



TILDENPARK

Item 1
Cover Page

Part 2A of Form ADV: Firm Brochure

Tilden Park Capital Management LP

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This brochure provides information about the qualifications and business practices of Tilden Park Capital Management LP and its Relying Advisers: Tilden Park Management I LLC and Tilden Park Management II LLC (together and collectively with Tilden Park Capital Management LP, “Tilden Park” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (212) 754-1700 or info@tildenparkcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

From time to time, in this and other documents, Tilden Park may refer to itself as a “registered investment adviser” by virtue of its registration with the SEC. This title does not imply any level of training or skill.

Additional information about Tilden Park is also available on the SEC’s website at:
www.adviserinfo.sec.gov.

Item 2

Material Changes

Since the last annual amendment filed in March 2023 we have made clarifying updates throughout this brochure. In particular, please note that Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) now contains a more detailed analysis of certain of the risks inherent in investing in structured products, and Item 11 (Code of Ethics, Participation or Interests in Client Transactions and Personal Trading) has been updated to reflect the current relationship between of the TP Entities and the firm. We recommend that you review this brochure in its entirety.

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Item 4

Advisory Business

A. Tilden Park Capital Management LP (“TPCM”), a Delaware limited liability company, is a registered investment adviser located in New York, New York, founded on February 19th, 2009. Tilden Park Management I LLC, a wholly-owned subsidiary and relying adviser of TPCM, serves as investment manager to pooled investment vehicles (the “Funds”). The Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Section 3(c)(7) of the Investment Company Act. Interests in the Funds are privately offered only to qualified investors, and in the United States these interests are offered under the private placement exemption provided by Section 4(a)(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. Tilden Park also serves as an investment adviser to separately managed accounts (“Managed Accounts” and collectively with the Funds, the “Clients”).

Tilden Park Management II LLC is also a wholly-owned subsidiary and relying adviser of TPCM. An affiliate of Tilden Park serves as the general partner (the “General Partner”) of the applicable Funds. Tilden Park or its affiliates may be entitled to receive performance-based compensation from the Clients as discussed below. Josh Birnbaum is the principal owner of the Firm.

B. Tilden Park offers discretionary investment advisory services to its Clients. The Firm seeks to generate attractive risk-adjusted returns through a multi-disciplinary investment approach using a broad array of securities (and related financial instruments) and strategies in accordance with the investment mandate of each Client.

C. Tilden Park utilizes a similar investing approach for all its Clients; *however*, some Clients may differ in their particular mandate. Tilden Park may also tailor the advisory services it provides to the Clients to the extent that certain investments cannot be held by certain Clients for legal and tax purposes. Managed Account Clients may impose guidelines or restrictions relating to the investments made in their Managed Account.

D. Tilden Park does not participate in wrap fee programs.

E. As of December 31, 2023, Tilden Park managed approximately \$1,498,041,900 in net assets, all of which are managed on a discretionary basis.¹

¹ Please note that Tilden Park’s method for computing the net assets provided in this Item 4.E is different from the method for computing “regulatory assets under management” required for Item 5.F in ADV Part 1A. Tilden Park’s “regulatory assets under management” as of December 31, 2023 can be found in its response to Item 5.F of Form ADV Part 1A, which is available at www.adviserinfo.sec.gov.

Item 5

Fees and Compensation

A/B. Tilden Park deducts management fees (“Management Fees”) directly from the Funds’ assets on a quarterly basis. Tilden Park invoices Management Fees to Managed Accounts’ beneficial owners on a quarterly basis. The Firm or its affiliates may also be entitled to performance-based compensation (with respect to the Funds, an “Incentive Allocation” and with respect to the Managed Accounts, “Incentive Fees”), based on a share of capital gains on, or capital appreciation of, the net asset value of each Client’s account. With respect to the Funds, Incentive Allocations, when applicable, are reallocated from the capital account of the underlying investor to the capital account of the General Partner on an annual basis. With respect to the Managed Accounts, Incentive Fees, when applicable, are invoiced to the beneficial owner on an annual basis. Please refer to Item 6 and Item 11.B for additional disclosures about performance-based compensation. This brochure is only delivered to “qualified purchasers” as defined in the Investment Company Act.

C. The Funds will generally bear their own expenses, as disclosed in each Fund’s offering documents. Expenses that the Funds may bear include, but are not limited to, the following: investment expenses (e.g., custodial fees, interest expenses, initial and variation margin, broken deal expenses, consulting and other professional fees relating to particular investments, research related investments and travel expenses incurred in connection with due diligence and monitoring), legal expenses, expenses associated with regulatory filings made in connection with the Funds’ operations and portfolio holdings, systems and technology, insurance, audit and tax preparation expenses, organizational expenses, expenses relating to the offer and sale of interests in the Funds and extraordinary expenses, expenses related to services performed by the administrator, fees of pricing services and valuation firms, and expenses incurred by members of an advisory committee in connection with the fulfillment of their duties to the Funds, including their legal and advisory fees, and reasonable travel expenses to attend meetings. Please see each Fund’s respective offering documents for additional information related to expenses. Managed Accounts may bear expenses similar to those disclosed above. Expenses allocated to Managed Accounts may be negotiated individually with respect to each Managed Account. At its discretion or pursuant to the terms of an investment advisory agreement, the Firm may pay expenses that would otherwise be allocated to a Client. The Firm and Clients that do not pay expenses benefit from services paid for by other Clients or the Firm, as applicable.

Clients that invest in money market mutual funds, ETFs or other registered investment companies will bear a proportionate share of the related fees and expenses in addition to the fees paid to Tilden Park. Clients will incur brokerage and other transaction costs. Please see Item 12 “Brokerage Practices” for more information.

Any description of the expenses that a Client may bear (including those listed herein) is not exhaustive. Tilden Park determines, in its sole discretion, whether an expense is to be categorized as an expense of one Client or another or an expense of the Firm. This analytical process is inherently subjective and Tilden Park may be viewed as biased in making such determinations. The allocation of expenses presents an inherent conflict of interest, as different allocations would result in Clients and the Firm bearing more (or less) expenses. Tilden Park has adopted and implemented written compliance policies and procedures designed to address this conflict and ensure that Tilden Park abides by its duty to act in the interests of Clients. Tilden Park makes these determinations in accordance with provisions in Client governing documents and the Firm’s written expense allocation policies and procedures.

D. Management Fees are paid in advance by the Funds on a quarterly basis and in arrears by the Managed Accounts. In the event Tilden Park does not provide services to a Fund for the full period, the Management Fee is typically required to be returned to investors in the applicable Fund. In general, the amount of fees returned is calculated based on the number of days remaining in the applicable period.

E. Neither Tilden Park nor any of its supervised persons accept compensation for the sale of securities or other investment products.

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

As set forth in Item 5 “Fees and Compensation,” the Firm or its affiliates may be entitled to receive performance-based compensation based on a share of capital gains on, or capital appreciation of, the net asset value of a Client’s account, as specified in each Client’s governing documents.

Such performance-based compensation creates an incentive for the Firm to recommend investments that are riskier or more speculative than those which would be made under a different fee arrangement and a conflict of interest to favor Clients or accounts that pay more in fees. However, the Firm is committed to fulfilling its fiduciary duty to its Clients to act at all times in the best interests of the Clients. To this end, the Firm has implemented written compliance policies and procedures that are designed to address conflicts of interest.

Item 7

Types of Clients

As detailed above in Item 4 “Advisory Business,” Tilden Park provides investment advice to the Funds and other institutional investors. Fund investors are required to meet certain eligibility and suitability standards as set forth in each Fund's governing documents and subscription materials. In general, the minimum investment in a Fund is \$5,000,000; *however*, the Funds may accept lesser amounts. There is no minimum investment for the Managed Accounts.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

A. The Firm seeks to generate attractive risk-adjusted returns through a multi-disciplinary investment approach using a broad array of securities (and related financial instruments) and strategies in accordance with the investment mandate of each Client. The Firm focuses on, without limitation, structured products and interest rate, corporate credit, equity and related derivative positions and other complementary and/or similar positions.

Strategies to achieve this objective may include among others: Distressed, Long/Short and Relative Value, and Macro. The Firm has a global mandate, and there are no limitations on the strategies and/or instruments that the Firm may employ in seeking to achieve its investment objective.

Distressed

The Firm believes opportunities arise in the distressed space to buy assets at a substantial discount to their intrinsic value.

Long/Short and Relative Value

The Firm's long/short strategies may include (i) long debt, equity and/or real estate investing which includes purchasing assets that the Investment Manager believes will appreciate in value and/or generate positive cash flow returns, (ii) long event-driven investing, which includes selective positions where the Firm believes certain events may transpire and result in an increase in value of such positions, and (iii) short positioning as a hedge for the long positions and/or as a valuation-driven view involving equity or debt. In employing its long or short strategies, the Firm seeks to employ the same principles that the Firm utilizes in its distressed, relative value, and macro investing to evaluate a broad range of investments.

In implementing its relative value strategies, the Firm seeks to exploit relative mispricings both within asset classes and between asset classes. These strategies entail buying certain securities and shorting similar but relatively less attractive securities.

Macro

The Firm may take directional views on certain macro themes such as the level of credit spreads, equity prices, interest rates, foreign exchange rates and volatility.

There can be no assurance that the Firm will achieve its investment objectives or that investment strategies employed by Tilden Park will be successful. Each Client's investment program is speculative and entails substantial risks, including risk of loss of the entire investment, a risk that the Clients and its investors should be prepared to bear.

Investors in the Funds should ultimately refer to their Fund's respective offering documents for disclosures that specifically address the methods of analysis and investment strategies employed with respect to such Funds. The information contained herein with respect to the Funds is a summary only.

B and C. All investing involves a risk of loss that Clients should be prepared to bear. The identification of securities and other assets believed to be undervalued is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. The Firm cannot give any guarantee that it will achieve a Client's investment objectives or that Clients will receive a return on their investment. Investors in the Funds should ultimately refer to their Fund's respective offering documents for additional detailed risk disclosures that specifically address risks of each Fund's investment strategies, methods of analysis, and/or particular types of investments recommended. Below is a summary of potentially material risks for each significant investment strategy used, the methods of analysis used, and/or the particular type of security recommended.

Risks of Investments Generally

All investments risk the loss of capital. No guarantee or representation is made that a Client's investment program will be successful. A Client's investment program may involve, without limitation, risks associated with limited diversification and concentration, leverage, investments in speculative assets and the use of speculative investment strategies and techniques, interest rates, volatility, basis risks in hedged positions, and credit deterioration or default risks. Investments may be materially and adversely affected by conditions in real estate markets, the structured products markets, the financial markets and overall economic conditions occurring globally and in particular markets where a Client may invest its assets. Tilden Park's methods of reducing such risks may not accurately predict future risks. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger or different than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted. Moreover, prospective investors should consider that: (i) performance achieved under prior market conditions may not be representative of performance under future market conditions; (ii) there may be substantially greater regulation of the financial markets, reducing profit opportunities generally; (iii) previously successful strategies may no longer be viable; and (iv) the capital allocated to alternative strategies may decline significantly, with possibly material adverse effects on the alternative investment sector in general.

Risks Related to Structured Products Investing

The investment characteristics of asset-backed securities ("ABS"), commercial mortgage-backed securities ("CMBS"), residential mortgage-backed securities ("RMBS," and together with CMBS, "MBS") and other structured products, such as collateralized loan obligations (collectively, "Structured Products") differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that principal may be prepaid at any time because the underlying assets generally may be prepaid at any time (with certain exceptions).

ABS. ABS includes securitizations backed by credit cards, student loans, auto loans, inventory loans, auto dealer floorplan loans, franchise loans, venture capital loans, trade receivables, equipment leases, tax liens, PACE loans, single-family rental homes, structured settlements, royalties (e.g., franchise, pharmaceutical, film, music) and aircraft leases, as well as ABS backed by other assets.

CMBS. CMBS includes securitizations backed by commercial mortgage loans, typically comprising office, industrial (including storage facilities and data centers), retail, residential, hotel and/or multifamily mortgages without government or agency guarantees. The value of CMBS will be influenced by factors affecting the value of the underlying real estate portfolio, and by the terms and payment histories of such CMBS.

RMBS. RMBS includes securitizations backed by residential loans of various types, including those originated as Prime, Alt-A, Option Adjustable Rate Mortgages, subprime, second lien mortgages, non-performing or re-performing mortgages without government or agency guarantees.

Agency MBS. Certain RMBS or CMBS that are guaranteed by the Government National Mortgage Association or another government-sponsored enterprise or instrumentality (e.g., the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation (collectively, each, an “Agency” or “GSE”), including forward contracts, specified pools and Collateralized Mortgage Obligations formed from these passthroughs, along with related derivative products.

Structured Products – Generally. Investing in Structured Products involves particular risks, which include, without limitation:

- *Counterparty Risk.* Tilden Park has established counterparty relationships that facilitate its ability to trade in any variety of markets or asset classes; however, there can be no assurance that Tilden Park will be able to maintain such relationships or establish new relationships. An inability to maintain or establish such relationships would limit its trading activities and could create losses by preventing the firm from trading at optimal rates and terms. Some of the markets in which the Partnership may make its Structured Products transactions are “over-the-counter” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus a Client to suffer a loss. The ability of the Firm to transact business with any one or more counterparties, the lack of complete and “foolproof” evaluation of the financial capabilities of such counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses. In addition, there are risks involved in dealing with the custodians or brokers who settle trades. Assets deposited with custodians or brokers may not be clearly identified as being assets of a Client, and hence a Client may be exposed to a credit risk with regard to such parties. In some jurisdictions, a Client may only be an unsecured creditor of its broker in the event of bankruptcy or administration of such broker. Further, there may be practical or time problems associated with enforcing a Client’s rights to its assets in the case of an insolvency of any such party.
- *Credit Scores May Not Accurately Predict the Performance of Underlying Loans.* Tilden Park may rely on credit scores as part of its investment process. Credit scores are obtained by many lenders in connection with loan applications to help them assess a borrower’s creditworthiness. Credit scores are generated by models developed by a third party that analyzes data on consumers in order to establish patterns that are believed to be indicative of the borrower’s probability of default over a two-year period. The credit score is based on a borrower’s historical credit data, including, among other things, payment history, delinquencies on accounts, levels of outstanding indebtedness, length of credit history, types of credit, and bankruptcy experience. A credit score purports to be a measurement of the relative degree of risk a borrower represents to a lender (i.e., a borrower with a higher score is statistically expected to be less likely to default in payment than a borrower with a lower score). Lenders have varying ways of analyzing credit scores and, as a result, the analysis of credit scores across the industry is not consistent. In addition, the two-year period contemplated by credit scores typically does not correspond to the life of a loan.

There can be no assurance that the credit scores of the borrowers will be accurate predictors of the likelihood of repayment of the related loans.

- *Credit Support Limitations.* The amount, type and nature of insurance policies, subordination, overcollateralization, excess spread, letters of credit and other credit support, if any, with respect to certain ABS and MBS may not be sufficient to ensure timely payment of interest and principal on such securities, and the considerations used to structure such credit support at the time of issuance are inherently limited in their ability to predict events in the future. There can also be no assurance that data derived from a large pool of assets accurately predict the delinquency or loss experience of any particular asset pool.
- *Environmental Risks.* Real property pledged as security for a mortgage loan underlying an MBS may be subject to certain environmental risks. Under the laws of certain states, contamination of a property may give rise to a lien on the property to ensure payment of the costs of cleanup. In several states, such a lien has priority over the lien of an existing mortgage against the property. In addition, under the laws of some states and under the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, a lender may be liable, as an “owner” or “operator,” for costs of addressing releases or threatened releases of hazardous substances that require remedy at a property if agents or employees of the lender have become sufficiently involved in the operations of the borrower, regardless of whether or not the environmental damage or threat was caused by a prior owner. In addition, certain environmental laws impose liability for releases of asbestos into the air. Third parties may seek recovery from owners or operators of real property for personal injury associated with exposure to asbestos, lead paint, radon or other hazardous substances. Property owners in some areas have recently been subject to liability claims associated with mold. Further, with respect to commercial real estate (and, accordingly, CMBS), the growing number and increased severity of extreme weather events in certain locations have resulted in increased insurance rates, which lead to higher operating expenses and put downward pressure on net operating income.
- *Illiquidity.* The value of Structured Products will fluctuate with, among other things, changes in the market rates of interest, general economic conditions, economic conditions in particular industries, the condition of financial markets and the financial condition of the related products. In addition, the lack of an established, liquid secondary market for some structured products (equity tranches in particular) may have an adverse effect on the market value of those products and will in most cases make it difficult to dispose of such products at market or near market prices.
- *Insolvency of Structured Product Issuers.* Most structured products in which a Tilden Park Client will invest (e.g., MBS and ABS) will be structured as bankruptcy-remote transactions, and such Client will not have recourse to the parent/sponsor of the issuer in the event of any losses (and instead will have recourse only to the underlying collateral). If a court in a lawsuit brought by an unpaid creditor or representative of creditors of such an issuer, such as a trustee in bankruptcy, were to find that the issuer did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting the applicable structured product and, after giving effect to such indebtedness, the issuer: (i) was insolvent; (ii) was engaged in a business for which the remaining assets of such issuer constituted unreasonably small capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured, such court could determine to invalidate, in whole or in part, such indebtedness as a fraudulent

conveyance, to subordinate such indebtedness to existing or future creditors of the issuer or to recover amounts previously paid by the issuer in satisfaction of such indebtedness. The measure of insolvency for this purpose varies. Generally, an issuer would be considered insolvent at a particular time if the sum of its debts was then greater than all of its property at a fair valuation or if the present fair saleable value of its assets was then less than the amount that would be required to pay its probable liabilities on its existing debts as they became absolute and matured. There can be no assurance as to what standard a court would apply in order to determine whether the issuer was insolvent after giving effect to the incurrence of the indebtedness constituting the structured product or that, regardless of the method of valuation, a court would not determine that the issuer was insolvent upon giving effect to such incurrence. In addition, in the event of the insolvency of an issuer, payments made on the related structured product could be subject to avoidance as a preference if made within a certain period of time (which may be as long as one year) before insolvency. In general, if payments on a structured product are avoidable, whether as fraudulent conveyances or preferences, such payments can be recaptured.

- *Prepayment Risk.* Mortgage loan prepayments occur for a number of reasons, including but not necessarily limited to (1) voluntary prepayments by the obligors, (2) involuntary prepayments due to delinquency and/or loan modification, and (3) buybacks due to a failure by the originator to adhere to its loan warranties. The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to defaults and foreclosures) occur on loans underlying MBS and ABS will be affected by a variety of factors including the prevailing level of interest rates as well as economic, demographic, tax, social, legal, regulatory and other factors. Generally, mortgage obligors tend to voluntarily prepay their mortgages when prevailing mortgage rates fall below the interest rates on their mortgage loans or when they sell their property. Generally, a mortgage obligor tends to become delinquent and/or require loan modifications when (i) faced with unemployment, illness, or other personal difficulties, or (ii) the value of the property has declined, leaving the obligor in a negative equity position on the property, or (iii) the monthly payment on the loan rises due to either an adjustable note rate, the end of an interest-only period, or both, and the obligor can no longer make the payment on the loan. As an example of prepayment risk, delinquency and loan modification are both sources of so-called “involuntary prepayments” in the case of Agency MBS, because the transaction documents typically require the applicable repurchase obligor to repurchase (at par) mortgage loans that are sufficiently delinquent and/or that have been modified. Although ABS are generally less likely to experience substantial prepayments than are MBS, ABS are generally exposed to the same risk factors. However, during any particular period, the predominant factors affecting prepayment rates on MBS and ABS may be different. In general, “premium” securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and “discount” securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many MBS and ABS will be discount securities when interest rates are high and will be premium securities when interest rates are low, these MBS and ABS may be adversely affected by changes in prepayments in any interest rate environment. Prepayments (at par) may limit the potential upside of many MBS and ABS to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss. While Agency MBS are highly rated securities, their ratings refer only to the likelihood and timeliness of payment of whatever principal and interest is due under the definitive documentation. The variability and relative unpredictability of cash flows from mortgage assets are a dominant source of risk for MBS, especially I/O, principal-

only and other structurally complex CMO securities. This risk is independent of the risks that rating agencies consider under their ratings methodologies.

- *“Widening” Risk.* For reasons not necessarily attributable to any of the risks enumerated herein (for example, supply/demand imbalances or other market forces), the prices of certain Structured Products may decline substantially. In particular, purchasing Structured Products at what may appear to be “undervalued” levels is no guarantee that these assets will not be trading at even more “undervalued” levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such risk.

Structured Products – ABS. The risk of investing in ABS is ultimately dependent upon payment by the obligor or debtor, which is typically a consumer obligor, but may also be a business or other organization. ABS are often backed by a pool of assets representing the obligations of several different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market’s perception of the asset backing the security and the creditworthiness of the manager or servicer of the asset pool, the originator of the assets or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

ABS instruments may be backed by collateral in which it is difficult to perfect an enforceable security interest (or which security interest is more difficult to enforce), and/or in which no readily available “whole loan” market for such collateral exists. In the case of automobile ABS, if the servicer retaining the collateral (as is often permitted) were to fraudulently sell such collateral to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related ABS. In addition, ABS trustees may not have a proper security interest in all of the obligations backing such ABS due to an overwhelming number of such obligations, or certain exceptions agreed by the issuer and underwriter. In certain cases, especially with respect to esoteric, non-traditional ABS, there is no secondary market to trade foreclosed-upon collateral, in which case investors would experience losses in the event of a forced sale upon an event of default. Therefore, there is a possibility that recoveries on foreclosed-upon ABS collateral may not, in some cases, be available to support payments on the related securities. Further, certain ABS instruments may not be backed by collateral (e.g., credit card loans and private student loans are generally unsecured). In many cases, consumer loan debtors are entitled to the protection of state and federal laws that give such debtors the right to set off certain amounts owed, thereby reducing the balance due.

Structured Products – CMBS. The market value and performance of CMBS are subject to the risks applicable to the underlying commercial mortgage loans. CMBS are impacted by the rate of delinquencies and defaults experienced by the underlying commercial mortgage loans and by the severity of loss incurred as result of such defaults. The factors influencing delinquencies, defaults and loss severity include: (i) economic and real estate market conditions by industry sectors (e.g., multifamily, retail, office, etc.); (ii) the terms and structure of the mortgage loans; and (iii) any specific limits to legal and financial recourse upon a default under the terms of the mortgage loan. Commercial mortgage loans are generally viewed as exposing a lender to a greater risk of loss through delinquency and foreclosure than lending on the security of single-family residences. The ability of a borrower to repay a loan secured by income-producing property typically is dependent primarily upon the successful operation and operating income of such property (e.g., the ability of tenants to make lease payments, the ability of a property to attract and retain tenants, and the ability of the owner to maintain the property, minimize operating expenses

and comply with applicable zoning and laws) rather than upon the existence of independent income or assets of the borrower. Many commercial mortgage loans provide recourse only to specific assets, such as the property, and not against the borrower's other assets or personal guarantees. Commercial mortgage loans generally do not fully amortize, which can necessitate a sale of the property or refinancing of the remaining "balloon" amount at or prior to maturity of the mortgage loan. Accordingly, investors in CMBS bear the risk that borrowers will be unable to refinance or otherwise repay the mortgage at maturity, thereby increasing the likelihood of a default on the borrower's obligation. Because mortgage loans on commercial properties underlying CMBS often are structured so that a substantial portion of the loan principal is payable at maturity, repayment of the loan principal often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Therefore, the unavailability of real estate financing may lead to default.

Further, a Client may invest in CMBS that are not rated or are rated lower than investment-grade by one or more nationally recognized statistical rating organizations. Unrated or lower-rated CMBS, or "B-pieces," have speculative characteristics and can involve substantial financial risks as a result. The prices of lower credit quality securities may be less sensitive to interest rate changes than more highly rated investments, but more sensitive to adverse economic or real estate market conditions or individual issuer concerns. Securities rated lower than "B" by the rating organizations can be regarded as having extremely poor prospects of ever attaining any real investment standing and may be in default. Existing credit support and the owner's equity in the property may be insufficient to protect against loss. As an investor in subordinated CMBS in particular, the Partnership will be first in line among debt holders to bear the risk of loss from delinquencies and defaults experienced on the underlying mortgage collateral.

In general, subordinated tranches of CMBS are entitled to receive repayment of principal only after all principal payments have been made on more senior tranches and also have subordinated rights as to receipt of interest distributions. Such subordinated tranches are subject to a greater risk of nonpayment than are senior tranches of CMBS or CMBS backed by third-party credit enhancement. Many commercial mortgage loans underlying CMBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related CMBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of CMBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property. Foreclosure can be costly and delayed by litigation and/or bankruptcy. Factors such as the property's location, the legal status of title to the property, its physical condition and financial performance, environmental risks, and governmental disclosure requirements with respect to the condition of the property may make a third-party unwilling to purchase the property at a foreclosure sale or to pay a price sufficient to satisfy the obligations with respect to the related CMBS. Revenues from the assets underlying such CMBS may be retained by the borrower and the return on investment may be used to make payments to others, maintain insurance coverage, pay taxes or pay maintenance costs. Such diverted revenue is generally not recoverable without a court-appointed receiver to control collateral cash flow. In addition, an active secondary market for such subordinated securities is not as well developed as the market for certain other MBS. Accordingly, such subordinated CMBS may have limited marketability and there can be no assurance that a more efficient secondary market will develop. Further, the inherent conflict of interest between junior and senior tranches in any MBS is exacerbated in a typical CMBS trust,

where a special servicer is appointed to manage the underlying collateral by the most junior outstanding creditors.

Structured Products – MBS. RMBS provides exposure to real estate, which historically has experienced significant fluctuations and cycles in performance. Investing in real estate involves particular risks, which include, without limitation: (i) changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; (ii) government regulation; (iii) competition from other properties and changes in the supply and demand for competing properties in an area; (iv) changes in interest rates and in the state of the debt and equity capital markets, particularly the availability of debt financing which may render the sale or refinancing of properties difficult or impracticable; (v) changes in real estate tax rates; (vi) adverse changes in governmental rules and fiscal policies (including as they relate to the mortgage market), civil unrest, acts of God, including earthquakes, hurricanes, floods, fires and other natural disasters, acts of war or terrorism, which may decrease the availability of or increase the cost of insurance or result in uninsured losses; and (vii) other adverse factors that are beyond Tilden Park's ability to predict and/or control.

In addition, the mortgage loans in a Client's portfolio may be concentrated in a specific state, states, country or countries. Weak economic conditions in these locations or any other location (which may or may not affect real property values), may affect the ability of borrowers to repay their mortgage loans on time. Properties in certain jurisdictions may be more susceptible than homes located in other parts of the country to certain types of uninsurable hazards, such as earthquakes, floods, hurricanes, wildfires, mudslides and other natural disasters. Declines in the residential real estate market of a particular jurisdiction may reduce the values of properties located in that jurisdiction, which would result in an increase in the loan-to-value ratios. Any increase in the market value of properties located in a particular jurisdiction would reduce the loan-to-value ratios of the mortgage loans and could, therefore, make alternative sources of financing available to the borrowers at lower interest rates, which could result in an increased rate of prepayment of the mortgage loans. Natural disasters, such as wildfires, severe storms and flooding affecting regions of the United States from time to time may result in prepayments of mortgage loans.

Real Estate investments also present risks related to foreclosures. In addition to the procedural delays and uncertainties generally incident to the mortgage foreclosure process in various jurisdictions, many states and municipalities have enacted, and other jurisdictions and the federal government have considered or are considering, legislation or regulations that would hinder or delay foreclosure proceedings against defaulted mortgage borrowers. In addition, certain judicial decisions have delayed foreclosure proceedings. The inability to foreclose on defaulted borrowers when or as anticipated, or an increase of expenses for foreclosure proceedings, could result in losses to investors.

Actions that have been taken and may be taken in the future by the U.S. government or by state or municipal governments may have the effect of encouraging, or may require, that the terms of residential mortgage loans be modified in order to reduce the applicable interest rate, reduce the outstanding principal amount, extend the term to maturity or otherwise benefit the borrower to the detriment of the holder of the mortgage loan. These loan modifications may affect only residential mortgage loans that are in default (or where default is reasonably foreseeable) or may also affect other loans as to which the borrower has negative equity in the mortgaged property or is otherwise considered to be disadvantaged or deserving of assistance. Note also that when a mortgage loan that is collateral in an Agency RMBS pool is modified by changing its note rate, reducing or forbearing its balance, and/or extending its maturity,

the issuer is required to repurchase the loan from the pool at par value. Hence, from the perspective of the investor, such loan modification results in an involuntary prepayment. In contrast, for non-agency RMBS, loan modifications do not generally lead to an issuer repurchase or any other form of make-whole for the investor, who then bears the risk associated with the modified loan and directly experiences any deterioration or improvement of cash flow associated with the modification.

RMBS are typically acquired from unaffiliated savings institutions, finance companies and other sellers. It will also acquire RMBS backed by mortgage loans that may have been originated by institutions other than the sponsor of the applicable securitization. From time to time, the selling entity (or the securitization issuer, as applicable) will not have information available to it as to the underwriting standards that were applied in originating such mortgage loans, which may be less strict than the underwriting standards of the seller, the sponsor of a securitization, or prudent market practices among reputable lenders, generally. As a result, certain Partnership investments may experience rates of delinquency and default that are higher than those experienced by mortgage loans that were underwritten in accordance with higher standards. Changes in the values of related mortgaged properties may have a greater effect on the delinquency, default and loss experience of such mortgage loans (and any related RMBS) than on mortgage loans that were originated under stricter guidelines. Further, such loans may lose marketability or liquidity based on regulatory or market changes.

Non-conforming mortgage loans are mortgage loans that do not qualify for purchase by the GSEs because of their credit characteristics or size. They differ from conforming mortgage loans with respect to applicable loan-to-value ratios, the credit and income histories of the related borrowers, the documentation required for approval of the related mortgage loans, the types of properties securing the mortgage loans, the loan sizes and the borrowers' occupancy status with respect to the mortgaged properties. These differences can result in higher delinquency, foreclosure and losses on non-conforming mortgage loans relative to conforming mortgage loans. Interest-only mortgage loans ("IO Loans") permit the borrowers to make monthly payments of only accrued interest for a finite period following origination, and thereafter the borrower's monthly payment is recalculated to cover both interest and principal so that the mortgage loan will amortize fully prior to its final payment date. If the monthly payment increases, the related borrower may not be able to pay the increased amount and may default or refinance the related mortgage loan to avoid the higher payment. I/O Loans reduce the monthly payment required by borrowers during the interest-only period and consequently the monthly housing expense used to qualify borrowers. As a result, I/O Loans may allow some borrowers to qualify for a mortgage loan who would not otherwise qualify for a fully amortizing mortgage loan or may allow them to qualify for a larger mortgage loan than otherwise would be the case.

Debt Instruments

The Clients invest, from time to time, in private and government debt securities and instruments. It is possible that certain of the debt instruments in which the Clients invest are unrated, and whether or not rated, the debt instruments could have speculative characteristics. The issuers of such instruments (including sovereign issuers) could face significant ongoing uncertainties and exposure to adverse conditions that undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these instruments and is likely to have an adverse impact on the value of such instruments. It also is likely that any such economic downturn could adversely affect the ability of the issuers of such

instruments to repay principal and pay interest thereon and increase the incidence of default for such instruments.

Although any particular debt instrument often will share features with other debt of its type, its actual terms will have been a matter of negotiation and will thus be unique. Any particular debt instrument could contain terms that are not standard and that provide less protection to creditors than might be expected, including with respect to covenants, events of default, security or guarantees. Issuers of such debt securities and instruments may have, or may be permitted to incur, other debt that rank equally with, or senior to, the debt instruments in which the Clients invests. By their terms, such debt instruments may entitle the holders to receive payment of interest or principal on or before the dates on which a Client is entitled to receive payments with respect to its investments. These debt instruments would usually prohibit the debt issuer from paying interest on or repaying the investments of a Client in the event and during the continuance of a default under such debt instrument. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of such a debt issuer, holders of debt instruments ranking senior to a Client's investment in that issuer would typically be entitled to receive payment in full before that Client receives any distribution in respect of its investment. After repaying such senior creditors, it is possible that such issuer will not have any remaining assets to use for repaying its obligation to the Client. In the case of debt instruments ranking equally with debt instruments in which a Client invests, a Client would have to share on an equal basis any distributions with other creditors holding such debt instruments in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant issuer.

Equity Securities

The Clients could invest in equity and equity-related securities of U.S. and non-U.S. issuers and may be in the form of controlling or noncontrolling positions. Equity securities fluctuate in value in response to many factors, including the activities, results of operations and financial condition of individual issuers, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, domestic and international political environments, events of terrorism, natural disasters, and regional, national, and global health crises may be unforeseeable and contribute to market volatility in ways that adversely affect investments made by the Clients.

Derivatives

From time to time, the Clients invest in interest rate, credit, equity and other derivatives through, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for difference, forward contracts, futures contracts and options thereon, and from time to time use derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the potentially high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance as well as of material and prolonged deviations between the theoretical and realizable value of a derivative (*i.e.*, due to nonconformance to anticipated or historical correlation patterns). These anticipated risks (and other risks that may not be anticipated) could make it difficult as well as costly to a Client to close out positions in order either to realize gains or to limit losses.

General Real Estate Risks

A Client's investment strategy could involve investing in financial instruments and assets secured by real estate and other real estate related investments, including direct investments in real property. Real estate

and real estate related investments generally will be subject to the risks incident to the ownership and operation of real estate and/or risks incident to the making of nonrecourse mortgage loans secured by real estate, including risks associated with: (i) the domestic and international general economic climate; (ii) changes in interest rates and, as applicable, foreign exchange rates; (iii) changes in the availability and cost of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable; (iv) increased mortgage defaults; (v) dependence on cash flow; (vi) the financial resources of issuers and borrowers; (vii) global and regional real estate conditions (such as, decreases in property values, changes in supply and demand for competing properties in an area) and fluctuations in real estate fundamentals; (viii) real estate development and construction risks, including operating costs and time projection; (ix) the ability of a Client or third-party borrowers to manage, maintain and operate real properties; (x) the financial condition of tenants, buyers and sellers of properties; (xi) changes to regulatory limitations on rents and other regulations and laws (such as zoning, environmental and building laws); (xii) changes in real property tax rates and/or tax credits; and (xiii) natural disasters and regional, national and global health crises (for example the global outbreak of COVID-19 in 2020). Additionally, during the COVID-19 global pandemic, state, federal and non-U.S. laws and regulations implemented restrictions on lenders and landlords in the real estate sector and related industries from exercising certain of their rights in the event of borrower or tenant defaults or delinquencies, including with respect to foreclosure and eviction rights. Restrictions such as these have and may continue to have a material adverse impact on real estate lenders and real estate owners. With respect to investments in the form of real property owned by a Client, such Client will incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon and ultimately disposing of such property.

Non-Performing Loans

With respect to non-performing loans (“NPLs”), the obligor or relevant guarantor could be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to NPLs. By their nature, these investments will involve a high degree of risk. NPLs often require substantial workout negotiations or restructuring that could entail, among other things, a substantial reduction in the interest rate, a substantial write-down of the principal of the loan and/or the deferral of payments. Commercial and industrial loans in workout and/or restructuring modes and the bankruptcy or insolvency laws of non-U.S. jurisdictions are subject to additional potential liabilities, which could exceed the value of a Client’s original investment. Even assuming that the collateral securing each loan provides adequate security for the loans, substantial delays could be encountered in connection with the restructuring, foreclosure or liquidation of NPLs. In the event of a default by a borrower, these restrictions as well as the ability of the borrower to file for bankruptcy protection, among other things, could impede the ability to foreclose on or sell the collateral or to obtain net liquidation proceeds sufficient to repay all amounts due on the related loan. In addition, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor could have their claims subordinated or disallowed or could be found liable for damages suffered by parties as a result of such actions. Under certain circumstances, payments to a Client and distributions made by such a Client could be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. Bankruptcy laws could delay the ability of a Client to realize on collateral for loan positions held by it or could adversely affect the priority of such loans through doctrines such as equitable subordination or could result in a restructure of the debt through principles such as the “cramdown” provisions of the bankruptcy laws.

Interest Rate Products

From time to time, the Clients invest in certain interest rate-linked products, including interest rate swaps. Interest rate swaps are a type of derivative instrument where the parties exchange interest payments on a specific principal amount per payment period, typically exchanging a fixed amount for a floating amount (an amount equal to a variable interest rate multiplied by the principal amount). Such payment periods are generally short and these products are typically highly liquid. In the event that a Client enters into an interest rate swap and is paying a fixed amount, such Client risks that the variable interest rate will decrease and therefore the Client will pay more than it will receive. Alternatively, in the event that a Client is paying a floating amount, such Client risks that the variable interest rate will increase and therefore such Client will pay more than it will receive. Interest rate swaps may be linked to one or more currencies. There can be no assurance that interest rates underlying any interest rate swap will perform as expected, and swings in the value of the underlying currencies and the interest rates generally associated with them may adversely affect the value of any interest rate swap in which a Client invests.

Loan Origination

From time to time, certain Clients originate loans and such loan origination activities generally constitute a trade or business for U.S. federal income tax purposes. In such a case, if the Client's loan origination activities are sufficiently "regular" under a facts-and-circumstances test and if the Client makes more than "negligible sales" of the originated loans (within the meaning of applicable Regulations), such Client could be required to mark the originated loans to market, as if it had made the mark-to-market election with respect to its originated loans. Tilden Park intends to conduct the activities of such a Client so as to avoid the mandatory mark-to-market treatment. Moreover, the character of any gains and losses from the sale or other taxable disposition of loans originated by a Client (or otherwise acquired by a Client in connection with the conduct of its trade or business) as capital or ordinary for U.S. federal income tax purposes is uncertain.

Flexible Investment Approach

Tilden Park has broad investment authority, and may trade in a broad array of financial instruments in various countries, regions and sectors that it believes will help its Clients achieve their respective investment objectives. There are no limitations on the strategies and/or instruments that Tilden Park could employ in seeking to achieve certain of its Clients' investment objectives. The products and strategies that Tilden Park may pursue for its Clients are not limited to the products or strategies described herein. Furthermore, such products and strategies may change and evolve materially over time. Tilden Park could opportunistically implement whatever strategies, risk management techniques and discretionary approaches, as well as such other investment tactics, as it believes from time to time are suited to prevailing market conditions. Clients must recognize that by investing with Tilden Park, they are placing their capital under its discretionary management and authorizing it to purchase whatever products and using whatever strategies, in each case, in such manner as Tilden Park determines. Any new investment product, strategy, technique, discretionary approach and tactic developed by Tilden Park could be more speculative than earlier investment products, strategies, techniques, discretionary approach and tactics and could involve material and as-yet-unanticipated risks that could increase the overall risk associated with an investment with Tilden Park. Clients generally will not be notified of any changes in Tilden Park's investment products, strategies, techniques, discretionary approach and tactics. There can be no assurance that Tilden Park will be successful in applying its approach and there is material risk that a Client could suffer significant impairment or total loss of its capital (including loss resulting from such newly-used investment products, strategies, techniques, discretionary approach and tactics).

Global Investments

From time to time, Clients invest a portion of its assets outside the United States. In addition to business uncertainties, such investments may be affected by political, social and economic uncertainty affecting a country or region. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity could be reduced and price volatility could be higher. The legal and regulatory environment could also be different, particularly as to bankruptcy and reorganization. Financial accounting standards and practices could differ, and there could be less publicly available information in respect of such non-U.S. issuers. Such a Client will be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, some of the assets could be subject to brokerage taxes levied by governments, which have the effect of increasing the cost of such investments and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by a Client from sources within some countries could be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by a Client will reduce its net income or return from such investments. Laws that govern private and foreign investment and transactions in financial instruments in non-U.S. countries may be relatively new and untested. As a result, a Client could be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and lack of enforcement of existing regulations. Furthermore, it could be difficult to obtain and enforce a judgment in certain non-U.S. countries in which assets of a Client may be invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on such a Client and its operations. Furthermore, it could be difficult to obtain and enforce a judgment in a court outside of the United States.

Short Selling

Short selling involves selling securities which may or may not be owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which a Client engages in short sales will depend upon such Client's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Client of buying those securities to cover the short position. A Client may hold short positions in indices (*e.g.*, without limitation, CMBX indices). Holding a short position in such an index may require a Client to make periodic fixed coupon payments to the party of the corresponding long position, which may be substantial. There can be no assurance that a Client will be able to maintain any particular short position. In some cases, a Client can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Leverage

The Firm levers the Clients' assets through various types of financings and may lever the Clients' assets through investments in and/or the creation or sponsorship of various securitization vehicles. The Firm may also leverage its investment return with options, short sales, swaps, forwards and other derivative

instruments. While leverage presents opportunities for increasing the Clients' total return, it has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment by a Client would be magnified to the extent the Client is leveraged. The cumulative effect of the use of leverage by the Firm in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients, which would be greater than if the Clients were not leveraged. Leverage will increase the exposure of the Clients to adverse economic factors such as significantly rising interest rates, severe economic downturns or deterioration in the condition of the Clients' investments or their corresponding markets. Rising interest rates could significantly adversely affect the Clients' ability to obtain financing on favorable terms, if at all, and the performance of levered assets and investments. Because the Firm intends to engage in portfolio financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. As a result, the Clients could lose their interests in performing investments in the event such investments are cross-collateralized with poorly performing or non-performing investments. In addition, recourse debt, which the Firm reserves the right to obtain, could subject other assets of a Client's investments to risk of loss. As a general matter, the banks and dealers that provide financing to a Client can apply essentially discretionary margin, "haircut," financing, security and collateral valuation policies. Changes by banks and dealers to such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory or judicial action, could result in margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other banks or dealers. Any such adverse effects could be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel a Client to liquidate all or a portion of its portfolio at disadvantageous prices.

Limited Liquidity in the Funds

An investment in the Funds is suitable only for certain sophisticated investors that have no need for immediate liquidity in their investment. Such an investment provides limited liquidity because interests are not freely transferable. The assets that the Funds invest in have a varying degree of liquidity and include positions (which at times may be substantial) that are highly illiquid. Additionally, an investor in the Funds is only entitled to withdraw from a Fund according to the terms of the Fund's governing documents, which generally stipulate "lock-up periods" and limit the amount of capital an investor can withdraw at any specific time.

Counterparty Risk

The Firm has and expects to continue to establish relationships to obtain financing and prime brokerage services that permit the Clients to trade in any variety of markets or asset classes over time; however, there can be no assurance that the Firm will be able to maintain such relationships or continue to establish such relationships. An inability to establish or maintain such relationships would limit the Clients' trading activities and could create losses, preclude the Clients from engaging in certain transactions, financing and prime brokerage services and prevent the Clients from trading at optimal rates and terms. Moreover, a disruption in the financing and prime brokerage services provided by any such relationships before the Firm establishes additional relationships could have a significant impact on the Firm's business due to the Clients' reliance on such counterparties.

Dependence on Key Individuals

The success of the Firm depends upon the ability of its investment professionals, and in particular Mr. Birnbaum, to develop and implement investment strategies that achieve the Clients' investment

objectives. If the Firm were to lose the services of Mr. Birnbaum, the consequence to the Clients could be material and adverse.

Side Letters; Different Terms of Interests

The Funds and the Firm have and in the future may enter into agreements, commonly referred to as “side letters,” or issue interests to certain investors that, in each case, establish terms of investment that are more favorable than the terms of investment that are generally available to investors including, among other things, (i) greater transparency into a Fund’s portfolio, (ii) different or more favorable withdrawal rights such as more frequent withdrawals or shorter withdrawal notice periods, (iii) greater information than may be provided to other investors, (iv) different fee and allocation terms, (v) more favorable transfer rights and/or (vi) different portfolios. The Funds have and in the future may issue such interests and the Funds and the Firm have and in the future may enter into such side letters without notice to, or the consent of, the other investors.

General Economic and Market Conditions

The success of the Firm’s activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Clients’ investments), trade barriers, currency exchange controls, energy prices, commodity prices, national and international political circumstances (including government intervention in financial markets, wars, terrorist acts or security operations), natural disasters, outbreaks of infectious disease, pandemics or any other serious public health concern, and coordinated investor actions (*e.g.*, through internet message boards or otherwise). These factors generally affect the level and volatility of securities prices and the liquidity of the Clients’ investments. Volatility or illiquidity could impair the Clients’ profitability or result in losses. The Firm’s Clients may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Cybersecurity

The Firm and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. For example, information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Such damage or interruptions to information technology systems could cause losses to (i) the Clients, by affecting their ability to calculate net asset value or impeding or sabotaging trading, or (ii) individual investors by interfering with the processing of Limited Partner transactions. A cybersecurity breach could expose both the Clients and the Firm (which, in certain circumstances, will be entitled to indemnity from the Clients) to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from a Fund. Clients and investors could also be exposed to losses resulting from unauthorized use of personal information. The Firm permits personnel to work remotely. As a result of

working remotely, such personnel rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, which results in Tilden Park being more exposed to potential cybersecurity incidents and cyberattacks. Further, holding Digital Assets (as defined below) may expose the Funds to additional cybersecurity risks. While the Firm has implemented various measures to manage risks associated with cybersecurity breaches, including establishing business continuity plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cybersecurity risks also are present for issuers of securities in which the Clients invest, which could affect their business and financial performance, resulting in material adverse consequences for such issuers, and causing investments by Clients in such securities to lose value.

Currencies

Rates of exchange may have an adverse effect on the value, price of, or income derived from investments that are denominated in a currency other than U.S. dollars. Rates of exchange are influenced by, among other things: changing supply and demand; trade, fiscal, monetary, and exchange control policies of governments; U.S. and foreign political and economic events; changes in national and international interest rates and inflation; currency devaluation; and sentiment of the marketplace.

Cryptocurrencies and Digital Assets

The Firm's Clients may invest directly or indirectly in Bitcoin, Ethereum and similar digital assets, security tokens and cryptocurrencies (collectively, "Digital Assets"), which are nascent and highly speculative assets. Digital Assets differ from traditional currencies, commodities and securities because, among other reasons, Digital Assets are not backed by a central bank or a national, supra-national or quasi-national organization, any hard assets, human capital, or other form of credit. A Digital Asset's value is determined by (and fluctuates often, according to) supply and demand factors, which are influenced by, without limitation, the willingness of merchants that accept it. As a nascent technology, Digital Assets are not yet widely adopted as a means of payment for goods and services or commonly held by qualified custodians. Banks and other established financial institutions may refuse to process funds for Digital Asset transactions, process wire transfers to or from Digital Asset exchanges, cryptocurrency-related companies or service providers, or maintain accounts for persons or entities transacting in Digital Assets. Further, Digital Assets may not be considered as a legitimate means of payment or legal tender in some jurisdictions.

Item 9
Disciplinary Information

In the past ten years, there have been no legal or disciplinary events involving either Tilden Park or any of its management persons that are material to Tilden Park's advisory business.

Item 10
Other Financial Industry Activities and Affiliations

A. Neither Tilden Park nor any of its management persons are registered, or have an application pending to register, as broker-dealers or registered representatives of a broker-dealer.

B. Tilden Park Management I LLC is a member of the National Futures Association and registered with the Commodity Futures Trading Commission as a commodity pool operator. As a result of this registration, Samuel Alcott and Joshua Birnbaum are registered as associated persons of Tilden Park Management I LLC in accordance with the rules, regulations and bylaws of the National Futures Association. Other than as set forth in this Item 10.B, neither Tilden Park nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

C. The Relying Advisers and General Partners of the Funds are affiliated with Tilden Park by common ownership. Tilden Park's Relying Advisers, General Partners, employees and the persons acting on its behalf are subject to the registered adviser's supervision and control and are therefore "persons associated with" the registered adviser and subject to Tilden Park's compliance program. Please refer to Item 10.B above for disclosures regarding Tilden Park's affiliated commodity pool operators.

Other than as described in Item 11.B, neither Tilden Park nor any of its management persons have any other relationships or arrangements with any related persons that are financial services companies that pose material conflicts of interest.

D. Tilden Park does not recommend or select other investment advisers for its Clients and receive compensation from those advisers.

Item 11

Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

A. Tilden Park has adopted a Code of Ethics (the “Code”), which describes the Firm’s fiduciary duties and responsibilities to its Clients and requires the Firm’s employees to (i) place Clients’ interests before the Firm’s and its employees’ interests, (ii) act in good faith and in an ethical manner and (iii) identify and manage conflicts of interest to the extent that they arise. Tilden Park’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by Tilden Park or its employees. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of Tilden Park’s employees. The Code prohibits employees from engaging in personal trading in the securities of issuers on the Firm’s restricted lists without receiving pre-clearance, requires employees to provide duplicate brokerage accounts statements to the Firm or to report all securities transactions and holdings on a quarterly and annual basis, respectively. The Code also includes policies and procedures to prevent the misuse and disclosure of material nonpublic information and other confidential information, as well as policies and procedures addressing conflicts of interest, outside activities of employees, gifts and business entertainment, and political contributions. Tilden Park will provide a complete copy of its Code to any Fund investor, Client or prospective Client upon request to (212) 754-1700 or info@tildenparkcapital.com.

B. Tilden Park Investment Fund LP and Tilden Park Offshore Investment Fund Ltd invest all their investable assets through a “master feeder” structure in Tilden Park Investment Master Fund LP. Tilden Park Investment Master Fund LP invests directly and through special purpose vehicles or otherwise, which include, without limitation, investing through U.S. or offshore limited liability companies, limited partnerships and trusts, profit participation notes issued by Irish designated activity companies, and Irish Collective Asset-Management Vehicles for which Tilden Park acts as investment manager. The use of a master-feeder structure creates a conflict of interest in that different tax considerations for each feeder fund may result in the master fund structuring or disposing of an investment in a manner that is more advantageous to investors in one feeder fund. Each Fund’s respective offering documents provides additional disclosures with respect to master-feeder arrangements and the use of trading vehicles.

Tilden Park, its employees, or a related entity (collectively “Related Persons”) have committed their own capital to the Funds. Thus, although the Funds may, at times, buy or sell securities in which Related Persons have a financial interest, the capital that Related Persons have in the Funds aligns the interests of the Funds and Related Persons, and helps to mitigate potential conflicts that exist.

Prior to March 11, 2020, the date that the World Health Organization publicly characterized COVID-19 as a pandemic, Tilden Park’s principals funded special purpose vehicles (“TP Entities”) that invested in, or provided a loan to, portfolio companies in anticipation of launching new investment products (e.g., new investment funds); *however*, since that time the economy has changed materially and Tilden Park is no longer planning to launch such investment products and, accordingly, it should be understood that the TP Entities are proprietary accounts. In exchange for their investments, the TP Entities received portfolio company equity or a portion of their revenue. Certain of the portfolio companies, without limitation, source loans and acquire the right to purchase an interest in a homeowner’s residential real property through option purchase agreements and act as a servicer with respect to such loans and agreements, respectively, for a fee. Currently, one such portfolio company sources loans for certain Clients (i.e., Tilden

Park Investment Master Fund LP and its feeder funds), and acts as a servicer with respect to such loans for a fee. These transactions benefit such Clients by providing them with access to these loans and services, but these transactions also benefit Tilden Park by generating revenue for such portfolio company, which makes loan repayments and pays a portion of its revenue to a TP Entity. Tilden Park only purchases such loans on behalf of its Clients when it considers it to be in the interest of such Clients and engages such portfolio company as a service provider on terms that Tilden Park believes are at least as favorable as would be provided by a third party with comparable levels of expertise, availability and quality of service and compensation rates. The fees paid to this portfolio company do not reduce the Management Fee or Incentive Allocation borne by a Client. These transactions present a conflict of interest, as Tilden Park and its principals are incentivized to, and may be viewed as biased in choosing to, invest in these loans and retain this portfolio company as a service provider. To address these conflicts, Tilden Park generally obtains the consent of an independent advisory committee.

C/D. With limited exceptions, Tilden Park restricts personal investment in the same securities that the Firm or any Related Person recommends to Clients, as such activity may present an inherent conflict of interest to favor personal investment transactions over Client transactions. To address this and any related conflict of interest, the Firm maintains personal trading pre-clearance requirements and a personal trading restricted list (which, among other things, includes all securitized products (*e.g.*, CMBS, RMBS, ABS, Agency CMO, etc.), securities about which the Firm may have material non-public information, and all securities held by Clients with certain limited exceptions (*e.g.*, ETFs, certain treasury-related securities, or interest rate products). If an employee acquired a security that is restricted prior to joining the Firm or the Firm and its Related Persons recommend a security to Clients that is already held by an employee, the employee generally will be permitted to continue to hold the applicable security but will need to obtain pre-clearance for any future trading of that security.

Item 12

Brokerage Practices

A.1. Tilden Park generally has the authority to select the broker-dealers used in Client transactions and to negotiate the fees paid to the broker-dealers in connection with such transactions. Tilden Park places trades for Client accounts subject to its fiduciary duties, including the duty to seek best execution for Clients' securities transactions. In choosing broker-dealers for Client transactions and determining the reasonableness of broker-dealer compensation, Tilden Park generally seeks the best combination of brokerage expenses and execution quality. Factors considered by Tilden Park include, but may not be limited to: the ability of the brokers or dealers to effect the transactions (*i.e.*, the access of the brokers or dealers to the asset in which Tilden Park desires to transact) and, when multiple brokers or dealers are able to effect a transaction, the ability of the brokers or dealers to effect the transactions at the best price, their facilities, reliability and financial responsibility, and the use of brokerage or research products or services which Tilden Park considers to be of benefit to its Clients. Selecting broker or dealers on the basis of considerations that are not limited to commission rates may result in higher transaction costs than would otherwise be obtainable. Tilden Park is not required to solicit competitive bids for execution services or to select the broker or dealer that charges the lowest transaction cost. Accordingly, the transactions costs (or dealer markups and markdowns arising in connection with riskless principal transactions) charged to a Client by broker-dealers in the foregoing circumstances may be higher than those charged by other brokers who may not offer such services. In seeking best execution for transactions on behalf of Clients, the Firm, from time to time, may instruct the broker-dealer that executes a transaction to allocate a portion of the execution fee for such transaction to another broker-dealer who was involved in the transaction (*e.g.*, provided research products). In such instances, the applicable Client generally bears the same execution costs that it would otherwise be subject to.

Tilden Park does not engage in formal soft dollar arrangements with counterparties. To mitigate (potential) risks and conflicts associated with trading, the Firm has implemented written compliance policies and procedures, including a policy to seek best execution for Clients' securities transactions. Further, to the extent applicable, Tilden Park's policy is to follow the safe harbor in Section 28(e) of the Securities Exchange Act of 1934 and periodically make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker or dealer.

The selection of a broker to execute transactions, provide financing and securities on loans, hold cash and short balances, etc.) may be influenced by their provision of products and services without charge, including, without limitation, proprietary or third-party research, special execution capabilities, monthly broker pricing, economic and market information, industry and company and sector comments, technical data, recommendations, general reports, efficiency of execution and error resolution, quotation services, the availability of investments to borrow for short sales, marketing assistance and access to capital introduction services, consulting services with respect to, without limitation, technology, operations and/or equipment, and similar services ("Products and Services"). Many of these Products and Services are made available to Tilden Park on an unsolicited basis and without regard to transaction costs charged

or the volume of business Tilden Park directs such broker. However, Tilden Park may not receive such Products and Services if it did not utilize such broker (e.g., if its Client accounts were not held at such prime broker or custodian). In addition, but on a more limited basis, the selection of a service provider other than a broker may be influenced by their provision of Products and Services without charge. As with brokers, these Products and Services may be made available to Tilden Park on an unsolicited basis and without regard to any particular retention; *however*, Tilden Park may not receive such Products and Services if it did not utilize such service provider. All such Products and Services may benefit Tilden Park and many, but not necessarily all, of its Clients and Tilden Park may have a conflict and incentive to select or recommend a service provider (including a broker) based on its interest in receiving such Products and Services as disclosed above. Further, if Tilden Park receives Products or Services as a result of doing business with a service provider (including a Broker), Tilden Park will receive a benefit because it does not have to produce or pay for those Products and Services

2. Tilden Park does not consider Client referrals when selecting or recommending a broker-dealer.

3. Tilden Park does not engage in directed brokerage.

B. Tilden Park seeks to allocate investment opportunities in a manner that is in the best interest of all Clients. Tilden Park owes each Client a duty of loyalty and a duty to act in the Client's best interests. Accordingly, under no circumstances will Tilden Park intentionally favor one Client over another.

The Firm has an inherent conflict of interest in allocating investment opportunities as a result of both the relative compensation it receives and relative investor composition among its Clients. Accordingly, it is the policy of Tilden Park to allocate investment opportunities fairly and equitably over time. When it is determined that it would be appropriate for multiple Clients to participate in an investment opportunity, Tilden Park will ordinarily seek to execute orders for all such Clients on a basis that it deems fair and equitable. Tilden Park determines for which of its Clients in a respective investment is considered appropriate and the allocation of such investment among such accounts, taking into account such factors as, without limitation: (a) the relative amounts of capital available for new investments; (b) relative exposure to market trends; (c) the investment programs and portfolio positions of all such Clients; (d) whether the risk-return profile of the proposed investment is consistent with the Client's objectives; (e) the potential for the proposed investment to create an imbalance in the Client's portfolio; (f) liquidity requirements; (g) potentially adverse tax consequences; (h) regulatory restrictions that would or could limit a Client's ability to participate in a proposed investment; (i) the need to adjust the risk in the Client's portfolio; and (j) each Client's strategy with respect to a specific investment (e.g., whether to obtain a smaller profit margin and a greater volume of transactions or to try and obtain a greater profit margin with each transaction). Such considerations may result in allocations among the Clients on other than a *pari passu* basis. When it is deemed to be appropriate, orders may be combined for Clients, and if any order is not filled at the same price, they may be allocated on an average price basis or on any other basis deemed fair and equitable by Tilden Park. Similarly, if such an order cannot be fully executed under prevailing market conditions, securities may be allocated on a basis that Tilden Park considers fair and equitable.

Item 13
Review of Accounts

- A.** Tilden Park's Chief Investment Officer, Chief Risk Officer, Chief Financial Officer, Chief Operating Officer, and Deputy Chief Compliance Officer review the contents of the Clients' portfolios informally on a continual basis.
- B.** The Firm does not utilize any specific criteria to trigger a review of Client investments at this time. Nevertheless, as noted in Item 13.A above, Tilden Park reviews the contents of the Clients' portfolios informally on a continual basis.
- C.** Within 120 days after the Firm's fiscal year-end, written audited financial statements are delivered to each investor in the Funds. The Firm also intends for investors to receive written unaudited performance information for the Funds after each month, as well as a monthly report providing additional detail on the Funds' investments. Such reports will include the value of such investor's interest in the Fund as determined based on the unaudited fair market value of the holdings in the respective Fund. Managed Accounts may receive reports as negotiated and reflected in the related investment advisory agreement.

Item 14

Client Referrals and Other Compensation

- A.** No one other than the Clients provides an economic benefit to Tilden Park for providing investment advice or other advisory services to the Clients.
- B.** Neither Tilden Park nor any related person directly or indirectly compensates any person who is not a supervised person for Client referrals.

Item 15

Custody

The Firm adheres to the applicable requirements of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the “Custody Rule” and such act, the “Advisers Act”) with respect to each Fund for which it or an affiliate serves as general partner or managing member and ensures that funds and securities are custodied with at least one qualified custodian. The Firm’s CFO is responsible for arranging for the annual audits of the Funds by an independent auditor in accordance with generally accepted accounting principles, and for delivery of the Funds’ audited financial statements to investors within 120 days of the Funds’ fiscal year end. The Firm does not have custody over the assets of Managed Accounts, as set forth in each Managed Account’s governing documents. Tilden Park will comply with the Custody Rule for any Managed Account should the Firm be deemed to have custody.

Item 16
Investment Discretion

Tilden Park has discretionary authority to manage the assets of its Clients. This authority is granted to Tilden Park through an investment advisory agreement, or similar agreement, signed by the Client and Tilden Park or one of its affiliates. Limitations on Tilden Park's discretionary authority are included in such investment advisory or similar agreements, Fund offering documents and/or Tilden Park's internal compliance policies and procedures.

Item 17

Voting Client Securities

In the event that any Funds come into possession of securities with voting rights, the Firm has the authority to vote proxies. In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, Tilden Park has adopted and implemented written policies and procedures governing the voting of Client securities.

The Firm's policy is to vote proxies, or abstain from voting, solely in the best interests of its Clients. Tilden Park will vote all proxies in a prudent manner, considering the prevailing circumstances at such time and in a manner consistent with its fiduciary duties to its Clients. Proxy voting decisions are generally made by an individual member of the investment team that is authorized by Tilden Park to make such decisions, but may also be made collectively by the members of the Firm's investment team. Clients may not direct Tilden Park to vote proxies in a particular solicitation.

Should Tilden Park identify a material conflict of interest in voting a proxy, Tilden Park may defer to the voting recommendation of an independent third-party provider of proxy services or take such other action that Tilden Park determines to be in the best interest of its Clients.

Clients may obtain a copy of the Firm's proxy voting policies and can arrange to view information about how proxies were voted on-site by contacting us at (212) 754-1700 or info@tildenparkcapital.com.

For Managed Accounts, Tilden Park generally does not accept proxy voting authority, formally advise on particular solicitations or forward proxies. Managed Accounts should contact their third-party managers and/or custodian(s) with questions about receiving proxies and the process for voting on such proxies.

Item 18
Financial Information

Tilden Park is not required to include a balance sheet for its most recent fiscal year, does not believe there are any financial conditions reasonably likely to impair its ability to meet contractual commitments to Clients and has not been the subject of a bankruptcy petition at any time during the past ten years.