

Item 1: Cover Page



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FORM ADV PART 2A

BROCHURE

March 30, 2024

This brochure provides information about the qualifications and business practices of Shorecliff Asset Management Company, LLC ("Shorecliff" or the "Firm"), an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Any reference to Shorecliff as a "registered investment adviser" or as being "registered," does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

This Brochure is neither an offer to sell nor a solicitation of an offer to buy shares or limited partnership interests in any of the investment funds sponsored, managed, or advised by Shorecliff. An offer of such funds can only be made through the offering materials for the relevant investment fund and only in jurisdictions in which such an offer would be lawful.

If you have any questions about the contents of this Brochure, please contact us at (949) 806-3980 or info@shorecliffam.com. Additional information about Shorecliff is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Summary of Material Changes

In this Item, Shorecliff is required to discuss any material changes that have been made to the Brochure since the Firm's last annual amendment filed May 5, 2023. The following is a summary of the material changes that have been made to this Brochure:

- Item 4 has been amended to reflect the amount of assets managed by Shorecliff as of December 31, 2023.

These changes do not describe other information to this Brochure, such as stylistic changes or clarifications.

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Item 4: Advisory Business

This brochure describes the advisory business of Shorecliff. Shorecliff is a Delaware limited liability company based in Newport Beach, California that was founded in September of 2022. At this time, Shorecliff provides advisory services to, Shorecliff Pacific LP a commingled private investment fund (the “Fund”). Shorecliff’s advisory services are also actively marketed to future advisory clients seeking exposure to the strategy (the Fund together with any future advisory client referred to herein as a “Client” or “Clients”).

Grant Nachman is Shorecliff’s principal owner, serving as the Chief Executive Officer and Chief Investment Officer. Shorecliff Pacific GP, LLC (the “General Partner”) is an affiliated entity wholly owned by Grant Nachman. Together with the General Partner, Shorecliff operate a its advisory business.

Shorecliff pursues its investment strategy by acquiring performing credit, stressed/distressed credit, public credit, and private credit. The strategy is situationally focused and deliberately divergent from market trends and index-tracking. Shorecliff uses a full cycle credit strategy, investing at all stages of the credit cycle.

The Shorecliff Pacific LP fund is currently closed to new investors. However, Shorecliff seeks to provide advisory services to prospective investors in future vehicles and investment products. To the extent reasonable, Shorecliff tailors its strategy offering to client needs.

Prospective investors in any investment product or private fund vehicle managed by Shorecliff should review not only this Brochure, but also the full contents of the offering documents. This Brochure is intended to be a general summary of advisory services provided by Shorecliff. This Brochure is both supplemented and superseded by the offering documents for the Shorecliff Client. Any discussions regarding clients in this brochure, including but not limited to their investments, the strategies used in managing the clients, the fees and other costs associated with an investment in the clients, and conflicts of interest faced by Shorecliff in connection with management services provided to clients, are qualified in their entirety by reference to each client’s respective governing documents and/or advisory agreements.

The investment objective and guidelines of the Fund are not specifically tailored to the individual needs of investors. However, with respect to the Fund, Shorecliff, at the General Partner’s discretion, has entered into, and may enter into in the future, side letter agreements with certain investors, establishing rights under, or supplementing or altering the terms of the offering documents relating to the Fund with respect to such investors. These agreements may impose restrictions on investing in certain securities or types of securities pursuant to side letter agreements as negotiated by Shorecliff or the General Partner of the Fund.

As of December 31, 2023, the amount of regulatory assets under management that Shorecliff managed on a discretionary basis was approximately \$614,039,266. Shorecliff, at the time of this filing, does not manage Client assets on a non-discretionary basis.

Item 5: Fees and Compensation

Management Fee

As compensation for management and related administrative services provided to the Fund, Shorecliff receives a management fee ("Management Fee"), typically payable monthly in arrears as of the first business day of each month, equal to a percentage of the Fund's net asset value allocable to such capital account measured on the last business day of the preceding month. Subscriptions made at any time other than the first business day of the month shall pay pro-rated Management Fees for any partial period. Capital accounts withdrawn on a day other than the last day of a month or if the date on which the Fund makes its final distribution is a date other than the last day of a month, the Management Fee shall be pro-rated for any partial periods based on the number of days elapsed in such period and calculated on the basis of thirty-day month.

Shorecliff reserves the right to waive, reduce or modify the Management Fee payable with respect to one or more limited partner's capital account as determined in the General Partner's sole discretion. Shorecliff typically charges a minimum monthly Management Fee that is individually negotiated with each Client.

Shorecliff, the General Partner, or its affiliates occasionally receive advisory fees, consulting fees, origination fees, directors' fees, monitoring fees, commitment fees, break-up fees and similar fees in connection with investments of the Fund or other similar anticipated fees received in connection with investments of the Fund "Fee Income." Please refer to Shorecliff's Fund and the Firm's governing documents with regard to Fee Income.

Expenses

Clients are typically responsible for paying all costs and expenses relating to the operations and investments including but not limited to operational expenses and organizational expenses as set forth in the respective offering documents. The Clients will incur expenses in connection with Shorecliff's advisory services that are not included in Shorecliff's fees, including without limitation transaction fees, brokerage commissions, custody fees and other related costs and expenses that will be incurred by the Client with respect to the transactions for its account. The Fund is responsible for paying all fees, costs, and expenses incurred in connection with forming the Fund, including but not limited to fees, costs and expenses related to offering and marketing the interests in the Fund, capital raising and related administrative expenses, registration, and compliance related expenses, as applicable. Organizational expenses will be amortized over a period of sixty (60) months from the date of the initial Fund closing.

The Fund bears all costs and expenses relating to the operations and Investments of the Fund which may be paid by Shorecliff and reimbursed by the Fund or each Client. Such expenses include but are not limited to:

- structuring, making, acquiring, closing, consummating, holding, monitoring, maintaining, financing, refinancing, pledging, restructuring, or otherwise disposing of any investment;
- broken deal expenses;
- other fees, costs and expenses incurred in connection with the operation, administration or carrying on of the activities or operations of the Fund, and any subsequent Client;
- litigation-related and indemnification fees; and

- such other expenses necessary to perform the operation of the Fund as determined by the General Partner in its sole discretion.

It is very important that investors refer to their respective governing documents for a complete understanding of how Shorecliff is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents. Shorecliff will act in accordance with the Fund and the Firm's governing documents with regard to how to allocate such income.

Item 6: Performance-Based Allocation and Side-By-Side Management Fees

At this time Shorecliff does not accept performance-based fees based on a share of capital gains on or capital appreciation of the assets of a Client.

Item 7: Types of Clients

The Investment Manager provides discretionary investment advice to the Fund as more fully described in Item 4 (Advisory Business). The Fund is the sole client of Shorecliff as of this filing.

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

All Investments are subject to risk, including the risk of loss. There can be no assurance that the Fund, or any investment strategy will achieve its objectives or avoid incurring substantial or total losses. Any defined terms used below, not otherwise defined herein, have the definition ascribed to them in the applicable offering documents or governing documents.

THE INFORMATION BELOW IS INTENDED TO SERVE AS A SUMMARY OF POTENTIAL RISKS OF INVESTING WITH SHORECLIFF. THE FOLLOWING IS NOT, AND IS NOT INTENDED TO BE, A SUBSTITUTE FOR A CLIENT'S GOVERNING DOCUMENTS OR OFFERING DOCUMENTS. ANY REFERENCES TO ANY CLIENT IN THIS BROCHURE, INCLUDING, BUT NOT LIMITED TO, THEIR INVESTMENTS AND MANAGEMENT STRATEGIES, ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO EACH CLIENT'S RESPECTIVE OFFERING DOCUMENTS, GOVERNING DOCUMENTS, INVESTMENT OBJECTIVES, AND GUIDELINES. THESE RISKS MAY CHANGE OVER TIME. SHORECLIFF MAY OFFER ADVISORY SERVICES, ENGAGE IN AN INVESTMENT STRATEGY, AND MAKE ANY INVESTMENT, INCLUDING ANY NOT DESCRIBED IN THIS BROCHURE, THAT SHORECLIFF DEEMS APPROPRIATE SUBJECT TO EACH CLIENT'S INVESTMENT OBJECTIVES AND GUIDELINES. POTENTIAL INVESTORS SHOULD REVIEW THE GOVERNING DOCUMENTS IN THEIR ENTIRETY AND CONSULT THEIR OWN LEGAL, TAX, AND/OR FINANCIAL ADVISERS BEFORE INVESTING WITH SHORECLIFF. THIS INFORMATION MAY BE BOTH SUPPLEMENTED AND SUPERSEDED BY INFORMATION IN EACH CLIENT'S GOVERNING DOCUMENTS.

Investment Strategy

Shorecliff's investment strategy offers full cycle credit investing across market environments. Shorecliff emphasizes Client's access to performing or stressed/distressed credit, public or private credit, instruments, sectors, or geographies based on market environment. Shorecliff's strategy involves investing

dynamically in all stages of the market cycle and is situationally focused. Shorecliff seeks to proactively deviate from index-tracking and employs a forward-looking risk model.

General Market Risks

Overview of General Market Risk

Overall market or economic conditions, which Shorecliff cannot predict or control, may have a material adverse effect on performance. There can be no assurance that what Shorecliff perceives as an investment opportunity will not result in substantial losses due to a variety of factors. General market conditions could materially reduce a Client's profit potential.

Achievement of a Client's Investment Goal and Objective

All financial instrument investments risk the loss of capital. No guarantee or representation is made that the program of a client will be successful. No assurance can be given that a client will achieve its investment objective or avoid substantial losses.

Agreements with Investors

Shorecliff will, from time to time, enter into side agreements with investors of the funds. Although the content of each agreement is unique, these agreements generally address subjects such as fees, liquidity, reports, confidentiality, liability, and indemnification.

Changing Market Conditions

Shorecliff's strategies are based on a variety of factors, many of which evolve over time. There can be no assurance that the models and strategies developed by Shorecliff will be successful when applied to current or future markets.

There can be no assurance as to how Shorecliff's strategies will perform given the changes to, and increased competition in, the marketplace.

Market Disruptions & Governmental Intervention

Global financial markets periodically go through disruptions that may lead to governmental and regulatory interventions. Such interventions may eliminate market participants' ability to continue to implement certain strategies.

Shorecliff is subject to the Investment Advisers Act of 1940 ("Advisers Act") established to monitor and regulate the activities of investment advisers, and is subject to exemption from the National Futures Association ("NFA"), the self-regulatory organization overseen by the Commodity Futures Trading Commission ("CFTC") that regulates the U.S. derivatives industry, including on-exchange traded futures, retail off-exchange foreign currency and OTC derivatives. Shorecliff adherence to the Advisers Act and NFA regulatory exemption requirements creates a complex set of rules and regulations creating a risk of non-compliance that could have severe consequences for the Firm and its Clients.

Inflation

The United States and other countries have experienced, and in the future may experience, changes in economic conditions that increase or decrease inflation. Disruptions (and their resolution) in the supply of goods, combined with changes in monetary policy and government spending, may affect the inflation rate of the U.S. dollar and other currencies in the coming years. Inflation and rapid fluctuations in inflation rates may have, negative effects on economies and financial markets, which may consequently have a materially adverse impact on Shorecliff and/or its Clients.

Cyber Security Breaches and Identity Theft Risk

As part of its business, Shorecliff processes, stores, and transmits large amounts of electronic information, including information relating to the transactions of Clients, and personally identifiable information of investors. Similarly, service providers of a Client, especially its administrator, may process, store, and transmit such information. With the dependence on computer systems to perform business and operational functions, Clients and their service providers may be prone to operation and information security risks resulting from cyber-attacks and/or technological malfunctions. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks include, among others, stealing or corrupting data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorization, and causing operational disruption. Successful cyber-attacks against, or security breakdowns of, Clients, Shorecliff, or a custodian, or other affiliated or third-party service provider may adversely affect Shorecliff, Clients, or investors in a Fund. For instance, cyber-attacks may interfere with the processing of transactions, affect the ability to calculate the net asset value of a Fund, cause the release of private investor information or confidential Client information, impede trading, cause reputational damage, and subject Clients to regulatory fines, penalties or financial losses, reimbursement or other compensation costs, and additional compliance costs. Cyber-attacks may render records of Client assets and transactions, ownership, and other data integral to the functioning of Clients inaccessible or inaccurate or incomplete. Clients may also incur substantial costs for cyber security risk management in order to prevent cyber incidents in the future.

While Shorecliff has established business continuity plans and systems designed to minimize the risk of cyber-attacks through the use of technology, processes and controls, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified given the evolving nature of this threat. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Shorecliff may be susceptible to compromise, leading to a breach of Shorecliff's network. Shorecliff's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Online services provided by Shorecliff to investors in a Fund may also be susceptible to compromise. Breach of Shorecliff's information systems may cause information relating to the transactions of Clients and personally identifiable information of investors to be lost or improperly accessed, used, or disclosed.

Shorecliff and the Clients rely on third-party service providers for many of their day-to-day operations and will be subject to the risk that the protections and protocols implemented by those service providers will be ineffective to protect them from cyber-attack. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of Clients and personally identifiable information of investors may be lost

or improperly accessed, used, or disclosed.

The loss or improper access, use, or disclosure of Shorecliff's or a Client's proprietary information may cause Shorecliff or such Client to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention, or reputational damage. Any of the foregoing events could have a material adverse effect on Shorecliff and such Client.

Political, Economic and Other Conditions

The Client's investments may be adversely affected by changes in economic conditions or political or other events that are beyond its control. For example, market downturns, a credit rating downgrade, continued threats of terrorism, the outbreak of hostilities involving the United States or any other jurisdiction in which the Client invests and the escalation of hostilities in Europe, international trade disputes, the death of a major political figure, elections, availability of credit, credit defaults, trade barriers, currency exchange controls, national and international political circumstances or the overthrow or replacement of a current ruling body may have significant adverse effects on Client's investment results. Additionally, a serious pandemic, or a natural disaster, could severely disrupt the global, national and/or regional economies and/or markets. Other factors, such as changes in U.S. or non-U.S. tax laws, U.S. or non-U.S. securities laws, bank regulatory policies or accounting standards, may make corporate acquisitions less desirable. Similarly, legislative acts, rulemaking, adjudicatory or other activities of the U.S. Congress, the SEC, the U.S. Federal Reserve Board, the New York Stock Exchange, FINRA or other U.S. or non-U.S. governmental or quasi-governmental bodies, agencies and regulatory organizations may make the business of the Fund less attractive. A negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility, and cause credit spreads to widen, each of which may have an adverse effect on the investment performance of Clients.

Public Health Emergencies

A Client could be materially adversely affected by the widespread outbreak of infectious disease or other public health crises. Public health crises such as the COVID-19 pandemic, together with any containment or other remedial measures undertaken or imposed, could have a material and adverse effect on a Client and its investments, including by (i) disrupting or otherwise materially adversely affecting the human capital, business operations or financial resources of Shorecliff, the Client and/or other service providers to the Client or its investments and (ii) severely disrupting global, national and/or regional economies and financial markets and precipitating an economic downturn or recession that could materially adversely affect the value and performance of the Client and its investments.

The extent of the impact of any public health emergency on the operational and financial performance of on a Client and its investments will depend largely on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted.

Strategy Specific Risks

Corporate Debt Obligations

Clients invest in corporate debt obligations, including high yield bonds, and syndicated loans. Corporate debt obligations are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations. Therefore, a client is indirectly exposed to such risks associated with corporate debt obligations.

Continued Availability of Financing. There can be no assurance that clients will be able to maintain a source of financing. An account's counterparties could terminate these transactions under certain circumstances and the counterparties are under no obligation to execute new or additional credit or derivative transactions with the clients. In the event a counterparty is unable or unwilling to provide such financing going forward, the clients may be adversely affected.

Credit Ratings

Credit ratings of debt securities are not a guarantee of quality. A credit rating represents only the applicable rating agency's opinion regarding credit quality based on the rating agency's evaluation of the safety of the principal and interest payments. In determining a credit rating, rating agencies do not evaluate the risks of fluctuations in market value. As a result, a credit rating will not fully reflect the risks inherent in the relevant security. Rating agencies could fail to make timely changes to credit ratings in response to subsequent events. In addition, to the extent that a rating agency rates a security at the request of an issuer, the rating agency has a conflict of interest in providing such a rating.

Interest Rate Risk

Accounts are subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities in which a client invests.

Currency and Exchange Rate Risks

Investments in financial instruments denominated or quoted in currencies other than the U.S. dollar may subject clients to currency exchange rates risk, or higher costs associated with hedging those risks. Further, increased brokerage commissions in connection with conversions between currencies may also reduce returns.

Leverage

Shorecliff will obtain leverage in a manner it deems appropriate, including by borrowing or by entering derivative transactions that have the effect of leveraging the Client's investments.

The use of leverage provides exposure to changes in price at a ratio greater than 1:1 in reference to the amount invested. Leverage magnifies both the favorable and unfavorable effects of price movements in the investments made by the client, which may subject the account to substantial risk of loss. In addition, regardless of the price movements of the investments, Clients incur borrowing expenses whenever they use leverage (such as fees, commissions, interest, and taxes), which reduce the return on such investment.

Margin

Where a Client borrows to buy investments on margin or to make other investments, in the event of a sudden, precipitous drop in value of any such assets occasioned by a sudden market decline, a client might not be able to liquidate assets quickly enough to meet its margin or borrowing obligations. Also, because acquiring and maintaining positions on margin allows the account to control positions worth significantly more than its investment in those positions, the amount that they stand to lose in the event of adverse price movements is high in relation to the amount of the investment.

High Yield and Preferred Securities, Convertible Notes and Distressed Debt

Clients may be exposed to debt instruments that are rated lower by the various credit rating agencies or not rated at all. Securities in the lower-rated categories and comparable non-rated securities are subject to greater risk of loss of principal and interest than higher-rated and comparable non-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. Such issuers typically are highly leveraged, with significant burdens on cash flow and, therefore, involve a high degree of financial risk. During an economic downturn or recession, securities of financially troubled or operationally troubled issuers are more likely to go into default than securities of other issuers. Because investors generally perceive that there are greater risks associated with the lower-rated and comparable non-rated securities, the yields and prices of such securities may be more volatile than those for higher-rated and comparable non-rated securities. The market for lower-rated and comparable non-rated securities is thinner, often less liquid, and less active than that for higher-rated or comparable non-rated securities and the market prices of such securities are subject to erratic and abrupt movements. The spread between bid and ask prices for such securities may be greater than normally expected. Such factors can adversely affect the prices at which these securities can be sold and may even make it difficult to sell such securities.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Firm's advisory business or the integrity of the Firm's management at this time.

Item 10: Other Financial Industry Activities and Affiliations

Shorecliff is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no Shorecliff staff are registered representatives of a broker-dealer.

Neither Shorecliff nor its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Shorecliff's affiliate, Shorecliff Pacific GP, LLC (the "General Partner"), serves as the general partner of the Shorecliff Fund. The Shorecliff Fund does not have independent management, and although this arrangement may give Shorecliff heightened control and discretion over the Shorecliff Fund, Shorecliff manages any potential conflicts of interest by disclosing this relationship and adhering to the investment strategy in the Shorecliff Fund's governing documents.

Shorecliff does not recommend or select other investment advisers for clients.

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

Code of Ethics

Shorecliff has adopted a Code of Ethics designed to set Shorecliff standards of conduct expected of employees as well as to monitor and/or prevent potential conflicts of interest that may arise from Shorecliff's advisory activities. Shorecliff's Supervised Persons, consisting of managing members, employees, and other persons subject to their supervision and control, are required to uphold the Firm's fiduciary duties and responsibilities to investors. Shorecliff's Code of Ethics, together with the compliance manual, sets forth practices that generally requires:

- Shorecliff and its Supervised Persons consider the interests of clients before Shorecliff's interests and the interests of Shorecliff's employees;
- Compliance with federal securities laws;
- Reporting and review of personal securities transactions and holdings;
- Distribution of the Code of Ethics to all personnel; and
- Reporting of violations of the Code of Ethics

Shorecliff's Code of Ethics generally restricts its Access Persons from trading in single named equities without written pre-approval. Shorecliff's Code of Ethics permits employees to freely trade ETFs, mutual funds, unit investment trusts or other basket type of securities without pre-approval. Shorecliff's personal trading activities explicitly prohibit trading while in possession of material non-public information. The Code of Ethics also requires pre-approval before serving on boards of directors of any outside companies, receiving and sending gifts, and making political contributions to any state or local officials.

A copy of Shorecliff's Code will be furnished to any client or prospective client upon request. Please contact info@shorecliffam.com.

Participation or Interest in Client Transactions

Principal Transactions. In accordance with the anti-fraud provisions of the Advisers Act, Shorecliff and its affiliates cannot, as principal, sell a security to, or buy a security from, any Client without obtaining the consent of such Client prior to the settlement of such transaction. Shorecliff does not intend to engage in any principal transactions.

Cross Trades. A cross trade is generally defined as the matching of buy and sell orders between any accounts managed by an investment adviser. Shorecliff currently does not intend to engage in trades between accounts for which Shorecliff (or any affiliate) is compensated. To the extent that Shorecliff engages in cross trades in the future, in securities transactions, Shorecliff will comply with the applicable cross-trade requirements, including for any principal cross-trades or agency cross- trades, the consent requirements of Section 206(3) of the Advisers Act.

Related Person Investments. Shorecliff's employees and affiliates of Shorecliff have invested in the Fund and may invest further in the Fund either through the General Partner, as a direct investor or otherwise. The General Partner or directors, as applicable, may reduce all or a portion of the management fee and incentive compensation related to investments held by such persons.

Employees, managers, and officers of Shorecliff are generally permitted to purchase or sell (individually, rather than through an interest in a Fund) securities held by a Client, provided that employees, managers, and officers of Shorecliff must adhere to the Firm's Code of Ethics when trading in personal accounts, which includes observance of a 90-day holding period, requires pre-approval to trade in covered securities, and adherence to the Firm's restricted trading list. In addition, pursuant to Shorecliff Code of Ethics, employees, managers, and officers of Shorecliff must provide annual holdings reports and quarterly transaction reports detailing all their respective holdings and transactions in securities (regardless of whether such security is held by a Client) over which they and their related persons have any direct or indirect beneficial ownership and over which they have discretion. Shorecliff Chief Compliance Officer or a designee supervised by Shorecliff's Chief Compliance Officer reviews these reports for any conflicts of interest or other issues.

Allocation Policy. At this time Shorecliff is advises a single client account and does not anticipate allocation concerns.

Item 12: Brokerage Practices

Shorecliff has complete discretion in deciding what brokers or other financial counterparties to use for portfolio transactions, as well as complete discretion to negotiate compensation arrangements and transaction terms.

Shorecliff's policy is to seek best execution for its client accounts. At this time, Shorecliff does not engage in, and does not anticipate engaging in, any soft dollar agreements.

Shorecliff currently advises a single Fund client so there is no aggregation of trades or allocation of client orders.

Item 13: Review of Accounts

Shorecliff's chief investment officer and or their portfolio manager reviews the Fund's positions and exposure daily. Those reviews may take into account matters such as risk allocation, investment ideas, economic developments, current events, investment strategy, and current portfolio holdings.

Shorecliff or their designee will prepare and deliver a financial report to its investors within 90 days after the end of each fiscal year and 60 days after the end of each quarter.

Item 14: Client Referrals and Other Compensation

Shorecliff does not receive economic benefits from non-clients for providing investment advice and other advisory services.

Shorecliff does not currently utilize any placement agent or third party to solicit investors/clients on the Firm's behalf but reserves the right to do so in the future.

Item 15: Custody

Shorecliff has taken the view that it has custody of the Fund's Assets. Shorecliff maintains the Fund's assets with a "qualified custodian" and will provide investors in such Fund with an annual financial statement within 120 days of the end of the Fund's fiscal year.

Item 16: Investment Discretion

Unless otherwise specified, Shorecliff generally has broad discretionary trading authority for each client granted through, and subject to the investment objectives and guidelines set Shorecliff in, the relevant offering and governing documents including: the investment management agreement, limited partnership agreement or similar operating documents. Generally, neither clients nor investors may impose limitations on Shorecliff's trading authority beyond those outlined in the applicable offering and governing documents. In all cases, Shorecliff exercises its discretion in a manner consistent with the investment objectives as stated in the advisory agreement in the Fund's offering documents and, as applicable, side letter agreements.

Shorecliff anticipates opportunistically advising additional investment vehicles on a non-discretionary basis.

Item 17: Voting Client Securities

In compliance with the Investment Advisers Act Rule 206(4)-6, Shorecliff has adopted proxy voting policies and procedures. The proxy voting policy adopted by the Firm sets forth the policies and procedures by which Shorecliff votes proxies. Shorecliff will generally seek to vote, proxies in a manner that will maximize the long-term economic value of Client assets, considering the specific strategy surrounding the investment, time horizons, contractual obligations, and any other facts or circumstances that the Firm deems relevant at the time of the vote. Due to the nature of Shorecliff's investment strategy it is anticipated that the Firm will rarely if ever receive client proxies, and receipt of any proxies will be conditioned on Shorecliff being granted voting authority.

If you would like a copy of Shorecliff's proxy policy, or information regarding how Shorecliff voted proxies for a particular investment, if any, please contact info@shorecliffam.com, and such information will be provided to you at no charge

Shorecliff has never filed for bankruptcy and Shorecliff is not aware of any financial condition that would affect their ability to manage client accounts.