

FIRM BROCHURE

**MOUNTAIN POINT CREDIT MANAGEMENT LLC**

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April 12, 2024

This firm brochure (“Brochure”) provides information about the qualifications and business practices of Mountain Point Credit Management LLC (“Mountain Point”). If you have any questions about the contents of this Brochure, please contact Mountain Point’s Chief Compliance Officer at (203) 340-8500 or [cco@eaglepointcredit.com](mailto:cco@eaglepointcredit.com). The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority. References to Mountain Point as a “registered investment adviser” do not imply a certain level of skill or training.

Additional information about Mountain Point is also available on the website of the U.S. Securities and Exchange Commission at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes**

Not applicable.

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## Item 4. Advisory Business

### *General*

Mountain Point Credit Management LLC (“**Mountain Point**” or the “**Firm**”) was formed in February of 2024 and intends to commence operations soon after the date of this Brochure. Mountain Point focuses its investment advisory services on the management of U.S. senior secured bank loans and related investments. Initially, Mountain Point expects to provide discretionary investment advisory services to a privately offered pooled investment vehicle. Thereafter, the clients to whom Mountain Point expects to provide investment advisory services may include (1) additional privately offered pooled investment vehicles and their subsidiaries (“**Private Funds**”), and (2) separately managed accounts (collectively, the “**Accounts**”). Mountain Point may provide both discretionary and non-discretionary investment advisory services to Accounts.

The Accounts to which Mountain Point intends to provide investment advisory services are expected to invest primarily in U.S. senior secured bank loans. Mountain Point expects to employ leverage in connection with its management of such Accounts. While Mountain Point does not currently expect to do so, depending on an Account’s particular investment mandate, Mountain Point may also provide investment advisory services with respect to other types of securities and investments. Mountain Point’s investment strategies are described further under “*Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss*”.

### *Mountain Point’s Ownership*

MPCK Holdings LLC (“**MP Holdings**”) is currently the sole member of the Firm. MP Holdings is principally owned by Eagle Point Holdings LP (“**EP Holdings**”), which in turn is majority owned by certain of the “Trident Funds” (including certain affiliates, collectively, the “Trident Funds”), which are a series of private equity funds managed by Stone Point Capital LLC (“Stone Point”), an SEC-registered investment adviser. The Trident Funds indirectly hold interests in Mountain Point through EP Holdings and various intermediary holding companies. The Trident Funds and Stone Point are described further under “*Item 10 – Other Financial Industry Activities and Affiliations.*”

### *Advisory Agreements and Private Funds*

Mountain Point will generally enter into a separate investment advisory agreement with each Account that it manages and each such Account will be managed in accordance with the investment objectives, strategies, restrictions and guidelines communicated to Mountain Point by the applicable client, as such terms are set forth in the applicable agreement or other governing document. In this respect, each Private Fund will be managed by Mountain Point in accordance with the investment objectives, strategies, restrictions and guidelines set forth in the Private Fund’s Governing Documents. As such, because Mountain Point will only provide investment advice to a Private Fund in accordance with the Private Fund’s Governing Documents, Mountain Point will not provide individualized advice to the investors in such Private Fund (and an investment in a Private Fund does not, in and of itself, create an advisory relationship between the investor and Mountain Point, although Mountain Point may enter into separate advisory arrangements with any such investor pursuant to a separately executed investment advisory agreement). Therefore, each investor must consider for itself whether a Private Fund meets the investor’s investment objectives and risk tolerance before investing.

### *Variation of Investment Terms*

Mountain Point (or an affiliate) is not restricted from entering into separate agreements, commonly referred to as “side letters,” or other similar agreements with one or more different investors in a Private Fund in connection with such persons’ investment in the Private Fund (or otherwise) without the approval of any other investor therein. These agreements could have the effect of establishing rights under, or supplementing the terms of, a Private Fund’s Governing Documents with respect to that investor in a manner more favorable than those applicable to other investors. The rights or terms in any such side letter or other similar agreement may include, without limitation (1) reporting obligations of the General Partner and other information concerning the applicable Private Fund, (2) waiver of certain confidentiality obligations, (3) reduction of fees applicable to such investor and/or performance allocations made with respect to such investor, (4) waiver of certain restrictions on the ability of the investor to withdraw all or part of its investment, (5) consent of the General Partner to certain transfers by the investors, or (6) rights or terms necessary in light of particular legal, regulatory or public policy characteristics of an investor. Certain investors that may have the benefits of a “most favored nation” provision are given the opportunity to elect the rights and terms in any side letter or other similar agreement that are applicable to other investors. As a result, some investors may have more favorable investment terms, including those relating to information and liquidity, than others. If Mountain Point were to grant increased liquidity to an investor, particularly where such an agreement is accompanied by enhanced information about a Private Fund’s operations or investments (often referred to as “transparency rights”), other investors may be disadvantaged.

Mountain Point, in its sole discretion, may offer more favorable terms (e.g., lower investment minimums, reduced or eliminated fees) to its personnel, related persons or others, including with respect to dedicated vehicles that invest in or alongside a Private Fund.

### *Management of Client Assets*

Because Mountain Point is recently formed and has not commenced investment advisory operations as of the date of this Brochure, Mountain Point does not current have any client assets under management.

### *About this Brochure*

Mountain Point intends to provide this Brochure to current or certain prospective clients of Mountain Point. Mountain Point may also provide this Brochure to current or certain prospective investors in a Private Fund, together with a Private Fund’s offering memorandum, constitutive documents and other related documents (collectively, “**Governing Documents**”), prior to or in connection with such person’s consideration or execution of an investment in a Private Fund.

Investors and other recipients should be aware that while the Brochure may include information about specific investment vehicles advised by Mountain Point, the Brochure should not be considered to represent a complete discussion of the features, risks or conflicts associated with any particular vehicle. More complete information about a Private Fund will be included in such Private Fund’s Governing Documents, which may be provided to current and eligible prospective investors only by Mountain Point or another authorized party.

**In no event should this Brochure be considered to be an offer of interests in any Private Fund or otherwise relied upon in determining to invest in any security. It is also not an offer of, or agreement to provide, advisory services directly to any recipient.**

Rather, this Brochure is designed to provide information about Mountain Point for the purpose of compliance with Mountain Point's obligations under the U.S. Investment Advisers Act of 1940, as amended (the "*Advisers Act*"). Accordingly, the Brochure responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in a Private Fund's Governing Documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any Governing Document, the Governing Document shall govern.

Mountain Point does not intend to participate in a Wrap Fee Program.

## **Item 5. Fees and Compensation**

### ***General***

Mountain Point will generally receive advisory fees in connection with the investment management services it provides to the Accounts. The particular fees applicable to an Account are set forth in the investment advisory agreement applicable to such Account or, in the case of a Private Fund, are also described in the applicable Governing Documents or disclosure documents, as applicable.

Prospective investors and clients should be aware that Mountain Point's fees may change over time and that different fee schedules may apply if Mountain Point adopts new investment strategies or establishes additional Accounts in an existing strategy, or a prospective investor or client negotiates a different fee schedule. Thus, different Accounts, and different investors in the same Private Fund, may pay different fees based on, among other things, waivers and investment dates.

### ***Fees***

Mountain Point does not maintain a fixed fee schedule for client Accounts. Specific fee arrangements applicable to any Account are generally subject to negotiation in Mountain Point's sole discretion based on, among other factors, the nature of the strategy and services to be provided by Mountain Point, total market value invested with Mountain Point, regulatory and reporting requirements, requested customization, and any other relevant factors, including employment or familial relationships with Mountain Point, its affiliates or the principals thereof. In addition, Mountain Point may waive or reduce fees in respect of an investor's investment in a Private Fund in its sole discretion.

*Management Fees.* Management fees in respect of an Account may vary from Account to Account as described above and may be based on an Account's total assets, net assets, aggregate principal amount of loans held, or any other basis, or a combination of any of the foregoing.

*Payment Terms.* In no event will an Account pay fees to Mountain Point six or more months in advance. To the extent any fees are paid in advance, Mountain Point will give the applicable Account a *pro rata* refund if Mountain Point is terminated as investment manager prior to the end of a payment period.

### ***Other Expenses***

Each Account, including each Private Fund, will pay certain other fees, expenses and costs (in addition to the Firm's management fee and incentive allocation (if applicable)), which may include among others: (1) organizational and offering expenses (including expenses associated with the organization of investment subsidiaries or other subsidiaries); (2) fees, costs and expenses related to the purchase, holding, monitoring, transfer and disposition of assets (to the extent not reimbursed); (3) costs and expenses related to indebtedness incurred by an Account; (4) fees, costs and expenses related to financing vehicles and other types of pooled investment vehicles, to the extent an Account has a direct or indirect equity interest therein;

(5) taxes, fees or other governmental charges levied against an Account; (6) other investment-related expenses; (7) auditing and tax preparation expenses; (8) custodial expenses; (9) brokerage commissions or fees; (10) fees and expenses of external accountants, external counsel and other third-party professionals (including, if applicable, fees incurred in connection with specific transactions); (11) third-party administration fees and third-party valuation fees; (12) fees paid to the agent (which may be Mountain Point or its affiliate) on certain loan or other debt transactions; (13) costs of insurance; (14) litigation and indemnity expenses; (15) costs of dissolving and winding up; and (16) extraordinary expenses.

In the case of each Private Fund, a more detailed description of the expenses borne by the Private Fund will generally be included in such Private Fund's Governing Documents. In certain cases, as described in the applicable Governing Documents, certain of such expenses may be paid to Mountain Point or its affiliates to the extent of services provided by them to a Private Fund (e.g., certain administrative and compliance expenses and overhead of Mountain Point or its affiliates).

Certain of the expenses borne by an Account may also be incurred by, or allocable to, other Accounts or Mountain Point or its affiliates. Therefore, from time to time, Mountain Point will be required to determine in its sole discretion how certain costs and expenses are to be allocated among multiple Accounts and/or Mountain Point and its affiliates. To the extent an Account, on the one hand, and Mountain Point, its affiliates and/or one or more other Accounts, on the other hand, incur costs or expenses that are applicable to more than one of them, Mountain Point will allocate such costs and expenses in a manner that it determines to be fair and reasonable, notwithstanding its interest in the outcome. Mountain Point may also make corrective allocations should it determine that such corrections are necessary or advisable. In such cases, Mountain Point negotiates any such arrangement on an arm's-length basis, taking into account the market for the applicable services.

Further, Mountain Point and its affiliates, and their respective personnel and the investment funds and accounts that may be managed by such persons, have interests in companies that provide services to asset management firms such as Mountain Point, and to other businesses. Because of these relationships, such persons have a conflict of interest when considering and selecting service providers with respect to an Account and have an incentive to select those service providers in which such persons have an interest. The selection of such a service provider may result in an Account bearing fees and expenses paid to a service provider that is affiliated with, or otherwise has a relationship with, Mountain Point or its affiliates.

In addition, Mountain Point has a conflict of interest where a service provider (e.g., legal counsel or accountants) provides services directly to Mountain Point or one of its affiliates, and separately provides services to one or more Accounts, in that Mountain Point or an affiliate thereof may potentially obtain services at a lower cost than it otherwise could have as a result of the service provider's work performed on behalf of, and the compensation paid to the service provider by, such Accounts. In particular, unless inconsistent with applicable governing documents, costs associated with services rendered to the benefit of an Account may be borne by such Account. Mountain Point and its affiliates may use some of the same service providers as are retained on behalf of one or more Accounts and, in some cases, fee rates, amounts or discounts may be offered to Mountain Point and its affiliates by a third party service provider which differ from those offered to an Account as a result of scheduled or ad hoc rate changes, differences in the scope, type or nature of the service or transaction, alternative fee arrangements and negotiation.

### ***Special or Additional Fee Arrangements***

In the event that Mountain Point establishes different or additional strategies, offers new Private Funds in an existing strategy, or otherwise negotiates fees with separate account clients, new fee schedules may be

established which may or may not be based on the general fee structures set forth above, as circumstances warrant, or which may be open to negotiation without a stated fee schedule.

### ***Valuation***

Mountain Point will be compensated, and in the case of certain Private Funds and certain other Accounts, Mountain Point or a General Partner may receive incentive allocations, based on the market value and/or performance of the Accounts. As a result, to the extent that Mountain Point and/or a General Partner values a security higher than its current market value (or where such market values are unreliable), Mountain Point and/or the General Partner could benefit by receiving a management fee or incentive allocation that is increased by the impact, if any, of such valuation discrepancy. Additionally, where an investor purchases or redeems interests in a Private Fund at a net asset value that is impacted by a discrepancy in valuation, such investor may receive a greater or lesser interest in such Private Fund than would have been the case absent the discrepancy. Similarly, existing and continuing investors in a Private Fund may be subject to dilution or accretion.

Certain assets in which the Accounts invest may not be publicly-traded and are thus generally more difficult to value than assets with readily available market prices. In addition, the assets in which the Accounts invest may, at any time or from time to time, be illiquid or thinly traded. The market for certain assets, such as certain types of loan interests, is generally not transparent. Furthermore, dealer quotations may have large spreads and may be indicative rather than representing an actual bid or offer, thereby decreasing the reliability of such quotations.

When evaluating the fair value of an investment, Mountain Point seeks to determine, in good faith, the price that the Account might reasonably expect to receive from the current sale of that investment in an arm's-length transaction. Mountain Point has adopted certain valuation policies and procedures pursuant to which it uses a variety of fair value techniques or methodologies in order to value the securities and other instruments in which the Accounts are invested. These policies and procedures seek to assure that assets are valued in good faith and as fairly as is reasonably practicable under the circumstances. The below description of Mountain Point's valuation policies and procedures is only intended as a general summary and the actual policies and procedures as in effect from time to time govern the Firm's processes.

Valuations of some or all of the Accounts' investments may require input from Mountain Point and/or other third parties. Valuations requiring input from Mountain Point or other third parties may be based on subjective inputs of such persons. The models, information and/or underlying assumptions utilized by Mountain Point will not always allow Mountain Point to correctly capture the fair value of an asset. Fair value or manual pricing is intended to yield a good faith approximation of the value of an asset and cannot, ex ante, be guaranteed to have reflected the actual or empirical value of any asset, as might be determined with the benefit of hindsight (particularly in periods of market distress) as fair value price adjustments may prove incorrect as to direction and magnitude.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

Mountain Point does not currently manage any Accounts that incur performance-based compensation.

### ***Side-by-Side Management***

Mountain Point, its affiliates and their personnel may have differing investment or pecuniary interests in various Accounts, particularly where Mountain Point or an affiliate holds or their personnel hold a significant investment in an Account. Mountain Point will face a conflict of interest when (1) the actions taken on behalf of one Account may impact other similar or different Accounts (e.g., because such



Accounts have the same or similar investment strategies or otherwise compete for investment opportunities, have potentially conflicting investment strategies or investments, or have differing ability to engage in short sales and economically similar transactions), and (2) Mountain Point and its personnel have differential interests in such Accounts. In such case, Mountain Point has an incentive to favor certain Accounts over others that may be less lucrative to the Firm, its affiliates or their personnel. Such conflicts present particular concern when, for example, Mountain Point places or allocates the results of transactions that Mountain Point believes could more likely result in favorable performance or when Mountain Point engages in a cross transaction. Additional information on such conflicts of interest is included in “*Item 10 – Other Financial Industry Activities and Affiliations*” and “*Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*”.

To mitigate the conflicts discussed in this Item 6, Mountain Point’s policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed by Mountain Point to its client Accounts and in accordance with applicable law, without consideration of Mountain Point’s (or its affiliates’ or personnel’s) pecuniary, investment or other financial interests.

#### **Item 7. Types of Clients**

Initially, Mountain Point expects to provide discretionary investment management services to a Private Fund for which there is currently no established minimum investment, although Mountain Point may establish a minimum investment amount in connection with the initial or subsequent closings of the Private Fund, all as set forth in the Private Fund’s Governing Documents.

Private Funds managed by Mountain Point are generally expected to be excepted from registration under the U.S. Investment Company Act of 1940, as amended (the “*Investment Company Act*”), pursuant to Section 3(c)(7) of the Investment Company Act or another applicable exception, and may be organized in jurisdictions outside of the United States (e.g., the Cayman Islands, etc.). Compliance with the Section 3(c)(7) exception requires that interests in such Private Funds to be restricted to certain investors. Specifically, investors who are eligible to invest in a Private Fund will be required to be (1) persons who are not “U.S. persons” as defined in Regulation S under the Securities Act of 1933, as amended (“*Securities Act*”), who are also “Non-United States Persons” as defined in Commodity Futures Trading Commission Rule 4.7, or (2) persons who are both “accredited investors” (as defined in Regulation D under the Securities Act) and “qualified purchasers” or “knowledgeable employees” of the Firm (each as defined under the Investment Company Act). Any Private Fund that relies on a different exception from registration under the Investment Company Act may impose restrictions on investors that vary from the foregoing.

#### **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

Below is a general summary of Mountain Point’s primary investment focus, the Firm’s methods of analysis, and certain related material risks. In the case of a Private Fund, more information on each of the above items can generally be found in the applicable Governing Documents.

The information contained in this Brochure is only a summary, and it is qualified in its entirety with respect to a Private Fund by the relevant Governing Documents.

##### ***Methods of Analysis and Investment Strategies***

Mountain Point’s investment strategy focuses primarily on direct investments in U.S. senior secured bank loans. However, to the extent permitted under an Account’s applicable documents, an Account’s particular investment strategy may also include other related investments. In this respect, Mountain Point generally

intends to invest Account assets in investments that provide exposure to such loans, on either a leveraged or unleveraged basis. Certain Accounts may therefore be significantly leveraged. Certain Accounts may also invest in derivative financial instruments and in connection with their investment program, subject to any applicable limitations set forth in an Account's Governing Documents.

Mountain Point's investment team is responsible for identifying investment opportunities for each Account in accordance with the Account's stated investment objectives and strategies, although investments are reviewed by the applicable investment committee or its delegates as described in "*Item 13 – Review of Accounts*".

Mountain Point generally seeks broad exposure to the U.S. broadly syndicated senior secured loan market on a passive basis.

### ***Risk of Loss***

While Mountain Point will seek to manage each Account so that risks are appropriate to the return potential for the strategy employed by the Account, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved or that the investment approach will be successful. Investors and clients should also be aware that the investment strategies managed by Mountain Point may be limited to certain types of securities and may not be diversified. In addition, an Account's investment strategies may present a high degree of risk that investors should be prepared to bear. Investors and clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses, including through diversification. In particular, there is a risk that the Private Fund may be wound up earlier than anticipated if they fail to meet their investment objectives or for any other reason in the discretion of the General Partner.

An Account managed by Mountain Point is not intended to provide a complete investment program and Mountain Point expects that assets invested in an Account it manages do not represent all of a client's or investor's assets. Investors and clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

Set forth below is a summary of certain material risks applicable to investments in which Mountain Point primarily expects to invest. The discussion below does not purport to be a complete description of all risks applicable to such investments. More detailed information regarding each Private Fund's investment strategy and related risks will be included in the Private Fund's Governing Documents. Investors in a Private Fund or otherwise in an Account, should not solely rely on the summary set forth in this Brochure.

### **General and Investment Risks**

Each Account is subject to certain general risks such as liquidity risk, operational risk, portfolio turnover risk, regulatory risk, and economic risk among others. In addition to these general risks, the investments made by an Account are subject to certain investment-related risks as described below.

### ***General Economic Activity and Market Risk***

Certain events particular to a specific market, as well as changes in general economic and political conditions, may have a significant negative impact on the operations and profitability of an Account's investments (including an investment's underlying obligors, as applicable) and/or on the fair value of an Account's investments. Such events could include governmental actions, inflation, unemployment, trade disputes, technological developments, political events, and numerous other factors beyond Mountain Point's

or an Account's control. The likelihood that such events may occur and the potential effect on an Account cannot be predicted. Any impact on the financial condition of an investment's underlying obligors could impair such obligors' ability to make payments of principal and interest to the issuer, and thereby limit the issuer's ability to make payments on the security or other instrument held by an Account. Depending on an Account's particular investment mandate, general fluctuations in economic conditions and market prices of securities could also reduce the availability of suitable investment opportunities. Unexpected volatility, illiquidity, governmental action, currency devaluation or other events in the global markets in which an Account directly or indirectly holds positions could impair the Account's ability to carry out its business and could cause the Account to incur substantial losses.

Inflation and rapid fluctuations in inflation rates, as has occurred in the U.S., have had in the past, and may in the future have, negative effects on economies and financial markets. Wage and price controls have been imposed at times in certain countries in an attempt to control inflation, which could significantly affect the operation of the issuers of securities or other investments in which an Account invests. Governmental efforts to curb inflation often have negative effects on the level of economic activity. As such, inflation and rapid fluctuations in inflation rates can adversely affect the financial performance of any Account. In addition, the market value of the Accounts' investments may decline in times of higher inflation rates given that the most commonly used methodologies for valuing investments (e.g., discounted cash flow analysis) are sensitive to rising inflation and real interest rates. There can be no assurance that inflation will not continue to be a serious problem and have an adverse impact on the performance of the Account and its investments. Were significant inflation to continue, the effect on Mountain Point's strategy could be materially adverse.

Further, there is a risk of terrorist attacks in the United States and elsewhere, acts of war causing significant loss of life and property damage and disruptions in the local or global market, or other events that significantly disrupt markets in the United States or elsewhere. Economic and diplomatic sanctions may be in place or imposed on certain states and military action may be commenced. Natural disasters and epidemics, pandemics or other outbreaks of serious contagious diseases may have similarly disruptive impacts. The occurrence of a natural disaster or epidemic could adversely affect and severely disrupt the business operations, economies and financial markets of many countries (even beyond the site of the natural disaster or epidemic). Future terrorist activities, military or security operations, natural disasters or similar events could further weaken the domestic/global economies and create additional uncertainties, which may adversely impact the businesses to which Mountain Point obtains exposure either directly or indirectly and, in turn, could have a material adverse impact on an Account's results. Such events have created, and continue to create, economic and political uncertainties and have contributed to global economic instability. Losses from such events are generally uninsurable. Ultimately, the potential impact of such events is unclear, but such events could have a material effect on general economic conditions, market liquidity or the operations of Mountain Point or an Account.

### ***General Risks of Investing in U.S. Senior Secured Bank Loans***

Accounts may obtain exposure to underlying U.S. senior secured bank loans. Such loans may become nonperforming or impaired for a variety of reasons. Nonperforming or impaired loans may require substantial workout negotiations or restructuring that may entail a substantial reduction in the interest rate and/or a substantial write-down of the principal of the loan. In addition, because of the unique and customized nature of a loan agreement and the private syndication of a loan, certain loans may not be purchased or sold as easily as publicly traded securities, and, historically, the trading volume in the loan market has been small relative to other markets. Loans may encounter trading delays due to their unique and customized nature, and transfers may require the consent of an agent bank and/or borrower. Risks associated with senior secured loans also include the fact that prepayments generally may occur at any time without premium or penalty.

## ***Interest Rate Risk***

The fair value of certain of an Account's investments may be significantly affected by changes in interest rates. In general, rising interest rates will negatively affect the price of a fixed rate debt instrument and falling interest rates will have a positive effect on the price of a fixed rate instrument. In addition, the floating rate investments in which an Account invests may be sensitive to fluctuations in interest rates due to a potential mismatch between the timing of interest rate resets on the issuer's assets and liabilities. Furthermore, hedging interest rate risk may not be possible or desirable in such circumstances. In the event of a significant rising interest rate environment and/or economic downturn, loan defaults may increase and result in credit losses that may adversely affect the cash flows from investments held in an Account and/or such investments' fair value.

Although senior secured loans are generally floating rate instruments, senior secured loans can still be sensitive to interest rate levels and volatility. Particularly rapid changes in rates or effects on the ability of an obligor to continue to make timely payments of interest and principal.

*Changing Interest Rate Environment.* Over the past several years, interest rates in the U.S. have been at historic lows. As of the date of this Brochure, interest rates in the U.S. have increased from all-time lows, but remain below historic averages. There can be no guarantee that increases in interest rates in the U.S. will not continue, increasing an Account's exposure to risks associated with rising interest rates. Generally, the Accounts expect to have exposure to loans and other investments with floating interest rates. A rising interest rate environment may increase loan defaults, resulting in losses for such issuers. In addition, increasing interest rates may lead to higher prepayment rates, as corporate borrowers look to avoid escalating interest payments or refinance floating rate loans. However, where the loans have interest rate floors, if the reference rate is below the average floor, there may not be corresponding increases in investment income which could result in the issuer not having adequate cash to make interest or other payments.

## ***Credit Risk***

If a senior secured loan or any other type of credit investment in an Account's portfolio declines in price or fails to pay interest or principal when due because the issuer or debtor, as the case may be, experiences a decline in its financial status either or both of an Account's income and NAV may be adversely impacted. Non-payment would result in a reduction of an Account's income, and potentially, a decrease in an Account's NAV. With respect to an Account's investments in loans and credit investments that are secured, there can be no assurance that liquidation of collateral would satisfy the issuer's obligation in the event of non-payment of scheduled dividends, interest or principal or that such collateral could be readily liquidated. In the event of bankruptcy of an issuer, an Account could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing a loan or credit investment. To the extent that the credit rating assigned to a security or loan in an Account's portfolio is downgraded, the market price and liquidity of such security may be adversely affected.

## ***Prepayment Risk***

Although the Adviser's valuations and projections will take into account certain expected levels of prepayments for certain types of investments, the investments an Account may hold may be prepaid more quickly than expected. Prepayment rates are influenced by changes in interest rates and a variety of factors beyond an Account's control and consequently cannot be accurately predicted. Early prepayments give rise to increased reinvestment risk, as an Account or the issuers in which it invests might realize excess cash from prepayments earlier than expected. If an Account or an issuer is unable to reinvest such cash in a new investment with an expected rate of return at least equal to that of the investment repaid, this may reduce an Account's net income and the fair value of that asset.

### ***Reinvestment Risk***

As part of the ordinary management of its portfolio, an Account will typically generate cash from asset repayments and sales and reinvest those proceeds in substitute assets, subject to compliance with its investment tests and certain other conditions. The earnings with respect to such substitute assets will depend on the quality of reinvestment opportunities available at the time. The need to satisfy covenants applicable to an Account and identify acceptable assets may require the Firm to purchase substitute assets at a lower yield than those initially acquired or require that the sale or repayment proceeds be maintained temporarily in cash, either of which may reduce the yield that the Firm is able to achieve. The investment tests applicable to an Account may incentivize the Firm to buy riskier assets than it otherwise would, which could result in additional losses. Either of the foregoing could reduce an Account's return on investment and may have a negative effect on the fair value of an Account's assets. There can be no assurance that an Account will be able to reinvest such amounts in an alternative investment that provides a comparable return relative to the credit risk assumed.

### ***Leverage Risk***

An Account may incur, directly or indirectly, through one or more special purpose vehicles, indebtedness for borrowed money, as well as leverage in the form of derivative transactions and other structures and instruments, subject to an Account's Governing Documents and restrictions. Such leverage may be used for the acquisition and financing of an Account's investments, to pay fees and expenses and for other purposes. Such leverage may be secured and/or unsecured and senior and/or subordinated.

The more leverage is employed, the more likely a substantial change will occur in an Account's NAV. Accordingly, any event that adversely affects the value of an investment would be magnified to the extent leverage is utilized. For instance, any decrease in an Account's income would cause net income to decline more sharply than it would have had an Account not borrowed. Such a decline could also negatively affect an Account's ability to make distributions. Leverage is generally considered a speculative investment technique. An Account's ability to service any debt that an Account incurs will depend largely on an Account's financial performance and will be subject to prevailing economic conditions and competitive pressures. The cumulative effect of the use of leverage with respect to any investments in a market that moves adversely to such investments could result in a substantial loss that would be greater than if an Account's investments were not leveraged.

### ***High-Yield (or "Junk") and Lower-Rated Investments Risk***

Because the Firm intends to primarily invest Account assets in senior secured loans and related investments, Account's may only have limited exposure to other asset classes including unsecured loans, high yield bonds, emerging market loans or bonds and structured finance securities with underlying exposure to collateralized debt obligations tranches, residential mortgage backed securities, commercial mortgage backed securities, trust preferred securities and other types of securitizations. An Account may obtain direct or indirect exposure to lower rated securities. Securities rated lower than Baa by Moody's or lower than BBB by S&P or Fitch are sometimes referred to as "high yield" or "junk." High-yield debt securities have greater credit and liquidity risk than investment grade obligations. High-yield debt securities are generally unsecured and may be subordinated to certain other obligations of the issuer. The lower rating of high-yield debt securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer, and/or general economic conditions, may impair the ability of the issuer to make payments of principal or interest.



### ***Liquidity Risk***

The investments that the Firm intends to acquire for Accounts generally have limited liquidity. As a result, prices of such investments have at times experienced significant and rapid decline when a substantial number of holders (or a few holders of a significantly large “block” of the securities) decided to sell. In addition, an Account may have difficulty disposing of certain of such investments because there may be a thin trading market for such securities. Reduced secondary market liquidity would have an adverse impact on the fair value of the applicable securities and an Account’s direct or indirect ability to dispose of particular securities in response to a specific economic event such as deterioration in the creditworthiness of the issuer of such securities.

As secondary market trading volumes increase, new loans frequently contain standardized documentation to facilitate loan trading which may improve market liquidity. There can be no assurance, however, future levels of supply and demand in loan trading will provide an adequate degree of liquidity or the current level of liquidity will continue. Because holders of such loans are offered confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not purchased or sold as easily as publicly traded securities are purchased and sold. Although a secondary market may exist, risks similar to those described above in connection with an investment in high-yield debt investments are also applicable to investments in lower rated loans.

### ***Bankruptcy Risk***

An Account may hold investments in issuers that are experiencing, or are expected to experience, severe financial difficulties, which may never be overcome and may lead to uncertain outcomes. The bankruptcy courts of the various jurisdictions in which any such issuer may file bankruptcy would have broad discretion to control the terms of a reorganization. There are a number of significant risks inherent in the bankruptcy process. While creditors are generally given an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions that would be contrary to the interests of an Account. Investments in issuers that enter bankruptcy may be adversely affected by laws related to, among other things, fraudulent conveyances, voidable preferences, lender liability or the bankruptcy court’s discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions.

### ***Hedging Risks; Derivative Transactions Risk***

An Account may purchase and sell a variety of derivative instruments, including exchange-listed and over-the-counter options, futures, options on futures, swaps and similar instruments, as well as engage in various interest rate transactions, such as swaps, caps, floors or collars, and credit transactions and credit default swaps. An Account also may purchase and sell derivative instruments, combining various features of derivative transactions. To the extent used and permitted under an Account’s investment restrictions and governing documents, derivative instruments are expected to be used primarily for hedging and risk management purposes. An Account may use derivative transactions for investment purposes to the extent it is consistent with the Account’s investment objectives. If an Account engages in derivative transactions, Mountain Point expects that such transactions would be used to manage such Account’s risk exposure to interest rates, credit spreads and corporate credit events. Derivative transactions may be volatile and involve various risks different from, and in certain cases, greater than the risks presented by more traditional instruments. The risks related to derivative transactions include, among other things, imperfect correlation between the value of such instruments and the underlying assets, possible default of the other party to the transaction, illiquidity, leverage, market risk and regulatory risk. A small investment in derivatives could have a large potential impact on an Account’s performance, effecting a form of investment leverage on an Account’s portfolio. In certain types of derivative transactions, an Account could lose the entire amount of

their investment. In other types of derivative transactions, such as a short position, the potential loss is theoretically unlimited.

Derivative transactions are also subject to counterparty risk (the risk that a counterparty in a derivative transaction will be unable to honor its financial obligation to an Account, or the risk that the reference entity in a credit default swap or similar derivative will not be able to honor its financial obligations), market risk (the general risk that the value of a particular investment will change in a way detrimental to an Account's interests), management risk (the risk the firm may not maintain adequate controls, not have the ability to assess the risk that a derivative adds to an Account's portfolio or forecast price or interest rate movements incorrectly), correlation risk (the risk that an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent an Account from achieving the intended hedging effect or expose an Account to the risk of loss), liquidity risk, leverage risk, volatility risk and OTC risk (The ability to dispose of or enter into a closing transactions with respect to such an instrument may be less than in the case of an exchange traded instrument).

### ***Diversification and Concentration Risk***

Currently, the investment strategies intended to be implemented by Mountain Point for Accounts focus on certain types of investments. Although Mountain Point will regularly monitor the concentration of an Account's investment portfolio and its exposure to across industries, obligors and other similar factors, concentrations of exposure may arise in an Account's portfolio. As the Account's portfolio may be less diversified, it is more susceptible to substantial loss if one or more of the credit investments in which it is invested default or otherwise experience adverse financial performance. Similarly, the aggregate returns that an Account may realize may be significantly adversely affected if a small number of investments perform poorly. Further, an Account may also invest in securities of multiple issuers managed by the same sponsor, thereby increasing its risk of loss in the event the sponsor were to fail, experience the loss of key portfolio management employees or sell its business. In addition, because an Account's portfolio may be focused on securities issued by funds or other investment vehicles and related investments, and the funds or other investment vehicles in which it invests may hold loans that are concentrated in a limited number of industries, a downturn in the fund industry or in any particular industry that the funds or other investment vehicles in which an Account invests are concentrated could significantly impact aggregate returns. The risk that payments on an Account's investments could be adversely affected to a significant degree by defaults on debt obligations will increase to the extent that its investments (and the underlying investments of such investments) are concentrated in a particular company, investment, industry, jurisdiction, region, asset class or sponsor.

### ***Cybersecurity Risks***

The Firm, our service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a range of threats that could adversely affect Mountain Point and the Accounts that we will manage. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to our systems, the systems of our service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, clients, third-party service providers or other users of our systems to disclose sensitive information in order to gain access to our data or those of our clients. While the Firm has adopted controls and processes designed to protect the security of our computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of client data, it is not possible to identify every threat that the Firm or an Account may face or to completely eliminate or mitigate the risks posed by such threats.

A successful penetration or circumvention of our computer systems or networks could result in the loss or theft of client data, the inability to access electronic systems, loss or theft of proprietary information or corporate data, damage to a computer or network system and costs associated with efforts to remediate the foregoing. Such incidents could also cause us or our clients to incur regulatory penalties, reputational damage, or financial loss. Similar types of operational and technology risks are also present for the issuers of the securities in which an Account may invest (and such issuer's underlying portfolio companies), which could have material adverse consequences for such issuers and may cause an Account's investment to lose value.

## **Item 9. Disciplinary Information**

To the best of our knowledge, there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Mountain Point's advisory business or the integrity of Mountain Point or its management personnel.

## **Item 10. Other Financial Industry Activities and Affiliations**

### ***Other Financial Industry Affiliations***

The organizational, ownership and investment structure of Mountain Point create significant conflicts of interest that may be resolved in a manner that is not always in the best interests of the Accounts or other clients or investors. Mountain Point is affiliated with other entities engaged in the financial services business. In particular, Mountain Point is affiliated with the General Partners through common ownership. In addition, Mountain Point currently is under common control with four additional investment advisers, which are separately registered as investment advisers with the U.S. Securities and Exchange Commission: (1) Eagle Point Credit Management LLC ("**EPCM**"), which serves as the investment adviser to (a) Eagle Point Credit Company Inc., a closed-end management investment company that is registered as an investment company under the Investment Company Act and trades on the New York Stock Exchange under the symbol "ECC," and (b) Eagle Point Institutional Income Fund, a non-diversified, closed-end management investment company that is registered under the Investment Company Act, (2) Eagle Point Income Management LLC ("**EPIM**"), which serves as the investment adviser to Eagle Point Income Company Inc., a closed-end management investment company that is registered as an investment company under the Investment Company Act and trades on the New York Stock Exchange under the symbol "EIC," (3) Eagle Point Enhanced Income Management LLC ("**EPEIM**"), serves as the investment adviser to Eagle Point Enhanced Income Trust, a non-diversified, closed-end management investment company that is registered as an investment company under the Investment Company Act, and (4) Eagle Point Defensive Income Management LLC ("**EPDIM**"). Mountain Point is also under common control with Valitana LLC, a software analytics company that provides data and similar services to investors active in the CLO market, and Eagle Point Securities LLC, a broker-dealer registered with the SEC and a member of FINRA and SIPC whose primary purpose is currently to manage the wholesale distribution of certain externally managed closed-end management investment companies registered under the Investment Company Act ("**Registered Funds**").

Mountain Point is also affiliated with Stone Point and certain members of EP Holdings' ultimate board of managers are principals of Stone Point. Because Mountain Point will receive compensation from the Accounts, these relationships create certain conflicts of interest and may result in future conflicts of interest that may not be foreseen, which conflicts may not be resolved in a manner that is always or exclusively in the best interest of the Accounts. Pursuant to certain management agreements, Stone Point has received delegated authority to act as the investment manager of the Trident Funds. Further, Stone Point itself is



affiliated with Stone Point Credit Adviser LLC, an SEC-registered investment adviser, and SPC Capital Markets LLC, a registered broker-dealer.

The Trident Funds also indirectly hold a controlling interest in Mountain Point. The Trident Funds and other private equity funds managed by Stone Point invest in financial services companies. Mountain Point may provide investment advisory services to accounts held by the Trident Funds, or other investment funds or portfolio companies of private equity funds managed by Stone Point, and certain of these accounts may invest in Accounts managed by Mountain Point or its affiliates.

The foregoing relationships could cause Mountain Point or certain of its affiliates' interests to diverge from the interests of an Account or the investors in a Private Fund.

In the ordinary course of business, an Account may enter into transactions with persons who are affiliated or associated with Mountain Point, resulting in compensation to such persons from an Account (or from an issuer in which an Account invests), subject to any limitations under applicable law. In this respect, the Firm and its affiliates engage, and may in the future engage, in a variety of business activities, including investment management, financing, broker-dealer activities, and software analytics. As such, the Firm or its affiliates may have multiple business relationships with various counterparties, including other loan managers and investment advisers, that encompass a range of activities, such as investing in other securities issued by, other vehicles managed by such sponsor or loan manager or other investment adviser (or an affiliate thereof), or otherwise providing advisory, research or data services to such other person for compensation. Any of these potential transactions and activities could result in conflicts of interest that cannot be foreseen or may not be resolved in a manner that is always or exclusively in the best interest of the Accounts or, in the case of a Private Fund, such fund's investors.

Should conflicts of interest arise in the context of these relationships (including those described below), the Chief Compliance Officer and senior management of Mountain Point will address them in accordance with the Code of Ethics and the Firm's policies and procedures as described in further detail in "*Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" below.

### ***Investment Opportunities***

Mountain Point is responsible for the investment decisions made on behalf of the Accounts. There are no restrictions on the ability of Mountain Point and certain of its affiliates (including Stone Point) to manage accounts for multiple clients, including accounts for affiliates of Mountain Point or their directors, officers or employees, following the same, similar or different investment objectives, philosophies and strategies as those used for the Accounts. In these situations, Mountain Point and its affiliates have conflicts of interest in allocating investment opportunities between the Accounts and any other account managed by such person. See "*Aggregation of Orders and Allocation of Investment Opportunities Across Accounts*" under "*Item 12 – Brokerage Practices*" below. Such conflicts of interest would be expected to be heightened to the extent Mountain Point manages an Account for an affiliate or its directors, officers or employees or where any such persons are investors or otherwise have a pecuniary interest.

Additionally, Accounts managed by Mountain Point or certain of its affiliates from time to time hold securities issued by an issuer that are of a different class or type than the class or type held by other Accounts or other persons or entities affiliated with Mountain Point. For example, an Account may hold an interest in an issuer's debt or equity securities which are senior or junior to the securities held by other Accounts or other persons related to Mountain Point. In such a scenario, the Account would be entitled to different payments or other investor rights and its recovery in a workout or other distressed scenario may be more or less than other Accounts or other Mountain Point persons which hold other classes or types of securities. From time to time, an Account can invest in the same underlying investment through commingled, special purpose vehicles alongside other Accounts managed by Mountain Point or its affiliates. Although Mountain

Point will not separately assess management fees or incentive allocation (if applicable) at such special purpose vehicle-level, different participating Accounts in such a special purpose vehicle may have conflicts of interest in respect of their investments therein (e.g., in respect of the timing of withdrawals or subscriptions therein). In such cases, such conflicts may not be resolved in a manner that is always or exclusively in the best interest of all applicable Accounts.

Further, Stone Point and its affiliates, and the investment funds managed by Stone Point and such affiliates, may also from time to time invest in companies competing with Mountain Point. In such case, such companies would generally be expected to manage other accounts and funds competing for investment opportunities with the Accounts.

### ***Firm-Related Investments***

Private Funds, and certain other Accounts, may directly or indirectly invest in securities of issuers that (1) Mountain Point and/or an affiliate originated or structured, (2) in an issuer related to Mountain Point and from which Mountain Point or an affiliate, as applicable, receives or received compensation as arranger, broker-dealer, investment manager, or otherwise, (3) in which Mountain Point, its affiliates, or its personnel have a pecuniary interest, or (4) that otherwise involve the participation of Mountain Point or an affiliate. Any such investment could (and any investment described in clause (2) of the preceding sentence will) result in Mountain Point or such other person receiving compensation in addition to the fees and allocations incurred the applicable Account under its applicable investment advisory agreement. To the extent an Account acquires an investment under such circumstances, Mountain Point and/or its affiliates could benefit. However, to the extent any such transaction constitutes a principal transaction subject to Section 206(3) under the Advisers Act, Mountain Point will comply with the requirements of that section, including the requirement to obtain the consent and approval of the applicable client.

An Account may invest, in the primary or secondary markets, in securities or instruments issued by portfolio companies owned by funds managed by Stone Point or its affiliates or with whom such persons may engage in lending activities, which could result in an Account investing in, directly or indirectly, loans underwritten by such portfolio companies or affiliates. Similarly, given the breadth of the Stone Point platform, an Account may invest in, directly or indirectly, debt obligations of portfolio companies owned by funds managed by Stone Point or other affiliates of Stone Point. In addition to the above, because portfolio companies of such investment funds engage in a wide range of businesses, such entities may engage in other activities now or in the future that create a conflict of interest for Mountain Point with respect to its management of the Accounts. Any of these potential transactions and activities could create conflicts of interest that cannot be foreseen or may not be resolved in a manner that is always or exclusively in the best interest of the Accounts or, in the case of the Private Fund, such fund's investors.

### ***Personnel***

Certain of Mountain Point's senior personnel and ultimate managers may serve as officers, directors, managers or principals of other entities that operate in the same or a related line of business as Mountain Point, or that are service providers to firms or entities such as Mountain Point, the issuers in which it invests or other similar entities. Accordingly, such persons may have obligations to investors in those entities the fulfillment of which may not be in the best interest of Mountain Point, or its clients or investors. In addition, certain of such persons hold direct and indirect personal investments in various companies, including certain investment advisers and other operating companies, some of which may provide services to Mountain Point or an Account, or to any other issuer in which an Account may invest. The Firm may pay fees or other compensation to any such operating company or financial institution for services received. Further, these relationships could result in conflicts of interest that cannot be foreseen or may not be resolved in a manner that is always or exclusively in the best interest of the Firm or its investors. As a result of these separate

business activities, Mountain Point personnel have conflicts of interest in allocating management time, services and functions among Accounts and the Firm's affiliates and other business ventures or clients.

Further, the professional staff of Mountain Point will devote as much time to an Account as such professionals deem appropriate to perform their duties in accordance with each Account's applicable investment advisory agreement. However, such persons are also committed to providing investment advisory and other services for other Accounts and clients, and engage in other business ventures in which an Account has no interest. In addition, certain personnel of Mountain Point may be involved in providing research, analysis, valuation and/or other support services to affiliates of Mountain Point from time to time.

### ***Identification and Resolution of Conflicts of Interest***

In addition to the conflicts referenced above and elsewhere in this Brochure, other conflicts of interest are likely to arise from the overall advisory, investment, capital markets and other activities of Mountain Point, its affiliates, Accounts and other related parties. Mountain Point seeks to identify and resolve conflicts that arise in a manner it deems reasonable and equitable under the prevailing facts and circumstances. Mountain Point's determination as to which factors are relevant and how to reasonably resolve such conflicts will be made in the Firm's sole discretion, unless otherwise required by the Governing Documents. There is no assurance that any specific conflict can or will be identified or resolved in favor of any particular Account or investor in a Private Fund.

To mitigate the conflicts of interest discussed in this Item 10, Mountain Point's policies and procedures generally provide that Mountain Point will seek to make investment decisions for the Accounts in accordance with the fiduciary duties owed by the Firm to the Accounts (subject to the Governing Documents applicable to an Account), and without consideration of Mountain Point, its affiliates' or the Affiliate Personnel's pecuniary or other financial interests.

## **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### ***Code of Ethics***

Mountain Point has adopted a Code of Ethics (the "***Code***") designed to meet the requirements of Rule 204A-1 of the Advisers Act. The Code requires Mountain Point employees to act in the best interests of Mountain Point and the Accounts. In addition, it requires personnel to act in good faith and ethical manner, avoid conflicts of interests with the Accounts to the extent reasonably possible and identify and manage conflicts of interest.

Mountain Point employees are required to comply with the applicable provisions of federal securities laws and make prompt reports to Mountain Point or another appropriate party of any actual or suspected violations of law by Mountain Point, its employees or affiliates. In order to mitigate conflicts of interest with the Firm's investment activities on behalf of Accounts and the personal investment activities of Mountain Point personnel, the Code sets forth formal policies and procedures with respect to personal securities trading of Mountain Point supervised persons. For example, the Code requires employees to pre-clear certain personal securities transactions and periodically report certain securities transactions and holdings.

In addition to the Code, Mountain Point's Compliance Manual contains other policies and procedures reasonably designed to address conflicts of interest with respect to, among other things, gifts and entertainment, outside business activities and political contributions. The Compliance Manual also includes policies reasonably designed to prevent insider trading, tipping, and anti-money laundering, among other matters.

All employees receive periodic training regarding Mountain Point's personal trading policies and related compliance matters. In addition, employees must confirm upon commencement of employment and annually thereafter they have read, understood, and complied with the policies and procedures set forth in the Code and Compliance Manual. Employees are also required to provide quarterly certifications of compliance with certain provisions in the Code and Compliance Manual.

Upon request, Mountain Point will provide a copy of the Code to clients, investors in a Private Fund or to prospective investors. Requests for a copy of the Code can be directed to Mountain Point's Chief Compliance Officer at the address on the front cover of this Brochure.

### ***Participation or Interest in Client Transactions***

Mountain Point may effect principal transactions with respect to an Account, including where an Account may acquire securities from, or sell securities to, accounts primarily owned by Mountain Point or its affiliates. Mountain Point will provide disclosures to and obtain the consent and approval of the client or the client's designated representative in accordance with Section 206(3) of the Advisers Act for such principal transactions.

Mountain Point and its principals, affiliates and employees trade in the securities and derivatives markets for their own accounts and the accounts of their clients as described herein. In doing so, such persons may take positions opposite to, or ahead of, those held by an Account or may be competing with an Account for positions in the marketplace. Such trading could result in competition for investment opportunities or create other conflicts of interest on behalf of one or more such persons in respect of their obligations to an Account. To mitigate such conflicts, Mountain Point has adopted a Code of Ethics as described above.

### ***Material Non-Public Information***

By reason of the advisory and/or other activities of Mountain Point, its personnel and its affiliates, the Firm may acquire confidential or material non-public information, or be restricted from initiating transactions in certain securities. Mountain Point will not be free to divulge, or to act upon, any such confidential or material non-public information and, due to these restrictions, it may not be able to initiate a transaction for an Account that it otherwise might have initiated. As a result, an Account may be frozen in an investment position that it otherwise might have liquidated or closed out or may not be able to acquire a position that it might otherwise have acquired. In addition, due to the potential resulting restrictions, Mountain Point may elect not to receive material non-public information with respect to various obligors of senior secured loans in which an Account may invest. As a result, Mountain Point may not have access to information relating to such obligors that is or may be known to other persons who are investing in the same senior secured loans as one or more Accounts.

## **Item 12. Brokerage Practices**

As noted above, Mountain Point intends to primarily focus its investment advisory activities in the U.S. senior secured bank loan market and related investments. The market for such investments is a private market and the considerations to dealing in such market are different than those typically applicable to transactions in publicly traded securities. Therefore, while Mountain Point seeks best execution for transactions in Accounts (*i.e.*, the best net price considering all relevant factors), the Firm considers various factors in determining which dealers to utilize in effecting transactions. These factors include: (1) the level of information that a dealer possesses in respect of a particular obligor, industry or investment, including, as applicable, whether such dealer is the administrative agent on a particular loan; (2) the number of dealers that make a market in the applicable investment and whether or not any such

dealer is one-sided in such investment, (3) whether or not a dealer assesses “assignment fees” in connection with a transaction in a loan, (4) investor limitations, restrictions or limitations imposed by a dealer, (5) transparency with respect to an Account’s (or third parties’) trading activity in an investment that is provided (or not provided) by a dealer, (5) ability to facilitate prompt, efficient and reliable executions and settlements of transactions (e.g., prompt and accurate confirmation and delivery), (6) financial strength, integrity and stability, (5) competitiveness of transaction fees (including assignment fees) in comparison with other dealers, and (6) trade idea generation and research products/services. Although Mountain Point generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or markup/markdown (i.e., spread) or otherwise transact on the basis of the lowest pricing. In addition, certain transactions may involve specialized services on the part of a dealer, which may justify higher compensation than would be the case for more routine services.

Mountain Point does not currently utilize formal soft dollar arrangements in connection with brokerage transactions; however, Mountain Point will have access to research provided by broker-dealers used for transactions in U.S. senior secured bank loans. Mountain Point does not separately compensate such broker-dealers for the research. To the extent Mountain Point has access to broker research, Mountain Point does so in a manner consistent with the safe harbor under Section 28(e) of the Securities Exchange Act of 1934. While Mountain Point believes that it does not “pay up” for broker-dealer services in connection with such research, because brokers generally will not separately disclose their costs in providing such research, clients should be aware that more favorable pricing may be available from a different broker-dealer who offers no research services and/or minimal securities transaction assistance. Because Mountain Point does not have to produce or incur the expense associated with the research received from a broker, an incentive may exist to select or favor a broker-dealer because of the research provided (which may constitute a soft dollar benefit). Such an incentive is inconsistent with client interests in receiving the most favorable execution of trades. Accordingly, at all times, Mountain Point’s acceptance of soft dollar benefits (if any) in a particular transaction is made only after a good faith determination that the amount of commission or bid-ask spread in the transaction is fair and reasonable in relation to the value of the soft dollar brokerage and research services provided when viewed in the context of the particular transaction and Mountain Point’s fiduciary duty to its clients.

Soft dollar benefits may be used in serving all Accounts. Thus, certain Accounts that did not generate soft dollars may nevertheless share in the soft dollar benefits generated by other Accounts. Mountain Point expects that the research it acquires from brokers will include both proprietary research (research created or developed by the broker-dealer providing the research) and third party research (research developed or created by a third party) that aid in Mountain Point’s investment decision making. Such research may include information on the economy, industries and asset classes, statistical information and market data, pricing services, credit analysis and other information regarding matters that may affect the markets in which Mountain Point invests.

### ***Aggregation of Orders and Allocation of Investment Opportunities across Accounts***

If Mountain Point determines that the purchase or sale of the same investment security is in the best interest of more than one Account, Mountain Point may, but is not obligated to, aggregate orders in order to seek to obtain improved execution and reduce transaction costs to the extent permitted by law. Such orders will be placed, and associated transaction costs allocated in a fair and equitable manner, in accordance with the applicable Governing Documents for the clients involved. Generally, this means that Accounts participating in aggregated transactions are allocated positions based on the average price (if more than one price) achieved for such transactions.

In addition, Mountain Point may, from time to time, be presented with investment opportunities that fall within the investment objectives of one or more Accounts (and/or one or more accounts managed by



Affiliates of Mountain Point, including EPCM, EPIM, EPEIM and EPDIM), and in such circumstances, Mountain Point expects to allocate such opportunities among such Accounts (and, as applicable, such other accounts managed by such other affiliate) in accordance with Mountain Point's investment allocation policy and on a basis that Mountain Point determines in good faith is appropriate taking into consideration such factors as (1) the fiduciary duties owed by Mountain Point to the Accounts, (2) the investment mandates and focus of the Accounts, (3) the capital available to the Accounts on a trade date and settlement date basis, the size of each Account and the level to which an Account is already invested (e.g., whether an Account is ramping, as may be the case with a loan accumulation facility), (4) any investment restrictions applicable to an Account whether by contract, client instruction, regulation, tax considerations or otherwise, (5) the sourcing of the transaction, (6) the size of the transaction (and any minimum denominations therein), (7) the amount of potential follow-on investment that may be required for such investment in light of the capital available for each Account, (8) reasons of portfolio balance and re-balancing, including obligor, industry and credit rating diversification (among other diversifying factors), (9) portfolio limitations applicable to each Account, (10) the relative liquidity of an investment, and (11) any other consideration deemed relevant by Mountain Point in good faith. An Account may be prevented from being able to participate in all or a portion of an investment opportunity as a result of regulatory, tax or legal requirements.

In allocating investment opportunities, Mountain Point may use rotational, percentage or other allocation methods provided that doing so is consistent with (1) Mountain Point's internal conflict of interest and allocation policies, (2) the requirements of the Advisers Act, and (3) any applicable orders issued by the SEC, including orders relating to co-investments across certain Accounts. Mountain Point seeks to allocate investment opportunities among Accounts in a manner that is fair and equitable over time. However, there is no assurance that such investment opportunities will be allocated to an Account fairly or equitably in the short-term and there can be no assurance that an Account will be able to participate in any particular investment opportunities that are suitable for it.

### ***Cross Transactions***

In certain circumstances, one or more Accounts managed by Mountain Point may seek to dispose of certain investments that may be desirable for other Accounts with available cash or liquidity (e.g., where one Account experiences a redemption while another has inflows, available cash or positions that Mountain Point desires to sell), or vice versa. Where permissible, Mountain Point may, but shall not be obligated to, cause an Account to purchase or sell investments from or to, as the case may be, another Account in a "cross trade" consistent with Mountain Point's duty to seek best execution, its applicable policies and procedures reasonably designed to assure that all participating Accounts are treated fairly and that an appropriate price is assigned to the crossed security, and all applicable laws and regulations. Participating Accounts may pay full, reduced or no commissions or mark ups (or mark downs) in connection with a cross trade. In some cases, commissions may be paid to Mountain Point or a Mountain Point affiliate (unless prohibited by the relevant Account's investment advisory agreement or Governing Documents. Cross trades may reduce execution related costs and/or improve execution quality for participating Accounts. In the event that a Mountain Point proprietary account participates in a cross trade with another Account, Mountain Point will seek appropriate consent in accordance with Section 206(3) of the Advisers Act as described in "*Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*".

Additionally, one or more Accounts managed by Mountain Point may engage in certain cross trades, if deemed appropriate for such Accounts, in connection with the inception of a new Account, for tax purposes, or for other business purposes. For example, Mountain Point may independently determine that securities sought to be disposed of by one or more Accounts may be desirable for a new Account and,

accordingly, such new Account may acquire such securities in a cross trade consistent with the parameters described above.

### **Item 13. Review of Accounts**

Mountain Point's investment personnel discuss investment ideas, implement investment decisions and review investments held by the Accounts through regular meetings of the Firm's Investment Committee (at least quarterly) and, on a more informal basis, through the regular interactions of the Firm's investment professionals. As part of these discussions, Mountain Point's investment personnel review regular reports summarizing the holdings of each Account and review industry-level developments. These reviews are designed in part to monitor and analyze transactions, investment positions, investment levels, and overall portfolio risk, as well as global market conditions, risks and potential risks in the capital markets.

Investors in a Private Fund are intended to receive regular reports relating to the management and operations of the Private Fund, including annual audited financial statements and periodic portfolio updates. Other Account holders will receive such information as is agreed between the applicable client and Mountain Point, and such other information as may be required under applicable law.

### **Item 14. Client Referrals and Other Compensation**

No person or source, other than client Accounts, provides an economic benefit to Mountain Point for providing investment advice or other advisory services to the Accounts.

Mountain Point and/or a Private Fund may compensate one or more placement agents for referrals of investors in a Private Fund, although no such arrangements are currently in existence.

While Mountain Point does not currently compensate persons for referrals of advisory clients, Mountain Point may in the future engage third party solicitors for separately management accounts. Any such arrangement would be intended to comply with the requirements of the Advisers Act, including Rule 206(4)-1 thereunder.

### **Item 15. Custody**

Mountain Point has adopted policies and procedures to comply with the Custody Rule (as defined below) with respect to the Accounts. Other than with respect to certain privately offered securities held by a Private Fund for which Mountain Point would rely on an exception from the qualified custodian requirement, all cash and securities for which Mountain Point is deemed to have custody will be maintained with qualified custodians or otherwise in accordance with Rule 206(4)-2 under the Advisers Act (the "***Custody Rule***").

With respect to a Private Fund, upon completion of the Private Fund annual audit by an independent auditor registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB), Mountain Point will distribute independently audited financial statements to the Private Fund's investors not later than 120 days after the end of the Private Fund's fiscal year (*i.e.*, generally by April 30 of each year). An investor in a Private Fund should contact Mountain Point if it does not receive audited financial statements on an annual basis as described herein. Investors should carefully review all statements received.

## **Item 16. Investment Discretion**

Mountain Point accepts discretionary authority to manage securities accounts on behalf of Accounts through an investment advisory agreement with each applicable client, which agreement may include investment limitations and restrictions. With respect to the Private Funds, this discretionary authority is expected to have no limitations but is subject to the investment guidelines and other terms and conditions contained in each such fund's Governing Documents and/or other disclosure documents and agreements.

## **Item 17. Voting Client Securities**

Based on the nature of the investment strategy expected to be pursued by an Account, Mountain Point does not expect to receive proxy proposals relating to investments held by each Account. However, Mountain Point may, from time to time, receive amendments, consents or resolutions applicable to investments held in an Account (e.g., amendments to an indenture, and bankruptcy and reorganization proposals). It is Mountain Point's general policy to exercise an Account's voting or consent rights in a manner that serves the interests of the Account. Mountain Point may occasionally be subject to material conflicts of interest in exercising these rights due to business or personal relationships Mountain Point and/or its affiliates maintain with persons having an interest in the outcome of certain matters. If at any time Mountain Point becomes aware of a material conflict of interest relating to a particular proposal, the Firm's Chief Compliance Officer will review the proposal and determine the action to take with respect to the proposal in a manner consistent with interests of the applicable Account. Clients who wish to obtain either a copy of Mountain Point's proxy voting policies and procedures, or information as to how Mountain Point voted proxies with respect to their Account, can submit their request to Mountain Point's Chief Compliance Officer at the address on the front cover of the Brochure.

## **Item 18. Financial Information**

Mountain Point does not intent to require the payment of management fees or other compensation six months or more in advance. As such, we will not be required to include a balance sheet for our most recent fiscal year, when applicable. Mountain Point has never been the subject of a bankruptcy petition and does not believe that there are any conditions that are reasonably likely to impair its ability to meet its contractual commitments to clients.

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