthermore, any returns generated by our clients may not adequately compensate investors for the business and financial risks assumed upon making an investment in our clients. An investment in the equity interests of our clients may not be appropriate for all prospective investors. A prospective investor should carefully review the risk factors described in each client's disclosure documents and consider his or her ability to assume these risks before making an investment in any SVOF/MM client.

Risk Factors

High Yield Securities. High yield securities are expected to be rated below investment-grade by one or more nationally recognized statistical rating organizations or will be unrated but of comparable credit quality to obligations rated below investment-grade, and have greater credit and liquidity risk than more highly rated obligations. High yield securities are often unsecured and may be subordinate to other obligations of the obligor. The lower rating of high yield securities reflects a greater possibility that adverse changes in the financial condition of the issuer or in general economic conditions (including, for example, a substantial period of rising interest rates or declining earnings) or both may impair the ability of the issuer to make payment of principal and interest. Many issuers of high yield securities are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their obligations. Overall declines in the below investment-grade bond and other markets may adversely affect such issuers by inhibiting their ability to refinance their obligations at maturity.

High yield securities are often issued in connection with leveraged acquisitions or recapitalizations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. High yield securities that are debt instruments have historically experienced greater default rates than has been the case for investment-grade

securities. Moreover, such obligations may not be protected by financial covenants or limitations upon additional indebtedness.

Bank Loans. Loans and loan participations originated by banks and other financial institutions are typically referred to as "bank loans." Such investments may include loans of a type generally incurred by borrowers in connection with highly leveraged transactions, often to finance internal growth, acquisitions, mergers or stock purchases, or for other reasons. As a result of the additional debt incurred by the borrower in the course of the transaction, the borrower's creditworthiness is often judged by the rating agencies to be below investment-grade.

Bank loans are typically at the most senior level of the capital structure, and are often secured by specific collateral, including, but not limited to, trademarks, patents, accounts receivable, inventory, equipment, buildings, real estate, franchises and common and preferred stock of the obligor or its affiliates. Bank loans often contain restrictive covenants designed to limit the activities of the borrower in an effort to protect the right of lenders to receive timely payments of principal and interest. Bank loans usually have shorter terms than subordinated obligations and may require mandatory prepayments from excess cash flow, asset dispositions and offerings of debt and/or equity securities. Investments in bank loans and other debt obligations are likely to be below investment-grade and are treated as high yield securities.

Distressed Debt. Investments in the securities and other obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default, generally trade significantly below par and are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments. Typically such workout or bankruptcy proceedings result in only partial recovery of cash payments or an exchange of the defaulted obligation for other debt or equity securities of the issuer or its affiliates, which may in turn be illiquid or speculative.

There are a number of significant risks inherent in the bankruptcy process. First, many events in a bankruptcy are the product of contested matters and adversary proceedings and are beyond the control of the creditors. While creditors are generally given an opportunity to object to significant actions, there can be no assurance that a bankruptcy court in the exercise of its broad powers would not approve actions that would be contrary to the interests of a client. Second, the effect of a bankruptcy filing on an issuer may adversely and permanently affect the issuer. The issuer may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. If for this or any other reason the proceeding is converted to a liquidation, the value of the issuer may not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investment can be adversely affected by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court and until it ultimately becomes effective. Fourth, the administrative costs in connection with a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. Fifth, bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization. Because the standard for classification is vague, there exists the risk that a client's influence with respect to the class of securities or other obligations it owns can be lost by increases in the number and

amount of claims in that class or by different classification and treatment. Sixth, in the early stages of the bankruptcy process it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. Seventh, especially in the case of investments made prior to the commencement of bankruptcy proceedings, creditors can lose their ranking and priority if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions. Eighth, certain claims that have priority by law (for example, claims for taxes) may be substantial and reduce the amount available to other creditors. Ninth, the bankruptcy process may increasingly be subject to political risk, especially in industries deemed to be of national importance. Tenth, bankruptcy court is a court of equity and the proceedings are therefore subject to substantially judicial discretion. Finally, inasmuch as each insolvency proceeding is unique, unknown and unforeseen events may affect the process and adversely affect the returns.

Mezzanine Investments. Mezzanine investments are primarily privately negotiated subordinated debt and equity securities issued in connection with leveraged transactions, such as management buyouts, acquisitions, refinancings, recapitalizations and later stage growth capital financings, and are generally rated below investment-grade. Mezzanine investments may also include investments with equity participation features such as warrants, convertible securities, senior equity investments and common stock. Mezzanine investments are subject to the same risks described above in the case of high yield securities, and also may be subject to risks associated with illiquid investments, since there will usually be relatively few holders of any particular mezzanine investment.

Borrower Fraud. Of paramount concern when investing in loans is the possibility of material misrepresentation or omission on the part of the borrower. Such inaccuracy or incompleteness may adversely affect, among other things, the valuation of the collateral underlying the loans. TCP will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. While TCP will conduct due diligence with respect to the collateral before investing, including obtaining appraisals of inventory values from independent sources, and will seek to obtain appropriate monitoring rights, there can be no assurance that TCP will detect representational borrower fraud or inaccuracy or that any investment will not be adversely affected by such fraud or inaccuracy.

Payment-in-kind Interest Risk. Loans may contain a payment-in-kind, or PIK, interest provision. PIK investments carry additional risk as holders of these types of securities receive no cash until the cash payment date unless a portion of such securities is sold. If the issuer defaults a client may obtain no return on its investment. The PIK interest, computed at the contractual rate specified in each loan agreement, is added to the principal balance of the loan and recorded as interest income.

Prepayment Risk. Certain loans are prepayable at any time, some of them at no premium to par. TCP cannot predict when such loans may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that permit such company to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for a client in the future below the

current yield disclosed for our portfolio if the capital returned cannot be invested in transactions with equal or greater expected yields.

General Credit Risks of Debt Obligations. Debt portfolios are subject to credit and interest rate risks. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument, and debt obligations which are rated by rating agencies are often reviewed by such agencies and may be subject to downgrade. "Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Interest Rate and Investment Risk Management. The use various investment strategies to hedge interest rate risks are generally accepted as portfolio management techniques and are regularly used by many investment funds and other institutional investors. Techniques and instruments may change over time as new instruments and strategies are developed or regulatory changes occur. TCP may use any or all such types of interest rate hedging transactions at any time (or may elect to use no such strategy at any particular time) and no particular strategy will dictate the use of one transaction rather than another. The choice of any particular interest rate hedging transactions will be a function of numerous variables, including market conditions. However, TCP has historically emphasized acquiring floating-rate assets based on the same index as its floating-rate liabilities.

Although TCP intends to engage in interest rate hedging transactions only for hedging and risk management purposes and not for speculation, use of interest rate hedging transactions involves certain risks. These risks include (i) the possibility that the market will move in a manner or direction that would have resulted in gain for a client had interest rate hedging transactions not been utilized, in which case it would have been better had such client not engaged in the interest rate hedging transactions, (ii) the risk of imperfect correlation between the risk sought to be hedged and the interest rate hedging transactions utilized and (iii) potential illiquidity for the hedging instrument utilized, which may make it difficult for a client to close out or unwind one or more interest rate hedging transactions.

Lender Liability Considerations and Equitable Subordination. In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. Because of the nature of certain of investments made for TCP's clients, clients could be subject to allegations of lender liability.

In addition, under common law principles that in some cases form the basis for lender liability claims, if a lending institution (i) intentionally takes an action that results in the under capitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence to dominate or control a borrower to the detriment of the other creditors of such borrower, a court may elect to subordinate the claim of the offending lending institution to the claims of the disadvantaged creditor or creditors, a remedy called "equitable subordination." Because of the nature of certain of client investments and investments in an obligor by affiliates of a client, clients could be subject to claims from creditors of an obligor that such client investments issued by such obligor that are held by such client should be equitably subordinated. A significant number of investments are expected to involve investments in which clients would not be the lead creditor. It is, accordingly, possible that lender liability or equitable subordination claims affecting client investments could arise without the direct involvement of such client.

Equity Securities. Equity securities generally involve a high degree of risk and will be subordinate to the debt securities and other indebtedness of the issuers of such equity securities. Prices of equity securities generally fluctuate more than prices of debt securities and are more likely to be effected by poor economic or market conditions. In some cases, the issuers of such equity securities may be highly leveraged or subject to other risks such as limited product lines, markets or financial resources. In addition, some of these equity securities may be illiquid. Because of perceived or actual illiquidity or investor concerns regarding leveraged capitalization, these securities often trade at significant discounts to otherwise comparable investments or are not readily tradable. These securities generally do not produce current income for a client and may also be speculative. Clients may experience a substantial or complete loss on individual equity securities.

Derivatives Risk. Investments in derivatives, such as futures, options, swaps or tender-option bonds, which can be used to hedge a portfolio's investments or to seek to enhance returns, entail specific risks relating to liquidity, leverage and credit that may reduce returns and/or increase volatility. Leverage may involve the use of various financial instruments or borrowed capital in an attempt to increase the return of an investment. The use of leverage involves risk, including the potential for higher volatility and greater declines of a portfolio's value, and fluctuations of dividend and other distribution payments.

Valuation Risk. Debt and equity investments for which market quotations are not readily available, which is the case for many of our investments, or for which market quotations are deemed not to represent fair value, are valued at fair value as determined in good faith by TCP

using a consistently applied valuation process in accordance with our documented valuation policy. For our registered and business development company clients, our policies are reviewed and approved by the client's board of directors which also approves in good faith the valuation of investments as the end of each quarter. Due to the inherent uncertainty and subjectivity of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ significantly from the values that would have been used had a readily available market value existed for such investments and may differ materially from the values that we may ultimately realize. In addition, changes in the market environment and other events may have differing impacts on the market quotations used to value some of our investments than on the fair values of our investments for which market quotations are not readily available. Market quotations may be deemed not to represent fair value in certain circumstances where we believe that facts and circumstances applicable to an issuer, a seller or purchaser, or the market for a particular security cause current market quotations to not reflect the fair value of the security. Examples of these events could include cases where a security trades infrequently causing a quoted purchase or sale price to become stale, where there is a "forced" sale by a distressed seller, where market quotations vary substantially among market makers, or where there is a wide bid-ask spread or significant increase in the bid-ask spread.

Liquidity Risk. Investments generally are made and will continue to be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of such investments may make it difficult to sell such investments if the need arises. In addition, if all or a portion of a client's portfolio is required to be liquidated quickly, such client may realize significantly less than the value at which it had previously recorded its investments. Further, other restrictions on a client's ability to liquidate an investment in a portfolio company to the extent that such client or an affiliated manager has material non-public information regarding such portfolio company.

Item 9: Disciplinary Information

None.

Item 10: Other Financial Industry Activities and Affiliations

Tennenbaum Capital Partners, LLC ("TCP") is the investment manager for our clients. TCP, SVAR/MM, LLC, Tennenbaum Waterman GP, LLC, Tennenbaum Senior Loan GP II, LLC, Tennenbaum Senior Loan GP III, LLC, Tennenbaum Senior Loan GP IV-A, LLC and Tennenbaum Senior Loan GP IV-B, LLC are under common control with SVOF/MM. TCP is a registered investment advisor.

Item 11: Code of Ethics, Participation, or Interest in Client Transactions and Personal Trading

SVOF/MM has adopted a consolidated code of ethics, which includes our policy regarding insider trading. Our Code of Ethics also lays out general principles of fiduciary duty to which all of our employees must adhere and also sets out various reporting requirements and securities trading restrictions applicable to SVOF/MM employees and, indirectly, members of their immediate family.

In rare circumstances, SVOF/MM may recommend to clients that they buy or sell investments of an issuer in which a related person of SVOF/MM has some financial interest. Any related person with such a financial interest is required by the policies of SVOF/MM to (1) disclose such interest to the investment committee and investment staff as applicable, and (2) be recused from SVOF/MM's process of determining of whether to make such a recommendation to a client, prior to such a recommendation being made by SVOF/MM.

In rare circumstances, SVOF/MM or a related person may acquire or sell investments that it recommends to, or acquires or sells on behalf of, a client at or about the same time. This would only typically occur either: (1) as part of a joint purchase (with all terms of SVOF/MM's financial interest disclosed) and (2) with full disclosure of SVOF/MM's previous purchases, if any, and intended disposition strategy.

Related persons of SVOF/MM may also acquire or sell for their own account investments that SVOF/MM also recommends to clients but only in situations in which such purchases or sales are not likely to have any economic impact on a client or on its ability to acquire or sell investments of the same class or other investments in the same issuer. Such purchases and sales are restricted by SVOF/MM's Code of Ethics, which prohibits access persons from acquiring or selling investments in an issuer in which any client is invested, or investments in any issuer in which SVOF/MM is recommending or considering recommending a client invest, except under certain circumstances which include prior approval by SVOF/MM's Chief Compliance Officer.

Clients may obtain SVOF/MM's Code of Ethics by requesting a copy from SVOF/MM's Chief Compliance Officer.

Item 12: Brokerage Practices

In executing transactions for clients and selecting brokers or dealers, SVOF/MM will seek to obtain best execution, including best price, and taking into account such factors as price of the security, SVOF/MM's knowledge of negotiated commission rates and spreads currently available, the reasonableness of the commission or its equivalent for the specific transaction, the size of the order, the desired timing of the transaction, the nature and character of the security or instrument being traded and the markets on which it is purchased or sold, the activity existing and expected in the market for the particular security or instrument, the full range of brokerage services provided, the difficulty of execution and the operational facilities of the broker or dealer, the quality of the research or other products or services provided, and the broker or dealer's skill in positioning a block of securities. Brokerage services include the ability to most effectively execute large orders without adversely impacting markets and positioning securities in order to

enable SVOF/MM to effect orderly transactions for clients. Research or other products or services received from brokers or dealers may be used to service any of SVOF/MM's clients.

Because commissions are only one of the factors to be considered when selecting best execution, transactions will not always be executed at the lowest available commission, and SVOF/MM may effect transactions in which the commission is in excess of a commission which another broker might have charged.

As a general matter, SVOF/MM believes that aggregation of orders for multiple clients is consistent with its duty to seek best execution. Aggregation of orders facilitates more efficient and less costly execution by enabling a broker to work a large order throughout the day, rather than dealing with multiple small orders and avoids competition in the marketplace among what otherwise would be smaller, separate orders of clients. In any case in which SVOF/MM believes that aggregation would result in higher total transaction costs to clients, it will not effect the transaction on an aggregated basis. In certain circumstances, an order clerk may determine to place orders for the same security with more than one broker-dealer in order to obtain best execution. For example, if any single market maker has insufficient access to satisfy an aggregated purchase order, it may be necessary to use multiple market makers to complete the order.

Before aggregating orders from particular clients, SVOF/MM will determine that the practice is consistent with the terms of the investment advisory agreement with, and other directions from, such clients. A list of clients that have directed brokerage to a particular broker and may therefore not be able to participate in aggregated orders will be prepared and updated periodically by the order desk.

Item 13: Review of Accounts

For all clients, an investment committee of TCP meets weekly to review the accounts and discuss portfolio investments. The voting members of the committee vary by client but are managing partners of TCP, the investment adviser to our clients, and, in the case of our client that is co-managed by Babson Capital Management LLC, one representative of Babson. All portfolios are reviewed at least quarterly with detailed written reports. More frequent reviews occur upon a material change in circumstances and/or pricing of an investment or market conditions.

Quarterly financial statements are prepared for all clients.

Item 14: Client Referrals and other Compensation

None.

Item 15: Custody

SVOF/MM maintains custody of client funds and securities for certain clients. All clients receive account statements from the independent custodian and the account statements are reconciled on a regular basis with SVOF/MM's records. The reconciliation is performed by accounting staff members of TCP who do not take part in the trading, settlements or portfolio management functions for the clients.

Item 16: Investment Discretion

SVOF/MM has discretionary investment authority over all client accounts, subject to the investment strategy, objectives and restrictions applicable to each client as described in each client's private placement memorandum, prospectus, organizational documents and/or investment management agreement. SVOF/MM has delegated investment authority to TCP, the investment advisor to our clients.

Item 17: Voting Client Securities

SVOF/MM has delegated authority to vote proxies on behalf of its clients to TCP. TCP has adopted a Proxy Voting Policy that sets forth TCP's position on various routine proxy proposals, as well as guidelines for voting on non-routine issues and dealing with conflicts of interest arising in the proxy-voting process. SVOF/MM's clients do not have the ability to direct proxy voting.

It is unlikely that conflicts of interest will arise in the context of TCP's proxy voting, because TCP does not engage in investment banking, the advising of public companies or, except in cases where it exercises control, the managing of public companies.

In addition, insofar as TCP refers discretionary votes to its portfolio managers, portfolio managers are required to disclose any personal or business relationship that they or their immediate family members may have with an issuer soliciting proxies from our clients. If a portfolio manager conflict is identified with respect to a given proxy vote, the Investment Committee will remove such vote from the conflicted portfolio manager and will instead consider and cast the vote, refer the vote to an independent third party or abstain from voting.

In the event a privately-placed security as to which SVOF/MM or its affiliated adviser entities negotiated more than price related terms is held by a fund registered as an investment company or regulated as a business development company, in each case under the Investment Company Act of 1940 ("Registered/BDC Fund") and is the subject of a proxy solicitation or other voting or consent solicitation, and any unregistered fund or separate account managed by SVOF/MM or its affiliated adviser entities also owns securities of the same class as the security held by the Registered/BDC Fund that is the subject of the proxy, vote or consent, then SVOF/MM will vote such security in the same manner and at the same time for each client, and in amounts proportionate to each client's investment in such security; provided that if SVOF/MM or its affiliated adviser entities believes that the foregoing policy is not in the best interests of a particular client in a particular situation, SVOF/MM or its affiliated adviser entities shall be

permitted to deviate from the foregoing policy only if it has (i) submitted a proposal to the boards of directors of each applicable Registered/BDC Fund explaining the basis for such deviation and (ii) received the approval of a majority of those directors of the Registered/BDC Fund who (a) during the previous two years have had no material business or professional relationship with any of the Registered/BDC Fund or any other entity or separate account managed by SVOF/MM or its affiliated adviser entities (other than as a director of the Registered/BDC Fund) and (b) have no direct or indirect financial interest in the proxy solicitation, vote or consent other than through an investment in one or more of the Registered/BDC Funds or any other entity or separate account managed by SVOF/MM or its affiliated adviser entities.

In the event that a potential material conflict of interest does arise and is not addressed by the foregoing procedures, the primary means by which SVOF/MM avoids a material conflict of interest in the voting of proxies for its clients is by casting such votes solely in the interests of its clients and in the interests of maximizing the value of their portfolio holdings.

Clients may obtain information on how proxies have been voted and may obtain a copy of TCP's Proxy Voting Policy by requesting such information from the Chief Compliance Officer.

Item 18: Financial Information

There are no financial conditions that are reasonably likely to impair SVOF/MM's ability to meet contractual commitments to its clients.