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Form ADV Part 2A

Client Brochure March 29, 2024

This brochure (“Brochure”) provides information about the qualifications and business practices of Sabal Investment Advisors, LLC (“SIA”) and its relying adviser, Sabal Investment Holdings, LLC (“SIH” together with SIA, the “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (877) 900-6272. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about the Advisers is also available on the SEC’s website at www.adviserinfo.sec.gov.

SIA and SIH each refer to itself as a “registered investment adviser” in materials distributed to current and prospective clients. As registered investment advisers with the SEC, SIA and SIH are subject to the rules and regulations adopted by the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration does not imply a certain level of skill or training.

This Brochure is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to purchase any interest in any entity, investment, or investment vehicle. Any such offer or solicitation will be made solely to qualified investors by means of a private placement memorandum and related subscription materials.

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Item 2 - Material Changes

Set forth below is a summary of changes that have been made to the Adviser's Brochure since its last annual amendment filed March 30, 2023:

1. In Item 4 (Advisory Business), changes were made to update and supplement information relating to the Adviser's business, owners and reflect the Adviser's regulatory assets under management as of December 31, 2023;
2. Item 5 (Fees and Compensation) was reorganized and edited to clarify fees charged to funds and managed accounts.
3. In Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss), disclosures relating to inflation risk and cybersecurity risk were added.
4. Item 10 (Other Financial Industry Activities and Affiliations) was updated to include the Trident Funds which own Trident Sabal Capital Holdings II Corp., which owns a majority interest in Sabal Holdings Company, LLC, the indirect parent company of the Adviser.

In addition, various edits were made throughout the Brochure in an effort to clarify defined terms and to update certain references.

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Item 4 - Advisory Business

A. Description of the Adviser

Each Adviser is a privately held Delaware limited liability company registered as an investment adviser with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act")*. Each is controlled by SCP IM, LLC ("SCP IM"), which owns 75.5% of SIA and 100% of SIH. SCP IM is 100% owned by Sabal Capital Operations, LLC ("SCO"), which is 100% owned by Sabal Capital Holding Company, LLC ("SCHC"). SCHC is majority-owned by Trident Sabal Capital Holdings-II Corporation ("Trident"), which is subsequently owned by four pooled investment vehicles, two of which in aggregate own 96.26 of Trident ("Trident Funds").

The Adviser's total assets under management is \$3,325,851,149 as of December 31, 2023.

B. Specialization

The Adviser manages on behalf of its clients investments primarily in the commercial real estate ("CRE") credit and equity sectors, seeking to capitalize primarily on the fundamentals in the small- and mid-balance CRE market and potential increased demand for financing by focusing on senior secured loans and/or debt investments backed by commercial real estate loans, especially workforce and affordable multifamily properties originated across geographic markets in the United States. See Item 7 for the types of the Adviser's clients.

C. Advisory Services

Generally, the Adviser provides investment advice pursuant to, and subject to the strategy and restrictions (if any) set forth in, a client's offering memorandum, organizational documents, subscription agreements, advisory or investment management agreements and/or any side letter agreements negotiated with investors in the applicable client, and property management agreements related to property acquired directly or through a subsidiary company (to the extent applicable with respect to each client, collectively, "Governing Documents"). The Adviser may add to, change, or modify its investment strategies at any time in its sole discretion, provided that any such modification or change falls within the parameters of a client's Governing Documents, as may be amended from time to time. The Adviser neither offers nor participates in any wrap fee programs.

Fund Advisory Services

The Adviser currently provides investment advisory services to clients that are privately offered investment vehicles that are operated by general partner affiliates, which investment vehicles primarily invest directly or indirectly in CRE markets (collectively referred to herein as the "Funds"). SIA currently provides investment advisory services to one Fund and SIH provides investment advisory services to five Funds.

The Adviser manages the Funds pursuant to the investment strategy described in the Governing Documents of the respective Fund for which each has separate investment management discretion. Each Adviser's affiliate serving as General Partner has created certain alternative investment vehicles structured as limited liability companies and may create such investment vehicles in the future ("Alternative Investment Vehicles"), to further a Fund's investment objectives and to accommodate certain tax, legal and regulatory considerations of investors.

Investors in each Fund may negotiate the terms of the applicable Fund agreement in connection with their investments in such Fund. In certain cases, the Adviser or its affiliate may, and have entered into side letter agreements with certain investors in the Funds ("Side Letters") establishing rights under, or supplementing or altering terms of, the applicable Fund agreement. Such Side Letters cover many different topics, including without limitation: "most favored nation" rights; modified notice or reporting requirements; compliance with certain ERISA requirements; fee terms; confidentiality; co-investment opportunities; transfers; the right to receive certain

*Such registration does not imply that the SEC has passed upon the services provided by the Adviser.

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special allocations; and certain other matters relating to an investment in the Fund. The Adviser tracks all Side Letters that have been entered into with respect to each Fund to ensure that no investors are disadvantaged by the triggering of one or more provisions of a Side Letter.

Specific details relating to the advisory and management services provided to the Funds and investments through an Alternative Investment Vehicle, including details relating to fees, risks, and other considerations, are fully disclosed in each Fund's Governing Documents. Current and prospective investors should refer to the applicable Fund's Governing Documents for complete information on the investment restrictions and risks of investing.

Separately Managed Accounts

SIH may act as investment manager, general partner, or limited liability company manager for separately managed accounts ("Managed Accounts") and provide discretionary and non-discretionary investment advice to institutional investors who may also be investors in the Funds. Currently, SIH provides investment advice to a Managed Account that is a single member investor private fund., which is an investor in one of the Funds advised by SIH (referred to herein as the "SMA"). The Managed Accounts seek to generate current income and capital appreciation through a broad investment strategy in commercial real estate debt and equity investments.

Future Funds

SIH or its affiliates may act as investment manager, general partner, or limited liability company manager for investment funds having similar investment objectives and using substantially the same investment strategy as the Funds and the Managed Accounts, and may create additional limited partnership funds and/or single member funds for separately managed accounts.

D. Senior Executives of the Adviser

Pat Jackson is Senior Portfolio Manager and Chief Investment Strategist of the Adviser and sits on the Adviser's Investment Committee. He is responsible for overall company direction and oversight, investment sourcing and business development. He is also the Chief Executive Officer of Sabal Capital Holding Company, LLC ("Sabal"), the Adviser's indirect parent company and the successor company of a broader platform operating under the Sabal brand, which he launched in 2009 to capitalize on investment opportunities in the commercial real estate sector. Mr. Jackson holds an indirect minority interest in Sabal. Mr. Jackson was the former CEO and founder of Sabal Capital Partners, LLC (and together with its predecessor company Sabal Financial Group, L.P.). Mr. Jackson was the former CEO and founder of IndyMac Commercial Lending Corporation, a leading nationwide small balance commercial and multifamily lending platform. Prior, he was the President and COO of Unitek Miyachi Corporation and held senior leadership positions with Signet Scientific Company and Intecolor Corporation.

Michael Cook is a Managing Director for SIH and is responsible for Credit Strategies. Prior to joining SIH, Michael was a Chief Portfolio Manager at AFL-CIO Housing Investment Trust ("HIT"). At the HIT, he led and managed a ~\$7B portfolio specializing in stabilized and construction-relation multifamily whole loan credit investments, FHA/HUD-insured loans, GSE conventional MBS and PC securities, and structured securitization across GNMA MBS and private-label conduit investments.

Michael holds the CFA Institute's Chartered Financial Analyst ("CFA") designation and is a Certified Financial Risk Manager ("FRM"). The FRM designation is the most widely respected and globally recognized certification for financial risk management.

Michael received a dual degree in both Economics and Finance from University of Kentucky, where he graduated magna cum laude.

Drake Ayres is a Managing Director of the Adviser responsible for Structured Credit Strategies. Prior to joining the Adviser, Drake was a Vice President for Sabal Financial Group responsible for the portfolio acquisitions and management of over \$5B in commercial debt located across the United States. In this role, he

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provided loan acquisition, structure and modeling of commercial assets, headed CMBS and bank financings, and supported the portfolio management platform, reporting directly to the Chief Investment Officer and Chief Executive Officer. In addition, Drake provided analytical support to Sabal's Commercial Advisory platform, which provided underwriting, re-underwriting, surveillance, and modeling services for clients in the banking industry.

Drake received a Bachelors in Business Administration in Economics from the Terry College of Business, University of Georgia.

Tal Seder is a Managing Director for SIH and is responsible for Opportunistic/Alternative investments. Prior to joining the Adviser, Tal co-founded MLN Partners ("MLN"), a private investment firm focused on acquiring, re-positioning and developing real estate nationally alongside leading local operating partners. Tal developed MLN's original business plan and was responsible for developing, implementing, and overseeing MLN's acquisition and asset management strategies. MLN's investment focus included investments in real estate technology companies.

Prior to MLN, Tal was a Managing Director at Lone Star Funds ("LS"), spending five years in its London and New York offices. Tal joined Lone Star Funds as one of the first members of LS's dedicated commercial real estate team. Tal's responsibilities included sourcing, structuring and executing deals across a spectrum of product types and geographies, including the United States and Europe. Tal began his career at the J.E. Robert Companies in Washington D.C. and London. Tal has advised or served on the boards of AvantStay, Up&Up, Milwaukee Valve Company, Jurys Inn, Amaris Hospitality and Atlas Hotels.

Tal received his undergraduate degree from Georgetown University having double majored in Finance and Accounting, which included business studies at Trinity College at Oxford University. Tal holds an MBA from the Wharton School of Business at the University of Pennsylvania.

Mike L. Wilhelms is the Chief Financial Officer of the Adviser and its affiliates. Mike is responsible for providing strategic leadership in all aspects of the organization's financial operations.

Mike joined the Adviser following his most recent roles with Crescent Capital Group LP (CCG), an alternative asset management and SEC-registered investment advisory firm where he served as chief financial officer for Crescent Capital Group's first public fund, CrescentCapital BDC, Inc. (CBDC), and its NASDAQ listed company, Crescent Acquisition Corp. (CRSA). Previously, Mike was CFO for Triad Financial Corporation, a multi-channel consumer finance provider. As CFO, he was responsible for establishing warehouse lines of credit with Wall Street banks and executed over \$11 billion in securitizations. Mike also previously held the CFO role at online fashion retailer REVOLVE Clothing, and served as executive vice president, CFO, COO and eventually president and CEO of CorrectiveSolutions (CS), a provider of outsourced educational diversion programs for district attorneys across the country.

Mike started his career at KPMG in the assurance practice, specializing in financial services. Mike became a California Certified Public Accountant in 1995 with inactive status starting in 2013. Mike received his BA in Business Economics with a concentration in Accounting from the University of California Santa Barbara.

Item 5 - Fees and Compensation

A. Management Fee

Funds

Under each Adviser's investment management agreement ("IMA") with the Fund, the Adviser will receive an annual management fee (the "Management Fee") as specified in the IMA and which is based on (i) a percentage of committed capital commencing on the date of the initial closing and (ii) a percentage of the remaining aggregate capital contributions made by limited partner investors with respect to all investments owned by the Fund. The Management Fee is payable quarterly in advance. Each Adviser, in its discretion, may waive or reduce the

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Management Fee as to all or any of the investors in the Fund or agree with an investor to waive or alter the Management Fee as to that investor.

SIA and SIH are each “fee only” investment advisers, and other than their respective Management Fees described below, neither the Adviser nor its principals receive or accept any direct or indirect compensation related to investments that are purchased or sold for the Funds. This means that the Funds will not be sold products or services that create additional fees or compensation to benefit the Adviser, its principals, or its affiliates other than those described in this Brochure. However, in addition to Management Fees, the Funds may also pay other fees or expenses to affiliated third parties. For additional information on the conflicts of interest involved in the retention of the Adviser’s affiliates, please see Item 10 below.

The Management Fee will be paid directly by the Funds and will indirectly be borne by the Fund’s investors. The Adviser, in its sole discretion, may waive or reduce the Management Fee as to all or any of the investors in their respective Funds or agree with an investor to waive or alter the Management Fee as to that investor.

Managed Accounts

For investment advisory services offered by the Adviser for the Managed Accounts of individuals, trusts, pension and profit-sharing funds and other institutions, the Adviser is entitled to an advisory fee based on a percentage of assets under management, generally payable quarterly in advance for such services. The management fee and other expenses are negotiated on a case-by-case basis and will typically include legal, organizational, offering, and other expenses, as applicable. A Managed Account client may also incur certain operating expenses, which will be set forth in such client’s Governing Documents. These fees will be exclusive of other fees that a client may bear, including brokerage commissions, transaction fees, custodian fees and other related costs and expenses. The Adviser shall not receive any portion of the commissions, other fees, or other costs other than as specified in the client’s Governing Documents. The SMA does not pay a separate advisory fee as it is currently invested in one of the Funds and is charged its pro rata share of the Management Fee that is paid by the Fund in which it is invested.

B. Carried Interest

The Adviser only receives a Management Fee from the Funds. However, each Fund will pay an incentive (i.e. carried interest) distribution to the Adviser’s affiliate serving as the respective Fund’s General Partner based on a percentage of all Fund assets in excess of capital contributions equal to limited partner contributed capital plus a preferred return, as described in greater detail in Item 6 below. Current and prospective investors should refer to the applicable Fund’s Governing Documents for specific incentive fee structures.

With respect to Managed Accounts, 100% of distribution of proceeds will first be apportioned to the limited partner investor based on its aggregate capital contributions to all investments. Thereafter, the General Partner is entitled to an incentive distribution based on a percentage of the applicable Managed Account assets exclusive of (i) co-investments with the limited partner in Fund II and (ii) any investments that are within Fund II’s permitted allocations to opportunistic investments.

C. Payment Method

Each Fund’s Management Fee typically will be paid quarterly in advance by deducting from the assets held in the Fund’s account on the initial closing date and on the first day of the calendar quarter thereafter.

If either Adviser does not provide services for the full period in respect of which such Management Fees are paid, the Adviser will return a pro rata portion of such Management Fees calculated based on the number of days remaining in the applicable period.

Currently the SMA is invested in one of the Funds advised by the Adviser and, therefore, is charged its pro rata share of the Fund’s Management Fee as charged by SIH.

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D. Other Fees and Expenses

Adviser Expenses

Unless otherwise set forth in a Fund's Organizational Documents, the Adviser will directly bear expenses that relate to providing the investment advisory services, including (i) office overhead (i.e., technology, research, rent, furniture, fixtures and office equipment) allocable to the investment management services of the Advisers; (ii) compliance and regulatory costs to the extent not directly incurred as a consequence of forming, operating and managing a fund or any of their respective subsidiaries, and (iii) any other overhead expenses not attributable to the formation, ownership, operation and management of a fund, its respective subsidiaries and /or its investments.

Fund Operational Expenses

In addition to the Management Fee, a Fund generally bears all its operating expenses, including legal, organizational, offering expenses and other expenses, and each investor bears its pro-rata portion of these expenses. A Fund's organizational expenses may include the out-of-pocket expenses of the Adviser, the General Partner and/or their affiliates incurred in the formation of the Fund, which are typically subject to a cap. The ongoing operating expenses of a Fund are set forth in the applicable Governing Documents, and generally include, but may not be limited to, costs, fees and other out-of-pocket expenses related to: (i) all costs, fees and expenses of the General Partner related to the investigation, purchase, financing, refinancing, managing, sale, preservation or retention of assets by the Fund (including all fees, research expenses, travel costs, placement fees, all fees and expenses relating to the sale of such assets and all transfer taxes); (ii) all Federal, state and local taxes and filing fees payable by the Fund (but not including taxes attributable to particular Limited Partners); (iii) all costs, fees and expenses relating to accountings and the preparation and mailing of financial, tax and performance reports, including the allocable share of the costs, fees and expenses relating to internal accounting and tax preparation functions should the General Partner determine not to use third-party providers for such services; (iv) all fees and disbursements of the General Partner's attorneys, accountants and consultants; (v) all filing and recording fees; (vi) all interest expenses of the Fund; (vii) any indemnification expenses of the Fund; (viii) all fees and expenses of a Fund's "partnership representative" any liquidation expenses, insurance and litigation expenses and broken deal expenses; and (ix) any other fees or expenses of the General Partner, a Fund or its affiliates which are reasonably incurred in connection with the operation of business and maintenance of a Fund. The above list is not intended to be exhaustive; prospective investors in a Fund are advised to review the Fund's Governing Documents for an additional description of the fees and expenses associated with investments in such Fund. By investing in a Fund, a limited partner is agreeing to the payment of all the foregoing fees as set forth in such Fund's Governing Documents.

To the extent that such expenses are incurred for the benefit of more than one Fund, the Adviser and/or the General Partner, as applicable and subject to the Fund's Governing Documents, will make a good faith allocation of such expenses among the Funds. Certain Fund specific expenses (i.e., organizational expenses) may be paid by the Adviser and later reimbursed by the Fund based on the appropriate allocation methodology described below under "Allocation of Expenses Among Clients."

Special Loan Servicing Expenses

In connection with a Fund's investment in B-Piece Certificates, the Fund may elect, at its sole discretion, to purchase loans underlying the B-Piece Certificate with respect to a securitization pool to the extent such loans are nonperforming, for the sole purpose of restructuring or otherwise working out the loan. Under these circumstances, the Fund will bear the expenses, including special servicer and other fees in connection with restructuring such loans.

Property-Related Expenses

A Fund's General Partner may engage a third party as property manager ("Property Manager") to provide property management, leasing services, alterations, repairs and maintenance, and construction and development management of portfolio investments (collectively, "Property-Related Expenses"). Under these circumstances the Fund, its subsidiary companies, or portfolio investment will pay such third-party directly. Unless otherwise agreed

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to with the Fund, any Property-Related Expenses payable to a third-party Property Manager by the Fund will be borne by the Fund and/or its subsidiary companies and will not reduce the Management Fees. Other costs, both payroll and non-payroll, related to providing property management, leasing services and/or construction and development management will be borne by the Fund owning the prospective property and/or portfolio investment as provided for in the property management agreement and the Fund's Governing Documents. The Fund's General Partner may select an affiliate or third party to perform such services and such fees and expenses are borne by the Fund. Any such fees are in addition to the property related fees and are not subject to Management Fee reduction under the terms of the Fund's Governing Documents.

Alternative Investment Vehicles

The Fund's General Partners have created certain Alternative Investment Vehicles structured as limited liability companies and limited partnerships in furtherance of each Fund's stated investment objectives and strategy: (i) the purchase of newly originated whole loans secured by senior positions on partially or nearly stabilized or transitional commercial real estate ("CRE") assets and (ii) joint ventures for the purposes of owning and developing a specific commercial real estate property investment.

From time to time, the Fund's General Partner may create additional Alternative Investment Vehicles or similar structuring vehicles for the purposes of advancing the Fund's investment objectives and strategy and/or to accommodate certain tax, legal and regulatory considerations of investors. In the event the General Partner creates an Alternative Investment Vehicle, consistent with the Fund's Governing Documents, the Alternative Investment Vehicle, and indirectly the investors thereof, will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the Alternative Investment Vehicle.

Co-Investment Vehicles or Parallel Funds

A Fund's General Partner may create co-investment vehicles, or other similar vehicles established to facilitate the investment by investors to invest alongside the Fund in connection with the consummation of certain transactions. In the event a co-investment vehicle is created, the investors in such co-investment vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment vehicle. In addition, the co-investment vehicle will generally bear its pro-rata share of expenses incurred in the making of the investment. Prior to making an investment, the Fund will typically incur expenses to conduct the appropriate due diligence related to such investment opportunity, which may include (among other things) legal fees, consultants, travel, meal and accommodations. Once the Adviser has determined that an investment opportunity will no longer be pursued, or if a transaction is not consummated, it is deemed to be a "broken" or "dead" deal (each, a "Broken Deal"). Expenses incurred in connection with a Broken Deal shall be charged to and paid by the Fund or clients (if applicable) that were expected to participate in such investment opportunity, in proportion to their expected participation (unless another third-party is contractually obligated to reimburse the Adviser or its affiliates for such amounts), except that in the absence of contractual provisions to the contrary, co-investors will not be allocated any expenses from a transaction (including Broken Deals) unless and until they are contractually required to invest in that transaction.

Sales Compensation

The Adviser will not receive sales commissions in connection with sales of interests in a Fund.

E. Allocation of Expenses Among Funds

The Adviser may have a conflict of interest in determining whether certain costs and expenses incurred while advising the Funds should be paid by the applicable Funds, SIA, or SIH. While a Fund's Offering Memorandum typically identifies the costs and expenses to be paid by a Fund, questions of interpretation inevitably arise in connection with determining whether a certain cost or expense has, in fact, been so identified as well as whether newly-arising and/or unanticipated costs or expenses (including but not limited to costs and expenses arising from newly-imposed regulations and self-regulatory requirements) fit within the categories of costs and expenses described. The Adviser has adopted certain internal policies to mitigate these issues.

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When expenses are incurred that benefit more than one Fund, the respective Adviser shall allocate such expenses in accordance with the relevant Fund's Governing Documents and, to the extent not addressed in Governing Documents or such agreement with a portfolio investment, then in the sole and absolute discretion of the Adviser, in each case considering such factors that it determines in its sole and absolute discretion to be relevant.

The appropriate allocation of expenses and fees generated by evaluating a Broken Deal, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by the Adviser in its good faith discretion, consistent with the Fund's Governing Documents, as applicable. If participating Funds evaluate a potential investment that is not consummated, then the Advisers generally allocate fees and expenses generated by evaluating such investment among such Funds pro-rata based on the anticipated investment of each Fund, subject to the Fund's Governing Documents and any arrangements whereby a third-party is contractually obligated to reimburse an Adviser for such amounts. Such expenses typically are not allocated to co-investment vehicles unless and until the participating Funds are contractually required to invest in such portfolio investment. Subject to the Fund's Governing Documents, each Adviser will make any corrective allocations and take any mitigating steps if it determines such corrections are necessary or advisable. Notwithstanding the foregoing, the portion of an expense allocated to a Fund for a service may not reflect the relative benefit derived by the Fund from that service.

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

Performance-Based Fees

As mentioned above, the Adviser's various affiliates that are the General Partners of the Funds may receive Carried Interest calculated as a percentage of the respective Fund's net profits as set forth in the Fund's Governing Documents. Carried Interest is only allocated to a Fund's General Partner when specific conditions are met, including a rate of return based on the weighted average of an investor's capital commitment to the Fund, or to a particular investment, including capital contributed for fees and expenses of the Fund or the investment, and the receipt by the investors of a preferred rate of return on such amounts. Carried Interest paid by a Fund is indirectly borne by the investors in such Fund.

Each Fund's Offering Memorandum provides more detailed information regarding Carried Interest. Certain Fund investors may incur lower Carried Interest. The Carried Interest arrangement with respect to each Fund is detailed in the applicable Governing Documents of such Fund and disclosed to each investor prior to an investment in such Fund. Managed Account clients that are also Fund investors and/or participate in co-investments opportunities typically do not incur Carried Interest expenses. Current and prospective investors should refer to the applicable Fund's Governing Documents for complete information on the Carried Interest provisions.

Side-by-Side Management

Although the Adviser will generally be investing for a single Fund with a particular strategy at any given time, there may be times where Funds with different strategies have overlapping investment periods. In addition, in certain cases, parallel, co-investment or other fund vehicles related to a primary fund may have variations in compensation structures. In addition, subject to any limitations set forth in the Governing Documents, a Managed Account with the same or similar investment strategy may be actively investing at the same time.

Payments by some, but not all, clients of Carried Interest or the payment of Carried Interest at varying rates (including varying effective rates based on the past performance of a client) creates an incentive for the Adviser to disproportionately allocate time, services or functions to clients paying Carried Interest or clients paying Carried Interest at a higher rate or allocating investment opportunities to such clients. With respect to the Funds, except as may be otherwise set forth in a Fund's Governing Documents, this conflict is generally mitigated because the Adviser typically only makes new investments for a single Fund and does not offer a successor Fund until the predecessor fund is at least 75% invested. A follow-on investment in a portfolio investment or joint venture is generally reserved to the Fund that originally invested in the portfolio investment or joint venture subject to the guidelines and restrictions of the applicable Fund's Governing Documents. In addition, the Adviser may have an

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incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different compensation arrangement. The size of such General Partner's commitment, the "total return" nature of each Fund's distribution waterfall and the General Partner's "claw-back" obligation should tend to reduce this incentive. Please refer to Item 10 for additional information on potential conflicts of interest.

Item 7 - Types of Clients

The Adviser provides investment advisory services to the Funds and Managed Accounts (collectively, referred to herein as "Clients"). The Funds are pooled private real estate investment vehicles typically structured as limited partnerships exempt from registration as investment companies under the Investment Company Act of 1940, as amended (the "Investment Company Act"), by virtue of Section 3(c)(7) thereof, and whose securities are not registered under the Securities Act of 1933, as amended (the "1933 Act"). Such Funds are operated by General Partners that are affiliates of the Adviser. In addition to the Funds, the Adviser provides investment advice to institutional clients through Managed Accounts, which includes the SMA, single member investor investment vehicle that is invested in one of the Funds.

Investors in the Funds generally must be "accredited investors" under Regulation D of the 1933 Act ("Regulation D") who are also "qualified purchasers" within the meaning of Section 2(a)(51) of the Investment Company Act. Common shares of the Feeder Funds are offered to United States investors consisting primarily of tax-exempt entities, which are "accredited investors" under Regulation D and Qualified Purchasers under the Investment Company Act. Common shares of the Feeder Funds are not offered to members of the public in the Cayman Islands.

Investors in a Fund must understand that each Fund was formed as a limited partnership to be managed by the Adviser with its affiliates acting as General Partner. The Adviser does not intend any Fund to terminate its investment relationship with the Adviser absent the Adviser's liquidation or bankruptcy. However, the Adviser has a fiduciary duty to act in the best interest of the Fund that it manages, and investors in each Fund have a limited right to withdraw from the Fund at any time subject to any notice requirement, lock-up period or other withdrawal limitations described in the applicable Fund's Governing Documents. The Funds' General Partners have from time to time entered into a side letter agreement with one or more investors in a Fund which have, among other terms, provide for (i) rights or benefits that are more favorable than those granted to all other Fund investors, (ii) a reduced Management Fee and/or incentive fee, or (iii) greater or more frequent transparency with respect to the Fund.

An investment in a Fund is subject to a required initial minimum capital contribution and minimum account balance for the duration of the commitment period as specified in the respective Fund's Governing Documents.

In order to qualify for a Managed Account, it must meet certain minimum financial requirements. The Adviser does not have a minimum size requirement for its Managed Account client. However, a minimum investment commitment amount may be established and will be set forth in the Managed Account's Governing Documents; however, the Adviser may in its sole discretion permit a lower investment commitment amount. *The Adviser has sole discretion to waive the minimum contributions.*

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

A. Method of Analysis

Investments for Client accounts are identified and selected separately by the Adviser pursuant to the respective Governing Documents. To meet investment objectives of its Clients, the Adviser leverages its established expertise in commercial real estate lending to opportunistically invest in debt instruments (and/or the securities derived therefrom). In addition, with regard to one of the Funds, the Adviser leverages SCH Trading's

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Agency CMBS Program expertise to provide (i) deal structuring recommendations on the Fund's initial investments and (ii) facilitate the eventual securitization of such investments wherein a Fund could purchase B-Piece Certificates.

The Adviser has an Investment Committee ("IC"), which has primary responsibility for assessing loan quality and monitoring portfolio risk. In making an investment recommendation, the IC leverages its expertise in evaluating potential investment opportunities in which the Clients could invest. The key strategic factors under review by the IC include confirmation of underwriting standards, review of market risk and concentration, geographic concentration, confirmation of investment compliance with the Client's investment guidelines, and overall risk assessment of warranted risk/return for the Client. Once the investment is made, the IC regularly monitors each investment and monitors updates to loan-level underwriting and proprietary scenario analyses modeling to assess default risk and to employ early loss mitigation strategies.

The Adviser may use commercially available information services and financial publications dealing with investment research, securities laws, and taxation. Such information may be obtainable in print, via the internet or by some other means. Issuer-prepared materials (particularly loan origination guidelines), private placement due diligence materials, and research releases prepared by third parties are also utilized. The Adviser may also obtain information by meeting with an issuer's management, customers, or competitors, attending industry conferences and consulting with experts in the appropriate field.

B. Investment Strategies

Subject to a Client's Governing Documents and investment objectives and guidelines, the Adviser seeks capital appreciation and income predominantly through investments in loans or debt securities collateralized by senior secured commercial real estate ("CRE") loans. These could include, but are not limited to:

1. B-Piece investments in Freddie Mac securitizations of pools of Freddie Mac multifamily mortgage loans;
2. B-Piece investments in CRE small balance loan securitizations and equivalents of pools of non-Freddie Mac CRE small balance mortgage loans;
3. B-Piece investments in Freddie Mac small balance, third-party originated securitizations;
4. Value add/transitional senior secured lending investment opportunities in CRE assets originated by third party CRE lending platforms;
5. Special situation investments in low duration or non-performing debt and equity small balance loans;
6. Structured credit investments in subordinate certificates of agency and non-agency backed structured credits;
7. Whole loans and bulk loans of assets from third-party sellers;
8. Special situation debt and equity opportunities, including value-add loans, mezzanine, and other whole loans, non-performing or distressed commercial real estate debt;
9. Managed Accounts seeking to generate current income and capital appreciation through an abroad investment strategy in commercial real estate debt and equity investments;
10. Sponsor and aggregate distressed, dislocated or newly originated commercial real estate loans for possible securitizations; and
11. Utilize SCH Trading to source securities and facilitate the securitization of warehoused securities in connection with the Fund's Agency CMBS ("ACMBS") Program.

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Not all of the above investments will be made on behalf of all Clients as certain of these investments may not be permitted by a Client's Governing Documents or investment objectives/guidelines. The Adviser intends to manage each Fund pursuant to the investment strategy described in each Fund's Governing Documents. Pursuant to each Fund's investment management agreement, the Adviser has wide latitude to act upon any investment strategy or to change any investment strategy in furtherance of the Fund's investment objectives, subject to certain limitations set forth in each Fund's Governing Documents.

Investment in securities involves risk of loss that clients and investors in a Fund must be prepared to bear. Fund investors should refer to the applicable Fund Governing Documents for a complete understanding of the material risks involved in an investment in the Funds. The information contained herein is a summary only and is qualified in its entirety by such documents.

C. Risk Factors

(a) Investment Strategy Risk

Investments effected by the Adviser for Client accounts involve a substantial degree of risk. The Adviser's investment strategies as well as acquiring interests in a Fund is intended for sophisticated clients/investors who can accept a high degree of risk in their portfolio, do not need regular current income from their investment with the Adviser and can accept a potential loss of their entire investment. Investment risks specific to the investment strategy of each Fund are described in each Fund's Offering Memorandum. A Fund's Offering Memorandum should be reviewed carefully prior to making an investment. Examples of investment strategy risks may include, but are not limited to:

Dependence on SCH Trading. There can be no assurance that the Adviser will be able to source investment opportunities or effectively capitalize on inefficiencies in the markets. If SCH Trading is unable to effectively identify and capitalize on such inefficiencies in the markets, the applicable Funds will be unable to achieve their investment objective without seeking other sourcing strategies.

Dependence on Key Personnel. The success of Adviser's strategy and, subsequently, the Clients depends in substantial part on the experience and expertise of the Adviser and its Senior Executives. There can be no assurance that any individual will continue to be employed by the Adviser throughout the term of the Funds or IMA of a Managed Account. The loss of key personnel could have a material adverse effect on the investment strategy and Client accounts.

Dependence on third parties unaffiliated with the Adviser. The investment strategy implemented by the Adviser is dependent on the Adviser's ability to purchase securities backed by CRE assets which may include debt and debt security instruments from loans originated by third parties unaffiliated with the Adviser. Consequently, if the Adviser (and the General Partners) are unable to purchase such securities from third-party originators, the Adviser's Clients (i.e. Funds and Managed Accounts) may not be able to achieve their investment objectives.

Limitations on Exit Strategies. Investments in commercial debt instruments will be subject to the risk that the Adviser (and the General Partners) will be unable to implement their exit strategy in the open market at an attractive price before the end of the term of the Funds or termination of a Managed Account relationship. Consequently, there can be no assurance that Clients will achieve their investment objectives because Clients may need to sell such investments at an additional discount or may need to extend their term.

Risks of Prepayments and Sales of Mortgage Loans. The Adviser may invest in commercial mortgage-backed securities ("CMBS") on behalf of its Clients. Prepayments of mortgage loans that underlie CMBS and the results of any hedging arrangements entered into with respect to CMBS are susceptible to capital losses due to: (i) principal that is not fully amortized at the time of payment; and (ii) lower yields in the case of interest only loans. Generally, the values of CMBS have an inverse relationship to interest rates. Like other interest-bearing securities, the values of CMBS generally fall when interest rates rise, and when interest rates fall, their potential for capital appreciation is limited due to the existence of the prepayment feature and the extent of any restrictions thereto. The rate of prepayments may accelerate due to several factors, including, without limitation, declining interest

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rates, economic vitality of the area in which the related properties are located, loan servicing, possible changes in tax laws, other opportunities for investment, the occurrence of casualties or natural disasters, and other economic, social, geographic, demographic and legal factors.

(b) Investment Related Risks

The Adviser invests primarily in commercial mortgage loans and CMBS and/or interests in other pools of commercial mortgage loans, including real estate investment trusts (REITs) and real estate mortgage investment conduits ("REMICs"). Risks specific to this type of investment may include, but are not limited to:

Failure to Meet Targeted Return. The Adviser will make investments based upon its projections of internal rates of return, which, in turn, will be based upon projections of future growth rates and interest rates of the investments and the applicable market, all of which are inherently uncertain. The actual performance of an investment will likely differ from the projections of the Adviser and may differ materially.

General Economic and Market Conditions. The success of the Adviser's activities will be affected by general economic and market conditions, including, but not limited to, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, disruptions in the global debt markets, changes in laws (including laws relating to taxation of the investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may adversely affect the Adviser's ability to source attractive investment opportunities, the pricing of such investment opportunities, the value of investments held by a Client and the Adviser's ability to exit or monetize investments.

Investments will be materially affected by conditions in the mortgage market, the commercial real estate markets and the financial markets and the economy generally. Delinquencies and losses with respect to commercial real estate loans generally have increased in recent years and may continue to increase. Although investments may be acquired at favorable prices that already reflect these circumstances, a deterioration of the mortgage or real estate markets or the financial markets or the economy in general may nonetheless cause a client account to experience losses related to its investments in real estate loans, CMBS investments and other real estate related assets.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues. The Adviser's business activities and those of its Clients and their operations and investments could be adversely affected by outbreaks of disease, epidemics, pandemics and global public health issues, such as COVID-19 (and other coronaviruses), or other public health issues. A significant disruption in the real estate market may prevent the Adviser from executing its investment strategy. A recurrence of an outbreak of any kind of epidemic, pandemic, communicable disease, virus or major public health issue could cause a slowdown in the levels of economic activity generally (or push the world or local economies into recession), which would be reasonably likely to adversely affect the business, financial condition and operations of the Adviser, its affiliates and Clients.

Developments in Financial Markets and Government Intervention. In the past several years, market uncertainty and adverse market conditions in U.S. and other markets have increased dramatically. The financial markets continue to be subject to pervasive and fundamental disruptions and instability, including in the wake of the ongoing crisis of confidence over the ability of certain European countries to service their sovereign debt uncertainty over the future of the Euro, and the impact of a global pandemic on the financial markets ability to operate efficiently. Extensive governmental and regulatory intervention is likely to continue.

Concentration of Investments. A Client's portfolio of investments advised by the Adviser may be concentrated in a few relatively large investments and any single loss may have a significant adverse impact on the client's overall returns. In addition, a Client's investments are not required to be diversified by industry, geographical region, or type of security.

Equity Securities. The Adviser may invest in preferred equity and equity-related securities, including in connection with a secured debt investment, because of a reorganization or because of loan foreclosure or foreclosure on the collateral securing such loans. Equity securities in general fluctuate in value in response to many

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factors. As a result, a Client account may suffer losses if it invests in equity instruments of issuers whose performance diverges from the Adviser's expectations or if equity markets generally move in a single direction.

Debt Securities. The Funds primarily invest in B-Piece Certificates and other debt instruments. B- Piece Certificates are subject to credit risk, price volatility, and market risk. With bonds and other fixed-incomesecurities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. The risk of B-Piece Certificates and other debt instruments varies significantly depending upon factors such as the issuer and maturity.

Credit Risk Retention Requirements. The Adviser on behalf of Clients primarily invests in the most subordinate classes of securities in the capital structure of a CMBS pool and other types of securitizations and are the first classes to incur losses when the pool has insufficient funds to pay all contractual interest or principal due on its securities. Current credit risk retention requirements generally require at least one of the sponsors (or any of their majority-owned affiliates) in a securitization to retain a minimum economic interest in the pool for a minimum holding period. Practices may develop in the securitization markets that require Clients to invest more capital in individual CMBS transactions and in more senior portions of the capital structure than may be desired. Also, the minimum holding period requirement may require that the Funds hold their B-piece investments for longer periods than desired. Any of the foregoing requirements may materially adversely affect a Client's investment strategy and returns.

If a Fund is a sponsor of a securitization, it will either be responsible for satisfying the credit risk retention requirement or ensuring that another sponsor or a third-party investor satisfies such requirement. In certain cases, it may also be contractually obligated to retain a portion of the issued securities as part of another sponsor's compliance with the credit risk retention requirements.

It is possible that over time, the credit risk retention requirements may affect the commercial real estate markets generally, including by reducing the amount of credit for commercial real estate transactions historically provided by CMBS. A contraction or reduced liquidity in the commercial real estate market could reduce opportunities for a CMBS Issuer to sell defaulted mortgage loans or real estate owned, which in turn could negatively impact the return on the CMBS and reduce the market value or liquidity of such CMBS. Any of these could have a material adverse effect on Clients.

Risks of Repurchase Claims against Securitization Sponsors. Sponsors with respect to securitizations of commercial mortgage loans are typically required to make certain representations and warranties with respect to the mortgage loans that it sells to the securitization trust and are typically obligated to repurchase a sold mortgage loan if there is a material breach of a representation or warranty or if there is a material defect with respect to specified documents in the related mortgage file. Such sponsors are also obligated under the Exchange Act to periodically report their repurchase claims histories. If a Fund is a sponsor of a securitization, it will likely be subject to such repurchase liability, which may be substantial. In addition, if an affiliate of the Fund is a sponsor of a securitization, the Fund may serve as guarantor of the affiliate's repurchase obligations and consequently be subject to similar repurchase liability.

Subordination and Dilution. The Funds primarily invest in B-Piece Certificates of CMBS and other subordinate instruments of collateralized pools. There can be no assurance that the proceeds of any sale of collateral or other realization on collateral will be adequate to repay a Fund's investment in full, or at all after the repayment of senior securities in the CMBS. In addition, B-Piece Certificates generally receive interest distributions only after the interest distributions then due to more senior classes have been paid. As a result, investors in B-Piece Certificates will generally bear the effects of losses and shortfalls on the underlying commercial mortgage loans and unreimbursed expenses of the securitization vehicle before the holders of other classes of CMBS with a higher payment priority, with the concomitant potential for a higher risk of loss for such B-Piece Certificates. In addition, the prioritization of payments of principal to senior classes may cause the repayment of principal of such B-Piece Certificates to be delayed and/or reduced. Generally, all principal payments received on the mortgage loans will be first allocated to more senior classes of CMBS, in each case, until their respective principal balances are reduced to zero, before principal is allocated to the B-Piece Certificates.

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Therefore, B-Piece Certificates may not receive any principal for a substantial period. In addition, generally B-Piece Certificates will be subject to the allocation of “appraisal reductions” which will restrict their ability to receive any advances of interest that might otherwise be made by the related servicer.

To the extent that B-Piece Certificates represent a small percentage of the CMBS issued in relation to the underlying collateral, a small loss in the value of such collateral may result in a substantial loss for the holders of such B-Piece Certificates and may impact the performance of a Fund.

Risks of Investments in Debt Investments Secured by Real Estate. Clients invest in debt investments secured by real estate. Special risks associated with such investments include change in the general economic climate or local conditions (such as an oversupply of space or a reduction in demand for space), competition based on rental rates, attractiveness and location of the properties, changes in the financial condition of tenants and changes in operating costs. Real estate values are also affected by such factors as governmental regulations (including those governing usage, improvements, zoning, and taxes), interest rate levels, the availability of financing and potential liability under changing environmental and other laws.

Environmental risks may give rise to a diminution in the value of property (including real property securing any portfolio investment) or liability for cleanup costs or other remedial actions, which liability could exceed the value of such property or the principal balance of the related portfolio investment. In certain circumstances, a lender may choose not to foreclose on contaminated property rather than risk incurring liability for remedial actions. In addition, certain environmental laws also impose liability in connection with the handling of or exposure to toxic substances, pursuant to which third parties may seek recovery from owners of real properties for personal injuries associated with exposure to toxic substances. If a Client becomes subject to significant environmental liabilities, the value of a Client’s account could be materially and adversely effected.

Risks of Investments in Commercial Mortgage Loans, CMBS and Other Pools of Commercial Mortgage Loans. Most Client investments are expected to be allocated to commercial mortgage loans and CMBS and/or interests in other pools of commercial mortgage loans. CMBS and other pools of commercial mortgage loans in which the Funds invest are subject to all of the risks of the respective underlying commercial mortgage loans, including a greater risk of loss to the lender due to the size of loan attributable to a single borrower or groups of related borrowers, and the ability of the related real estate project to (i) generate income sufficient to pay debt service, operating expenses and leasing commissions and to make necessary repairs, tenant improvements and capital improvements, and (ii) in the case of commercial loans that do not fully amortize over their terms, retain sufficient value to permit the borrower to pay off the loan at maturity through a sale or refinancing of the mortgaged property.

Investments in CMBS and other pools of commercial mortgage loans are susceptible to the risk of the underlying borrower’s ability to repay the loan. The borrower’s ability to repay commercial mortgage loans typically depends upon the successful operation and/or, if applicable, construction or rehabilitation, of the related real estate project and the availability of financing. Several factors can affect the ability of the project to generate sufficient cash flow and can have a material adverse effect on the value of such loans. In addition, commercial properties often involve a single user or tenant or relatively few tenants. Commercial property specifications tailored to the requirements of users or tenants may result in a property that is difficult, costly and time consuming to liquidate or attract new tenants.

Some mortgaged properties securing commercial mortgage loans may not be readily convertible (or convertible at all) to alternative uses if those properties were to become unprofitable for any reason. Converting commercial properties to alternate uses generally requires substantial capital expenditures and in the case of designated historical sites, may require certain governmental approvals. The liquidation value of any mortgaged property can be substantially less than would be the case if the property were readily adaptable to other uses.

The CMBS pools may include a substantial amount of U.S. commercial mortgage loans with balloon payments that will come due over the next few years. Certain of such mortgage loans may have balloon payments more than their current property values. The foregoing factors may result in an increased rate of maturity defaults on commercial mortgage loans underlying CMBS which include such mortgage loans.

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In addition, some of the underlying mortgage loans are secured in whole or in part by mortgaged properties for which limited or no historical operating information is available. As a result, it may be difficult for a Client, as an investor in CMBS, to analyze the historical performance of those mortgaged properties underlying the CMBS.

General Real Estate Risks. The value of real estate fluctuates depending on conditions in both the general U.S. and local economy and the real estate business. The factors that affect the value of real estate investments include, among other things: national, regional and local economic conditions; the condition of financial markets; developments or trends in a particular industry; competition from other available space; local conditions such as an oversupply of space or a reduction in demand for real estate in the area and, in the case of retail properties, the ongoing consolidation in the retail sector and increasing consumer purchases through the Internet; management of properties; the development and/or redevelopment of properties; changes in market rental and occupancy rates; the timing and costs associated with property improvements and rentals; changes in operating expenses; the financial condition of tenants; availability of obtaining financing on acceptable terms; fluctuations in interest rates; changes in zoning laws and taxation; government regulation; potential liability under environmental or other laws or regulations; and acts of God, terrorist attacks, social unrest and civil disturbances. The value of a Client's investments in debt secured by real estate may decline because of adverse changes in any of these factors. In addition, adverse changes in the real estate market increase the probability of default, as the equity in the underlying property declines.

Investing in real estate-related instruments is subject to cyclicity and other uncertainties. There can be no assurance as to the performance of a Client account in a weaker market or weakened economy. The cyclicity and leverage associated with real estate-related investments have historically resulted in periods, including significant periods, of adverse performance, including performance that may be materially more adverse than the performance associated with other investments.

Concentration. Clients' concentration of investments in the real estate industry, loans secured by property types, and/or geography may increase the volatility of a Client's returns and will increase a Client's exposure to the risk of downturns to a greater extent than if its portfolio were diversified across other sectors, other types of debt securitizations, and geography.

General Risks of Debt Investments. Clients are expected to acquire performing, sub-performing and/or non-performing debt interests, and may acquire debt interests that become sub-performing or non-performing in the future. In addition to the risks of borrower default, the collateral may be mismanaged or otherwise may have declined in value and/or may in the future decline or further decline in value. Investments in debt are subject to the risk that, upon maturity of the real estate loans, replacement "takeout" financing will not be available. This is a significant risk for Clients because depending upon the level of volatility of the U.S. credit markets, it may prove difficult for borrowers to refinance loans during the term of the Funds or Managed Account. In addition, Clients may be exposed to additional risk arising from borrowers seeking bankruptcy protection against enforcement of foreclosure, and/or bringing claims for lender liability in response to actions to enforce loan obligations. Lender liability claims against a CMBS issuer or service provider may result in losses or shortfalls on the related CMBS. Often the exercise of remedies will not be led or controlled by a Client but may be led or controlled by a holder of a different class of securities which may conflict with the interests of the Client. As a lender, a Client may also be subject to penalties for violations of state usury limitations, which may result in penalties assessed against the Client or other liability to the Client.

A Client's investments in loans may involve workout negotiations, restructuring, the possibility of foreclosure and/or a discounted payoff. The Clients' investments may be exposed to risks of a substantial reduction in the interest rate and/or a substantial write-down of the principal of such loans, each of which may also have adverse tax consequences. A Client may be unable to collect on guarantees and/or recover deficiencies from foreclosed borrowers or may be otherwise restricted from obtaining a deficiency judgement or enforcing a personal guaranty, which could have a material adverse effect on the Client's anticipated return on certain loans.

In addition, a Fund, in connection with its investments in B-Piece Certificates, may elect to purchase non-performing loans underlying such B-Piece Certificates solely for purposes of restructuring or otherwise working out

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the loan. In such cases, the Funds will hold the loans directly; consequently, any risks associated with holding loans directly will be imputed to the Fund.

Any of the foregoing risks could materially adversely affect the return on a Client's investments and could cause the loss of all or part of a Client's invested capital or a Limited Partners' investments in a Fund.

Risks of Repurchase Agreements. A Client may enter into repurchase agreements, which involve either the sale of any investment by the Client to a financial institution and the Client's agreement to repurchase the investment at a specified time and price (thereby financing the Client's acquisition of such investment) or (ii) the purchase by the Client of an investment with an agreement to resell it to the seller at a specified time and price.

If the counterparty to a repurchase agreement to whom a Client investment is sold should default, the Client could experience delays in liquidating the underlying investment, resulting in a lack of access to income on the underlying investment during this period and expenses in the Client's enforcement of its rights. Ultimately, a Client may not be able to recover the investments sold, which could result in a loss to the Client if the value of such investments has increased over their repurchase price.

Warehousing Activities. A Client may engage in warehousing activities, including the acquisition of certain investments, or the making of certain loans, in anticipation that the Client's exposure will be reduced by transferring a portion of such investments or loans to securitization vehicles or other entities, or to third parties (including co-investors). If a Client is unable to sell down the portion of certain warehoused investments that were acquired with the intent that they will be transferred, the Client's investment portfolio may be more concentrated than it would had the Client not engaged in such warehousing activities, which may have a material adverse effect on the performance of the Client account.

Servicing Risk. Most securitizations of pooled loans require a servicer to manage collections in each of the underlying loans. At times, responsibilities may be divided between a master servicer and a special or sub-servicer that is responsible only for loans once they have gone delinquent. Both default frequency and default severity of mortgage loans is highly dependent on the quality of the mortgage servicer. A Client's mortgage servicers' loss mitigation efforts may be unsuccessful in limiting delinquencies, defaults, and losses, or may not be cost effective, which could materially adversely affect the Client's interests or result in significant losses for the Client. In addition, actions may be taken by a special servicer in connection with servicing mortgage loans that could adversely affect a Client's interests. There may be a limited number of special servicers available, particularly those that do not have conflicts of interest.

Inability to Successfully Securitiz CRE Loans. A Client's ability to securitize CRE loans will be affected by several economic and loan-specific factors that could disrupt the securitization market and have a material adverse effect on the Client's investments. In addition, a Client's ability to execute securitizations may be impacted, delayed, limited or precluded by legislative and regulatory reforms applicable to asset-backed securities and the institutions that sponsor, service, rate or otherwise participate in, or contribute to the successful execution of a securitization transaction and could also reduce a Client's expected returns.

Inability to Profitably Execute Securitization Transactions. Several factors may determine whether a securitization transaction that the Fund executes or participates in is profitable. The price that investors pay for securities issued in a Client's securitization transactions will also significantly affect the profitability margin to the Client. In affecting the securitization transactions, a Client may incur transaction costs or may be required to make reserves for any liability in connection with executing a transaction. Such costs can reduce the profitability of a transaction and adversely impact the Client's investment performance. In addition, rating agencies could alter their rating processes or criteria in a manner that reduces the value of previously acquired loans or that requires a Client to incur additional costs to comply with those processes and criteria.

Risks of Litigation in Connection with Securitizations. To the extent a Fund sponsors future securitizations, the Fund will participate in the preparation of disclosure documentation. If such disclosure documentation is alleged or found to contain inaccuracies or omissions, the Fund may be liable for damages to third parties that invest in these securitization transactions. The Fund may incur other expenses and costs in

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connection with disputing these allegations or settling claims.

Defending a lawsuit can consume significant resources and may divert the Adviser or a Fund's General Partner from the Fund's operations. A Fund may be required to establish reserves for potential losses from litigation, which could be material.

Valuation Risks. Certain of the securities or assets a Client will purchase or originate will not be actively traded. In the absence of market comparisons, a Client will be required to resort to other pricing methodologies. Such methodologies may not prove to be accurate and a Client's inability to accurately price securities or assets may adversely affect the return on a Client's investments. There can be no assurance that the Adviser's assessment of the values of a Client's investments will be accurate or generate positive returns for the Client.

Risk of Lack of Liquidity of the Client's Investments. Investments in CMBS, loans or other assets that are thinly traded or that are subject to legal or other restrictions on transfer are generally difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. There is no active secondary market for certain types of securities or loans that a Client intends to make or acquire or for certain equity or debt participation rights of the kind that a Client might acquire and no such markets are expected to develop. The market prices, if any, for such assets tend to be volatile, and may fluctuate due to a variety of factors that are inherently difficult to predict. In the absence of market comparisons, a Client will be required to resort to other pricing methodologies. Such methodologies may not prove to be accurate and a Client's inability to accurately price securities or assets may adversely affect the return on a Client's investments. There can be no assurance that the Adviser's assessment of the fair values of a Client's investments in CMBS or other illiquid assets will be accurate or generate positive returns for the Client.

The Adviser cannot predict the length of time needed to find a willing and suitable purchaser. A Client may not be able to sell assets when it desires to do so or to realize what it believes to be the fair value of its assets in the event of a sale. Investments in illiquid assets and restricted securities may delay or restrict the disposition of a Client's investments or reduce the amount of proceeds that a Client might otherwise realize, which may adversely affect returns to a Managed Account or investors in a Fund or cause a loss of all or a portion of capital in a Managed Account or of Limited Partners' investments in a Fund.

Risk of Delinquency, Foreclosure and Bankruptcy. Commercial mortgage loans that a Client may indirectly own are secured (directly or indirectly) by multifamily or commercial property and are subject to risks of delinquency and foreclosure. With respect to CMBS purchased on the secondary market, certain of the underlying mortgage loans may include mortgage loans that are either delinquent or have been delinquent in the past and may be at risk of future delinquencies. Certain mortgaged properties may have been previously involved with loan defaults or restructuring or bankruptcy proceedings. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property, which is subject to the risks related to the ownership of real estate, as described above. In the event of any default under a real estate loan indirectly held by a Client or its affiliate, a Client will bear a risk of loss to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the real estate loan, which could have a material adverse effect on a Client's cash flow from operations and limit amounts available for distribution to a Client's investors.

It is likely that the servicers may find it necessary or desirable to foreclose on some, if not many, of the real estate loans a Client may indirectly hold. The foreclosure process is often lengthy and expensive. The expense and delay associated with foreclosure of a mortgage loan could have a substantial negative effect on a Client's anticipated return on the foreclosed mortgage loan.

The bankruptcy of a real estate loan borrower can involve substantial legal, professional, and administrative costs, be subject to unpredictable and lengthy delays and negatively impact the underlying property and consequently, on a Client's return. The debt of entities in bankruptcy will, in most cases, not pay current interest and may not accrue interest during bankruptcy, and their assets may suffer an erosion of value. Such investments can result in a total loss of principal.

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Financial Institution Risk; Distress Events. An investment in a Fund is subject to the risk that one of the Fund's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Adviser, Clients and/or their portfolio investments may not be able to access deposits, borrowing facilities or other services for an extended period or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the Adviser to manage Client accounts and their investments, and on the ability of the Adviser, any Client and/or portfolio investments to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to require a Client to pay fees and expenses in the event the Client is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise), as well the inability of a Client to acquire or dispose of investments at prices that the Adviser and/or relevant Fund General Partner believes reflect the fair value of such investments []. Although the Adviser expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that the Adviser and/or the relevant Client maintain all or a set amount or percentage of their respective accounts or assets with the Custodian, which heightens the risks associated with a Distress Event with respect to such Custodians. Although the Adviser and/or General Partner of a Fund seeks to do business with Custodians that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, the Adviser and/or General Partner is under no obligation to use a minimum number of Custodians with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

Availability of Insurance. There are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes, terrorism or acts of war, outbreak of disease epidemics or pandemics, that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations, and other factors, including terrorism or acts of war, also might make the insurance proceeds insufficient to repair or replace a property if it is damaged or destroyed. Under these circumstances, the insurance proceeds received might not be adequate to restore a Fund's economic position with respect to the affected property. Any uninsured loss could result in the loss of cash flow from, and the asset value of, the affected property. Adverse market or economic conditions in a particular country, state or region where a Client has significant investments may disproportionately increase the risk of higher vacancy rates and lower rental rates at properties, that tenants do not pay their rent and/or that borrowers in that country, state or region are unable to make their loan payments. In addition, the market value of the real estate securing the investment could be adversely affected by adverse market and economic conditions in that country, state, or region. Any sustained period of increased foreclosures, losses or payment delinquencies caused by adverse market or economic conditions or natural disasters in that country, state or region could adversely affect the value of a Client's investments.

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Underlying Collateral Vulnerable to Natural Disasters; Adequacy and Availability of Insurance Coverage. The debt investments in which the Clients may invest will be secured by commercial property and related assets and will be subject to risks relating to natural disasters and catastrophes or other casualty event risks. While the servicer who services these loans will generally require that the borrower have adequate insurance coverage to fully repair and/or replace the collateral securing the investments, there can be no assurance that such insurance coverage will provide the borrower and/or the lender with sufficient insurance proceeds to fully repair and/or replace the collateral. Moreover, the insurance carrier(s) providing the insurance could contest payment in the event of a casualty event and resolving any such dispute may result in delays in recovering insurance proceeds and losses to a Client.

Also, the absence of affordable insurance coverage may adversely affect the general real estate lending market, lending volume and the market's overall liquidity and may reduce the number of suitable investment opportunities available to Clients and the pace at which a Client is able to make investments. If the properties underlying a Client's investments are unable to obtain affordable insurance coverage, the value of those investments could decline, and in the event of an uninsured or inadequately insured loss, a Client could lose all or a portion of its investment.

Projections. Clients may rely upon projections developed by them or the Adviser concerning a Client's portfolio investment's future performance and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of the Client, the Adviser and the Client's portfolio investment. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability to realize projected values and cash flow.

Investment Due Diligence and Investment Research. When conducting due diligence and investment research, the Adviser may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants, and investment banks may assist the Adviser in the due diligence and investment research process to varying degrees depending on the type of investment. The due diligence investigation and investment research that the Adviser carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, may lead to inaccurate or incomplete conclusions, or may be manipulated by fraud. Moreover, such an investigation will not necessarily result in the investment being successful.

Inflation Risk: Inflation is a sustained rise in overall price levels. Moderate inflation is associated with economic growth, while high inflation can signal an overheated economy. Inflation risk is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money (i.e., as inflation increases, the values of a Client's assets can decline). Inflation poses a "stealth" threat to investors because it reduces savings and investment returns. Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets, particularly in emerging economies. Furthermore, wages, prices of inputs and borrowing costs increase during periods of inflation, which can negatively impact returns on investments.

Governmental efforts to curb inflation often have negative effects on the level of economic activity. Central banks, such as the U.S. Federal Reserve, generally attempt to control inflation by regulating the pace of economic activity. They typically attempt to affect economic activity by raising and lowering short-term interest rates. At times, governments may attempt to manage inflation through fiscal policy, such as by raising taxes or reducing spending, thereby reducing economic activity; conversely, governments can attempt to combat deflation with tax cuts and increased spending designed to stimulate economic activity. Inflation rates may change frequently and significantly as a result of various factors, including unexpected shifts in the domestic or global economy and changes in economic policies, and a Client's investments may not keep pace with inflation, which may result in losses to the Client. Further, certain countries, including the U.S., have recently seen increased levels of inflation and there can be no assurance that continued and more wide-spread inflation will not become a serious problem in the future and have an adverse impact on an investment's returns. If inflation continues to

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increase, the real value of any Client investments could decline and the interest payments on a Client's borrowings, if any, may increase.

(c)Business Risk

Cybersecurity Risk. The Adviser, the Clients' service providers, and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Adviser and its Clients, despite the efforts of the Adviser and service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Adviser's Clients and their investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of the Adviser, the Clients' service providers, counterparties or the data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Adviser's systems to disclose sensitive information in order to gain access to the Adviser's data or that of the Clients' investors. A successful penetration or circumvention of the security of the Adviser's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Adviser, the Clients, or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Item 9 - Disciplinary Information

The Adviser does not have any legal, financial, or other disciplinary items to report.

Item 10 - Other Financial Industry Activities and Affiliations

A. Material Relationships with Affiliates

The Adviser's primary business is providing investment advisory services to the Funds by leveraging the Adviser's substantial experience and history to source and evaluate investment opportunities. The Adviser's affiliates serve as General Partners of, and control, the Funds. A Fund's General Partner may cause a Fund to aggregate distressed, dislocated or newly originated CRE loans for possible securitization and act as sponsor of the securitization of such loans. Through repurchase transactions or warehousing activities, a Fund may finance loans or pools of loans, in which a Fund could purchase the B-piece certification upon securitization.

Neither the Adviser, its affiliates nor its related persons are obligated to allocate any specific amount of time or investment opportunities to a Fund. The Adviser, its affiliates and its related persons intend to devote as much time as they deem necessary for the conduct of each Fund's operation and portfolio management.

Trident, the majority owner of Sabal Capital Holding Company, LLC, an indirect parent company of the Adviser, is owned by the Trident Funds, which are four pooled investment vehicles advised by Stone Point Capital LLC. The portfolio companies of the Trident Funds include broker-dealers, investment advisers, insurance agencies, and real estate brokers or dealers, which portfolio companies are operated by management teams that are independent of the Adviser. The Adviser does not have reason to believe that such a portfolio company, including a portfolio company that is an investment adviser, of the Trident Funds are material to the Adviser's business or its Clients and do not create a material conflict of interest with the Adviser's Clients, notwithstanding that an client of the Adviser may invest in and transact with a portfolio company of the Trident Funds.

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B. SCH Trading Affiliate Services

Agency CMBS Program

With respect to the Agency CMBS Program which is currently only applicable to one of the Funds, the Adviser may purchase and aggregate CUSIP securities and enter into “repo” arrangements with a warehouse bank until the securities can be securitized or otherwise sold. With respect to that Fund, the Adviser’s affiliate, SCH Trading, will provide the Fund a no-loss guaranty and a guaranteed return on its capital outlay with respect to the Agency CMBS Program. The Fund will beneficially own the securities (subject to the creditors’ rights of the warehouse lender) during the aggregation period. When the Fund sells such CUSIP securities into a securitization vehicle there may be a profit or a loss on the transaction, depending upon several factors including prevailing interest rates and market conditions. The Fund will receive a guaranteed rate of return from SCH Trading and SCH Trading will have the right to retain any profits above the rate of return paid to the Fund. The Fund will beneficially own the securities (subject to the creditors’ rights of the warehouse lender) during the warehouse period. When the beneficial owner of the securities sells such loans into a securitization vehicle there may be a profit or a loss on the transaction, depending upon several factors including prevailing interest rates and market conditions. The Fund will receive a guaranteed rate of return from SCH Trading and SCH Trading will have the right to retain any profits above the rate of return paid to the Fund.

C. Potential Conflicts of Interest

Investors should be aware that, over the term of a Client’s investments, potential and actual conflicts of interest may arise between the Managed Account and/or the investors in a Fund, on the one hand, and the General Partner of the Fund, the Adviser and/or their respective affiliates, on the other. The conflicts of interest set forth herein are not intended to be exhaustive; prospective investors in a Fund are advised to review the applicable Offering Memorandum for additional potential conflicts of interest associated with and specific to an investment in a Fund.

Carried Interest. The existence of a 20% carried interest may create an incentive for the Adviser and/or General Partner of a Fund to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such incentive-based compensation. The size of the General Partner Commitment, the “total return” nature of the Fund’s distribution waterfall and the General Partner’s claw-back obligation should tend to reduce this incentive.

Management Fees. Management Fees will be paid to the Adviser without regard to the overall success or income earned, by a Client. As a result of this fee structure, the Adviser and/or the General Partner of a Fund may have an incentive to hold on to investments for a longer period than it otherwise might have in the absence of such fee structure.

Other Fees. The Adviser may receive asset management fees and other fees with respect to the CMBS which issue the B- Piece Certificates to be purchased by a Fund, either directly or indirectly. Such services will be provided in the ordinary course of business and on terms deemed to be on an arm’s length basis. But because the Fund is expected to be a ready buyer for the B-Piece Certificates, the Adviser may be incentivized to make more loans for acquisition by the CMBS which might not otherwise be made absent a ready buyer for these B-Piece Certificates. In addition, because the Adviser and/or one or more of their beneficial owners may own direct or indirect interests in a Fund, the General Partner, the Adviser and/or other related party, there is an inherent conflict of interest that may arise in certain circumstances.

Dedication of Sabal Personnel Time to Clients. Subject to the terms of the Governing Documents, the investment professionals and other related persons of the Adviser and employees affiliated with the Adviser will be permitted to spend a portion of their business time on activities other than the Clients and portfolio investments, including, without limitation, the activities related to the management of other funds managed by the Adviser with different investment strategies as the Fund (collectively, the “Other Sabal Funds”) and/or any successor funds of the Funds. As a result, such persons may spend less time on Client activities

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than may be required under certain circumstances.

Diverse Limited Partner Group. A Fund's Limited Partners are expected to be diverse and may include taxable investors and tax-exempt investors, U.S. governmental plan investors, benefit plan investors and other regulated investors. A Fund's Limited Partners may include both natural persons and entities. Given the possible diverse nature of the Fund's Limited Partners, it is possible, even likely, that the Limited Partners will have conflicting tax, regulatory and other objectives in respect of the Fund's investment program. These conflicting interests may relate to or arise from, among other things, the nature of investments selected for the Fund, the structure of such investments and the Fund's exit from such investments. As a result, certain investments and investment structures selected by the Adviser on behalf of the Fund may be more advantageous to certain Limited Partners than others. In selecting and structuring investments for the Fund, the Adviser will be guided principally by the overall investment objectives of the Fund and interest of the Partners as a whole and it will not be obligated to consider the tax, regulatory or other objectives of any Limited Partner (or group of Limited Partners).

Board of Advisors. A Fund's Board of Advisors is comprised of representatives of investors selected by the General Partner. The General Partner and/or the Adviser may (but is not required to) consult the Board of Advisors, as appropriate, with respect to certain material issues involving actual or potential conflicts of interest between the interests of the Fund, on the one hand, and the General Partner, the Adviser and/or their respective affiliates, on the other, to the extent required by the Fund's Governing Documents. The General Partner and/or the Adviser will not consult with the Board of Advisors if it has been advised by counsel that disclosure of such conflicts or potential conflicts is, or is reasonably likely to be, prohibited for regulatory or legal reasons, in which case, where the conflict cannot be satisfactorily resolved, the applicable transaction may not be consummated. The Board of Advisors will consist of members representing specific Limited Partners and will not owe any duties to other Limited Partners, whether individually or as a group.

Transactions with Affiliates. A Fund, either directly or indirectly, may participate in transactions in which the General Partner, the Adviser and/or their respective officers, employees, partners, or affiliates are, directly or indirectly, interested ("Related Transactions"). Such transactions will include investments that have been structured by SCH Trading. In connection with such transactions, the applicable Fund, on the one hand, and the General Partner, the Adviser and/or their respective officers, employees, partners, or affiliates, on the other, may have conflicting interests. The General Partner and/or the Adviser may request that the Fund's Board of Advisors review and approve such transactions, but it is not required to do so.

The involvement of the Adviser's affiliate in Related Transactions in which a Fund participates presents certain actual or potential conflicts of interest. A Fund's participation in Related Transactions enables the transactions to occur and for the Adviser's affiliates to earn compensation therefrom.

Section 206(3) of the Advisers Act provides that it is unlawful for any investment adviser, directly or indirectly "acting as principal for his own account, knowingly to sell any security to or purchase any security from a client, or acting as broker for a person other than such client, or knowingly to effect any sale or purchase of any security for the account of such client, without disclosing to such client in writing before the completion of such transaction the capacity in which he is acting and obtaining the consent of the client to such transaction." Because of the potentially extensive involvement SCH Trading in certain of the Related Transactions, the acquisition of interests by a Fund in certain Related Transactions may constitute principal transactions or raise conflicts of interest similar to those that arise with respect to principal transactions (each such transaction, a "Conflicted Transaction").

In determining whether a Related Transaction is a Conflicted Transaction the General Partner and/or the Adviser is expected to consider the profitability or loss on the transaction and whether the profit or loss is commensurate with similar transactions provided by unaffiliated entities providing similar services. To mitigate concerns relating to such conflicts and to satisfy the disclosure and consent requirement of Section 206(3) of the Advisers Act, when applicable, the Fund has adopted certain procedures to be used in connection with the Fund's acquisition of a portfolio investment that constitutes a Conflicted Transaction. In that connection, the Subscription

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Agreement of each Limited Partner provides that such Limited Partner consents and agrees that if the General Partner and/or the Adviser determines that any Conflicted Transaction either is, or should be treated as if it is, subject to the disclosure and consent requirements of Section 206(3) of the Advisers Act, such requirements will be satisfied with respect to the Fund if the following procedures are followed.

With respect to any Conflicted Transaction in which the General Partner and/or the Adviser has determined, in its sole discretion, that consent should be sought, the Fund's Board of Advisors will grant or deny the consent request. The Board of Advisors will be asked to confirm that the price to be paid for the relevant portfolio investment is no less favorable to the Fund than would be the case if unaffiliated third parties were to serve in roles comparable to those of SCH Trading or one or more of its affiliates. The Adviser will generally provide the Board of Advisors with sufficient information to analyze the transaction resulting in the Conflicted Transaction. The Board of Advisors' consent will be based on its review of the Adviser's document package relating to the Conflicted Transaction, approximate cash flow models and any proposed prices relating to the proposed portfolio investment. The Board of Advisors will also be empowered to request additional information and ask questions of the Adviser regarding the Conflicted Transaction if it determines that its confirmation will require such additional data.

D. Resolution of Conflicts of Interest

A Fund's Governing Documents typically govern conflicts of interest and resolution thereof and the Adviser has the duty to comply with the procedures described in such agreements with respect to potential conflict of interest situations. Such Governing Documents may explicitly permit certain transactions that involve a conflict of interest, in which event the Adviser may (or cause a Fund to) enter into such transactions. Additionally, a Fund's Board of Advisors will meet periodically to advise and consult with the Adviser concerning, among other things, issues involving potential conflicts of interest.

In the event a Fund's Governing Documents does not address conflicts of interest, the Adviser shall, in its best judgement, resolve the conflicts using those factors it determines to be relevant, considering its fiduciary duty and disclosure obligations. The Adviser may seek the advice of certain other persons (including internal legal counsel, external legal counsel, or senior principals) to assist in identifying, assessing, mitigating, resolving, and monitoring actual, potential or perceived conflicts of interest.

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

The Adviser has adopted a Code of Ethics pursuant to the Advisers Act Rule 204A-1 (the "Code"), which sets forth fiduciary principles and certain standards of business conduct that must be followed by, among others, all directors, officers or partners (or any person performing similar functions) or any person directly or indirectly controlling or controlled by the Adviser, including officers, managers, members, and employees (collectively, "Access Persons"). The Code provides guidelines for professional conduct and personal trading procedures, including pre-clearance and reporting obligations and regarding adherence to securities laws generally. Access Persons and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold for a Client, subject to the terms of the Code. To maintain a high standard of conduct, the Code requires that all such transactions be carried out in a way that does not endanger the interests of any Client.

In addition, the Code requires that all Access Persons report Code violations and provides the potential for sanctions for such violations. Access Persons who violate the Code may be subject to remedial actions, including, but not limited to, profits discouragement, fines, censure, demotion, suspension, or dismissal. Access Persons are required to promptly report any violation of the Code of which they become aware. Access Persons are also required to undergo training on the Code and certify compliance with the Code annually. A copy of the Code shall be provided to a client or prospective client upon its request and such information will be provided free of charge.

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Item 12 – Brokerage Practices

The Adviser does not currently have a contractual relationship with or utilize the services of any securities broker-dealers in connection with the real estate debt investments in which it engages on behalf of the Clients. The Adviser's advisory business generally does not involve securities broker-dealers or directing clients to execute transactions (through broker dealers or otherwise), nor do Clients direct the Adviser to engage securities broker dealers.

The Adviser and its affiliates do not engage in any trade aggregation practices. The Adviser does not receive "soft dollars" in connection with any Client investments. The Adviser does not use a Client's commission money to compensate or otherwise reward any brokers for client referrals.

The investment strategies pursued by the Adviser does not result in extensive trading on behalf of the Clients. Nevertheless, the Adviser may engage in certain activities related to the trading function that are governed by policies and procedures required or suggested by Rule 206(4)-7 (the SEC's general compliance rule). For example, the Adviser will be mindful of the following non-exhaustive list of trading issues:

- Best execution related sales transactions
- The mitigation or elimination of any conflicts of interest associated with trading processes
- Trade ticket/order memoranda must be created to document the intent of the Investment Company in executing securities transactions as required by Rule 204-2(a)(3) (the SEC's trade ticket rule)

Item 13 - Review of Accounts

A. Periodic Account Review

The Adviser's Investment Committee is responsible for oversight of a Client's investment and financing strategies. The Adviser's investment portfolio on behalf of a Client is private, illiquid, and long-term in nature; accordingly, the Adviser's review of the portfolio is not directed towards a short-term decision to dispose of its holdings. However, the Adviser's investment professionals provide ongoing oversight and supervision of those individuals responsible for the asset management and ongoing operations of the investments. The Adviser's investment professionals periodically review the investments held by a Client to ensure compliance with the applicable investment guidelines and restrictions, if any.

Each Fund has a committee of representatives of investors, which meets from time to time upon request of the General Partner, but in any event, at least once a calendar year, to consult with the General Partner and the Adviser on various matters, including: (i) investment and financing strategies; (ii) variations from Fund investment guidelines; (iii) status of outstanding investments; (iv) transactions involving the General Partner and/or the Adviser or other conflict situations, including transactions subject to Section 206(3) of the Advisers Act; (v) asset valuations and valuation methodologies; (vi) co-investment opportunities; and (vii) financial statements and reporting format.

B. Fund Reporting

Subject to a Fund's Governing Documents, Fund investors typically receive, among other things, a copy of the Fund's audited financial statements within 120 days after fiscal year end. The Adviser and/or the General Partner will from time to time, in its sole discretion, provide additional information relating to a Fund's portfolio to one or more Fund investors as they deem appropriate.

Item 14 - Client Referrals and Other Compensation

The Adviser has entered into an agreement with an independent marketer ("Placement Agent"). The agreement provides for the Placement Agent to receive a fee from the Adviser that is based upon a portion of the Adviser's investment management fees if the Placement Agent is responsible for introducing a client or Fund investor to the Adviser. The fee paid to the Placement Agent varies depending on the agreement but in no instance

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does the fee arrangement increase the fee that a Client pays. The agreement contains provisions to ensure compliance with applicable provisions of the Advisers Act and specifically with amended Rule 206(4)-1 thereunder (i.e., the SEC's "new" marketing rule). At a minimum, the Adviser ensures that the Placement Agent provides Clients and Fund investors with a current copy of the Adviser's Brochure. The closed Funds utilized a Placement Agent which was compensated with placement agent fees in compliance with Rule 206(4)-3 under the SEC's cash solicitation rule in effect prior to the November 4, 2022 effective date of amended Rule 206(4)-1. Placement Agent fees paid by the closed Funds were disclosed to investors. For any new funds launched by Sabal or its affiliates, should SIH enter into an agreement with a Placement Agent, SIH will disclose material facts of the arrangement to investors and take any additional actions to comply with amended Rule 206(4)-1 under the Advisers Act.

Item 15 - Custody

Certain Fund assets are held in custody by unaffiliated broker/dealers or banks. The Adviser is considered to have custody of the Funds' assets as a result of the Adviser being affiliated with the general partner of each Fund, which has authority over the Funds' assets. Fund investors will not receive statements from their custodian. Instead an arrangement with an independent public accountant (that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board) has been entered into pursuant to which each Fund will be subject to an annual audit. The audited financial statements are prepared in accordance with U.S. generally accepted accounting principles. In addition, as described in Item 13 B above, the Adviser will provide a copy of the audited financial statements to investors for each Fund in which they are invested. In accordance with Rule 206(4)-2, copies of a Fund's financial statements are distributed to the Fund's investors within 120 days of the Fund's fiscal year end.

Item 16 - Investment Discretion

The Adviser provides investment advisory services and maintains authority to manage a Client's assets on a discretionary basis, subject to the overall supervision of the General Partner in the case of the Funds, and in accordance with the investment guidelines, limitations, other provisions and terms set forth in a Client's Governing Documents in the case of both a Managed Account and a Fund. In the case of the Funds, investment advice is provided directly to the Funds, and not individually to Fund investors, unless such investors have entered into a separate agreement with the Adviser for investment advisory services and fees that are separate and distinct from those that the Adviser provides and charges to the Fund.

Item 17 - Voting Client Securities

The Adviser invests on behalf of Clients solely in real estate debt instruments. It is not anticipated that the Adviser will be required to vote a Client's securities by proxy. If the Adviser is required to vote proxies, it will do so consistent with the best economic interests of the Client and pursuant to its proxy voting policies.

The Adviser maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting, monitoring corporate actions, and disclosing any potential conflicts of interest as well as making information available to a client about the voting of proxies for their portfolio securities and maintaining relevant and required records. Clients retain the right to direct the vote on any security or issue held in its account. A Client who wishes to exercise the right to vote a proxy related to any security in its account must contact the Adviser in writing.

Copies of relevant proxy logs identifying how proxies were voted in connection with a Client and copies of the Adviser's voting policies and procedures are available to any Client or prospective client upon written request to the Chief Compliance Officer, Sabal Investment Advisors, LLC, 2211 Michaelson Drive, Suite 620, Irvine, CA 92612 and such information will be provided at no charge.

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Item 18 - Financial Information

An investment adviser is required to disclose any financial condition reasonably likely to impair its ability to meet its contractual commitments to Clients. The Adviser has not been the subject of a bankruptcy petition at any time since its formation. Currently, the Adviser does not believe there are any financial conditions that are reasonably likely to impair its ability to meet its contractual commitments to its Clients.

Item 19 - Requirements for State-Registered Advisers

The Adviser is registered with the SEC and is not required to be registered at the State level.

End of ADV Part 2A