

**Item 1**  
**Cover Page**

Form ADV Part 2A  
**Firm Disclosure Brochure**  
March 27, 2024

**Churchill Investment Management LLC**

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Churchill Investment Management LLC (“Churchill” or the “Firm”) and certain of its affiliates for purposes of Form ADV. If you have any questions about the contents of this Brochure, please contact us at the number listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. From time to time in this and other documents Churchill may refer to itself as a “registered investment adviser” by virtue of its registration with the SEC. This title does not imply any level of training or skill. Additional information about Churchill is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2**

### **Material Changes**

Since the last update to this Brochure was filed on March 31, 2023, Churchill amended Item 8 to describe new risks in the industry. Item 10 was also amended to describe conflicts associated with an affiliated entity. Churchill amends its Brochure to improve and clarify the description of our business practices, and compliance policies and procedures, as well as to respond to evolving industry best practices. We encourage all recipients of this Brochure to read it carefully in its entirety.

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#### **Item 4**

#### **Advisory Business**

Churchill is a Delaware Limited Liability Company formed in 2018. The Firm is a private real estate investment firm which aims to capitalize on real estate debt, preferred equity, and distressed opportunities. The Firm is indirectly owned by Churchill Finance LLC. In March 2023, an affiliate of Sullivan Realty Capital, LLC (“SRC”) purchased a majority interest in Churchill Finance LLC.

Churchill focuses on the residential real estate market by investing in real estate related securities and investments in both credit and preferred equity transactions. The Firm aims to leverage the collective expertise of its team members and utilizes proprietary sourcing networks to generate “off the run”, non-broadly marketed, investment opportunities. Churchill also aims to capitalize on bespoke, point-in-time opportunities throughout real estate market cycles with primary focus on downside protection while optimizing risk adjusted returns. Churchill’s residential strategy focuses on the following two market segments and opportunities:

*Specialty Finance-* focuses on residential real estate with direct origination capabilities providing a complete lending, asset management and loan servicing platform to investors.

*Residential Real Estate-* focuses on providing investors with opportunistic and unique real estate investments in major gateway cities while seeking down-side protection and optimized returns in a risk-mitigated fashion.

*Lender Finance-* focuses on providing investors loan-on-loan investments, typically in the form of master repurchase facilities collateralized by mortgage loans secured by residential real estate.

Churchill offers its advisory services through privately offered investment funds (“Funds”) and separately managed accounts (“SMAs”). Herein, Funds and SMAs are collectively referred to as the “Clients”. Each Fund is subject to the investment objectives, terms and conditions outlined in offering documentation specific to each Fund, which includes but is not limited to subscription agreements, limited partnership/operating agreements, investment management agreements, and underlying transaction documents (“Offering Documents”). Each SMA is subject to the investment objectives, terms and conditions set forth in the applicable investment advisory agreement entered into by and between such SMA and Churchill (“Investment Advisory Agreement”, together with the Offering Documents, collectively, the “Governing Documents”).

Churchill also manages certain portfolios of non-securities assets on behalf of entities that are not Clients but to which Churchill or its affiliates provide investment-related services (“Churchill Advised Entities”) including, but not limited to, loan-on-loan financing in the form of master repurchase agreements collateralized by mortgage loans secured by residential real estate. Each such portfolio is subject to the investment objectives, terms and conditions set forth in the applicable investment management agreement entered into by and between such Churchill Advised Entity and Churchill.

While Churchill focuses on the asset classes and strategies discussed throughout this Brochure, the Firm does not necessarily limit the types of investments on which it advises.

To the extent agreed upon in the Governing Documents, Churchill tailors its investment advisory services to be consistent with each Client’s investment strategy, return profile, concentration limits, time horizon, liquidity mandates and other related objectives, as defined therein. The Firm may permit Clients to impose reasonable restrictions on investing in certain securities or types of securities.

Churchill does not participate as a sponsor of or portfolio manager to any wrap fee programs.

As of December 31, 2023, the Firm managed approximately \$171,126,152 of regulatory assets under management on a discretionary basis and \$15,945,319 on a non-discretionary basis. Churchill also manages certain assets on a discretionary basis in the amount of \$7,582,268,636. Those assets do not count toward the Firm's regulatory assets under management as they do not meet the definition of a "securities portfolio" under the Investment Advisers Act of 1940 ("Advisers Act").

## **Item 5**

### **Fees and Compensation**

As compensation for its services, Churchill will receive an annual management fee (the "Management Fee") based on a fixed rate or percentage of a Client's committed capital or invested capital. Typically, the Management Fee charged to Clients will equal the sum of two percent of invested capital and one percent of committed and uninvested capital, payable on a quarterly basis. The Firm and/or certain of its affiliates will also receive performance-based compensation (the "Performance Allocation") based on realized gains from investments, subject to agreed-upon high watermarks.

SMAs will be subject to an annual asset based fee which will typically be prorated and charged on a monthly or quarterly basis, in advance or arrears, as negotiated on a case by case basis with the individual investor. Depending on the relationship, this fee may be separate and in addition to or inclusive of other fees charged by the Firm which may include a portion of any origination and/or profit participation fees due on the underlying mortgage loan, and a performance based fee calculated by reference to a targeted rate of return on the underlying loan.

The Firm receives the Management Fee on a monthly or quarterly basis. The calculation of the Management Fee is derived from the most recent valuation of the portfolio, as determined by the Firm, general partner or other responsible party. If applicable, a performance allocation is typically deducted directly from a Fund's assets as investments realize gains and not on a pre-determined schedule.

Similarly, as described in the applicable Governing Documents, Churchill or an affiliate will under certain circumstances be entitled to retain advance fees, servicing fees, extension fees and/or modification fees received from a counterparty with respect to any Client investment or prospective investment as reimbursement or compensation for due diligence, underwriting or servicing of such investment or prospective investment.

Each of Churchill and an SMA generally bears its own expenses. To the extent possible, third-party expenses incurred in connection with consummated transactions may be borne by the respective counterparty, including borrowers. Churchill's out-of-pocket expenses are generally reimbursed by the applicable counterparty through the provision of a good faith deposit; where there are unreimbursed costs associated with a deal presented to an SMA, those costs are borne by Churchill.

The Funds may bear all costs and expenses related to the Fund's operations (whether conducted directly or indirectly through its subsidiaries), including, without limitation (a) legal expenses including reasonable attorney's fees), (b) the Management Fee and all fees and expenses of custodians, transfer agents, trustees, third-party administrators (including fees and expenses associated with the Fund's third-party administrator and administration, tracking or reporting software, if any), paying agents, corporate agents, auditors, appraisers, tax

advisors, consulting (including consulting and retainer fees and other compensation paid to consultants performing investment initiatives and other similar consultants) and similar service providers, (c) expenses associated with making distributions or redemptions (including distributions of marketable securities), (d) accounting expenses, including expenses associated with auditor the preparation of the financial statements and tax returns and the filing of various tax withholding forms and treaty forms on behalf of the Fund, its subsidiaries or any investor therein (including without limitation, the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, (e) costs and expenses related to indebtedness of, or guarantees made by, the Fund, the Manager, the General Partner or any Limited Partner that is an affiliate of the General Partner on behalf of the Fund (including any credit facility, letter of credit or similar credit support), including repayment of principal and interest with respect thereto, or seeking to put in place any such indebtedness or guarantee as well as financing, commitment, origination and similar fees an expenses, (f) costs and expenses related to the preparation and distribution of reports, including the cost of third party consultants, accountants or advisors with respect to the preparation of the calculations set forth therein, (g) all expenses associated with internal valuations of the Fund's and its subsidiaries' assets, (h) costs related to risk management services and premiums and fees for insurance to benefit, directly or indirectly, the Fund, its subsidiaries, the Advisory Committee, the Manager, the General Partner and affiliates of the General Partner with respect to liabilities to any person in connection with the affairs of the Fund and its subsidiaries and for directors' and officers' liability insurance or other similar insurance policies, including errors and omissions insurance and financial institution bond insurance (including, without limitation, directors and officers liability, errors and omissions liability, crime coverage and general partnership liability premiums and other insurance (including cyber insurance) and regulatory expenses, including any costs and expenses related to any retention or deductibles), (i) costs and expenses related to investor communications and meetings, (j) costs of actual or threatened litigation, arbitration, mediation or other dispute resolution proceeding involving the Fund or any of its subsidiaries or its investments (each a "Portfolio Investment") or other matters that are the subject of any exculpated person's indemnification rights under the Governing Documents including, without limitation, advancing fees, costs and expenses incurred by any such exculpated person, (k) expenses incurred by the any advisory committee of investors to the extent permitted under the Governing Documents, (l) expenses incurred in connection with the preparation of amendments to the Governing Documents, (m) any costs and expenses with respect to (A) complying with any law, regulation or policy related to the activities of the Fund and/or (B) any litigation or governmental inquiry, investigation or proceeding involving the Fund, (n) fees and expenses relating to software tools, programs or other technology utilized in managing the Fund and its subsidiaries and researching, managing and monitoring its Portfolio Investments, including, without limitation, third-party software licensing, implementation, data management and recovery services and custom development costs (o) interest on and fees and expenses arising out of all borrowings of the Fund, (p) all expenses incurred by the "partnership representative" or in a similar capacity, (q) printing, communications, marketing and publicity, (r) any activities with respect to protecting the confidential or non-public nature of any information or data, (s) any costs and expenses with respect to a defaulting Limited Partner in the payment of any capital contributions, any costs and expenses with respect to amendments to, and waivers, consents or approvals pursuant to, the Governing Documents, (t) any costs and expenses with respect to any third-party experts in connection with the Fund considering, making or holding an investment in the same entity as one or more investment vehicles managed or controlled by the general partner or any of its affiliates, (u) unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer contemplated by the Governing Documents , (v) any expenses and costs of winding-up and liquidating the Fund and its subsidiaries and (w) any other fees, costs, expenses, liabilities or obligations approved by an advisory committee as permitted by the Governing Documents.

The Fund will also bear all expenses related to actual and potential Portfolio Investments, including, without limitation, (a) the costs and fees of researching, evaluating or investigating potential Portfolio Investments, including meeting with real estate brokers and other sources of Portfolio Investments and developing an investment pipeline (whether or not consummated, and whether or not incurred before or after formation of the Fund), (b) the costs and fees of activities with respect to the structuring, organizing, negotiating, consummating, financing, refinancing, diligencing, acquiring, bidding on, owning, managing, origination, funding, monitoring, investigating, operating, holding, hedging, restructuring, trading, selling, valuing, winding up, liquidating, dissolving, or otherwise disposing of, as applicable, the Fund's actual and potential Portfolio Investments or seeking to do any of the foregoing, (c) retainer, finder's, placement, advisor, consultant, custodian, subcustodian, transfer agent, disbursal, brokerage, registration, legal and other similar fees and expenses attributable to investments (whether or not consummated), (d) fees, costs and expenses related to the organization or maintenance of any intermediate entity used to acquire, hold or dispose of one or more Portfolio Investments or otherwise to facilitate the Fund's investment activities, including, without limitation, filing, title, transfer, registration and other similar fees and expenses, (e) all travel, lodging, meals, entertainment correspondence and other transaction costs and expenses incurred in connection with the sourcing, acquisition, monitoring, ownership or disposition of any investments (whether or not consummated) and (f) any taxes, fees or other governmental charges levied against the Portfolio Investments or the Fund and any other taxes, assessments, tax audit, investigation, settlement or review of the Fund.

Except as otherwise disclosed, neither the Firm nor any of its supervised persons receive, directly or indirectly, any compensation from the sale of securities or other investment products.

#### **Item 6**

#### **Performance-Based Fees and Side-By-Side Management**

As outlined in Item 5 of this Brochure, Churchill and/or its related persons are generally entitled to receive a Performance Allocation based on investment gains after other distributions are made to the general and limited partners, as specified in the Governing Documents. The Performance Allocation and other performance-based compensation may motivate the Firm to make investments that are riskier or more speculative than those which would be made under a different compensation arrangement. In addition, the recipients may have an incentive to favor Clients that they believe will pay a higher Performance Allocation or other incentive-based compensation. However, the Firm is committed to acting at all times in the best interests of its Clients. To this end, the Firm has implemented internal controls, which are further described in the Firm's compliance policies and procedures, to address regulatory concerns when charging performance-based fees.

#### **Item 7**

#### **Types of Clients**

The Firm provides investment advisory services to institutions and pooled investment vehicles that are excepted from the definition of investment company under the Investment Company Act of 1940. As a condition for starting and maintaining an advisory relationship, the Firm generally imposes a minimum portfolio size of at least \$5,000,000 for its both its Funds and SMA clients. The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, preexisting client relationships, account retention, and pro bono activities.

Investors in a Client generally are required to qualify as accredited investors within the meaning of rule 501 of Regulation D under the Securities Act of 1933, as qualified purchasers within the meaning of section 2(a)(51) of the Investment Company Act of 1940, and as qualified clients within the meaning of rule 205-3 under the Investment Advisers Act of 1940.

## **Item 8**

### **Methods of Analysis, Investment Strategies and Risk of Loss**

Churchill seeks to produce risk-adjusted total returns by focusing on investing in real estate related securities and investments in both credit and preferred equity transactions. Its credit strategy is to originate, acquire, structure and dispose of high-yielding residential real estate loans and/or residential real estate loans that are distressed. Clients may utilize leverage, securitization and other financing mechanisms to achieve higher absolute returns for investors.

In determining potential investments, Churchill generally considers macroeconomic trends, local real estate market information, discussions with local owners and operators, and other relevant due-diligence items.

When Churchill has determined that a potential investment meets its Clients' criteria, it begins underwriting and due diligence review. As part of its property due-diligence process, Churchill's underwriting team prepares an investment memorandum that compiles data relevant to the consideration of the investment (typically including, but not limited to, information regarding the local geographic sub-market, background and experience summaries of the principals, market research, financial analysis, post-investment management and disposition plans). Local operators, owners, brokers, and lenders will be contacted to obtain detailed local market data as well as important anecdotal information about a specific considered investment. Churchill underwriters may engage third parties to produce a variety of due-diligence reports, including but not limited to appraisals, credit and background checks on borrowers, property-condition reports, and environmental and engineering reports.

There can be no assurance that the objectives associated with any strategies described above will be met. At any time, we may add, remove, or modify any of the strategies that we employ. Investments made by a Client involve risk of loss that its investors should be prepared to bear. A more detailed description of our method of analysis and a Client's investment strategy is set forth in the Client's confidential offering memorandum, if any.

No guarantee or representation is made that the Firm's investment strategy will be successful. As noted in each Client's Governing Document, there are risks inherent to the Firm's investment strategy including, but not limited to those listed below. The Governing Documents generally contain a more comprehensive explanation of the relevant risk factors, including those related to Churchill's investment strategy and investment partnerships generally. Investors are provided with the Governing Documents prior to investment with Churchill and should carefully consider the risks. An investment in a Fund or SMA involves significant risks not associated with other investment vehicles and is suitable only for persons of adequate financial means who have no need for liquidity in this investment. A prospective investor should therefore bear in mind the following risk factors and conflicts of interest before purchasing an interest:

***Inherent Risks.*** An investment in the Client should be viewed as a speculative investment. It is not intended as a complete investment program and is designed only for investors who have adequate means of providing for their needs and contingencies without relying on distributions or withdrawals from the Client, who are financially able to maintain their investment and who can afford the loss of their entire investment. There can be no assurance that the Client will achieve its investment objectives. All potential investors should understand



the investment approaches and techniques that is expected to be used in the management of the Client and the particular risks associated with those approaches and techniques.

**Competition.** The investment, real estate, and asset management industries are intensely competitive, and the Client will compete with a number of private equity funds, specialized investment funds, hedge funds, corporate buyers, traditional asset managers, commercial banks, investment banks and other financial institutions. A number of these competitors will have access to more financial resources, research staff and personnel than the Firm, lower costs of capital than the Client, and access to funding sources that are not available to the Client. Several of these competitors may raise significant amounts of capital, which may create additional competition for investment opportunities. Some of these competitors may have higher risk tolerances, different risk assessments or lower return thresholds, which could allow them to consider a wider variety of investments and to bid more aggressively than the Client for investments. This competitive pressure could adversely affect the Client's ability to make successful investments.

**Investment Activities.** The Client's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the Firm. Such factors include a wide range of economic, political, competitive and other conditions (including acts of terrorism or war) that may affect investments in general or specific industries or companies. As a result of the nature of the Client's investing activities, it is possible that the Client's financial performance may fluctuate substantially from time to time.

**Real Estate Risks Generally.** The Clients may invest in real property and real estate-related investments including debt secured by real estate assets. Accordingly, the Clients investments may be subject to the risks associated with the real estate industry generally and risks incident to the ownership of real estate and/or the mortgage lending industry, including risks associated with changes in the general economic climate, changes in the overall real estate market, local real estate conditions, adverse changes in the financial conditions of homeowners, buyers and sellers of properties, and tenants of properties, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws, supply of or demand for competing properties in an area, accelerated construction activity, technological innovations that may dramatically alter space requirements, the availability of financing, changes in interest rates, competition based on rental rates, energy and supply shortages, various uninsured and uninsurable risks and law and government regulations, including federal and state environmental laws, regulations and administrative rulings which, among other things, establish standards for the treatment, storage and disposal of solid and hazardous waste, and the imposition of joint and several liability on past and present owners of real property for hazardous substance remediation and removal costs, zoning laws and transfer taxes. An investment in the Client requires the financial ability and willingness to accept significant risk and illiquidity.

**Residential Real Estate Investments Generally.** Clients predominantly invest from time to time in residential development projects and financing opportunities relating to residential real estate assets, which subjects the Clients to particular economic and operating risks. These risks relate to supply of and demand for living space in the local market, wage and job growth in the local market, availability of mortgage financing and homeownership affordability, tenant quality, the physical attributes of the building in relation to competing buildings (e.g., age, condition, design, appearance, amenities and location), and access to transportation, among other factors.

Investments in financing residential assets, such as mortgage loans (including loans that may be in default), involve additional risks. If a residential mortgage loan is in default, foreclosure of the mortgage loan can be a lengthy and expensive process. The ultimate disposition of a foreclosed asset may yield a price insufficient to cover the cost of the foreclosure process and the balance attached to the defaulted mortgage loan. In addition, politicians, regulators, journalists, housing advocates and others have been critical of private investment firms that have made investments in residential mortgage loans and, in some cases, led protests and social media

campaigns. Such opposition could cause Clients to forego investment opportunities and subject Clients to new legislation, litigation and changes in regulatory oversight.

***Impact of Market Conditions on Real Estate Generally.*** The real estate markets in which the Clients expect to operate are also affected by a number of specific conditions, such as planning, environmental, leasing, tax and other real estate-related laws and regulations, prevailing rental rates, prospective rental growth, occupancy rates, lease lengths, tenant creditworthiness and solvency, and other conditions in the financial and credit markets that impact real estate assets. Adverse general economic and market conditions, such as those that prevailed during the most recent global economic downturn, could have a material adverse effect on residential real estate assets, including by decreasing demand for residential real estate, decreasing occupancy rates for multifamily properties, causing tenants to terminate leases early or asset owners to sell at distressed prices or enter bankruptcy proceedings, and decreasing the value of real estate assets generally. Declines in rental income on real estate as a result of negative market conditions would not necessarily be accompanied by a decline in significant expenses associated with holding real estate, such as real estate taxes, utility rates, insurance rates, and renovation and maintenance costs. This mismatch would accentuate the impact of a negative market event and could cause mortgage borrowers to have insufficient revenue to stay current on mortgage debt service while potentially simultaneously decreasing the value of the underlying real estate collateral with respect to a mortgage loan held as an investment by a Client such that foreclosure or a similar remedy may not recover the full balance of the related mortgage loan.

***Risks of Environmental Liabilities.*** Under various federal, state and local laws, ordinances, and regulations, an owner or operator of real property may become liable for the costs of removal or remediation of certain hazardous substances and other environmental pollutants (including, without limitation, petroleum products, asbestos, and polychlorinated biphenyls) released on, about, under, or in its property. Environmental laws often impose this liability without regard to whether the owner or operator knew of, or was responsible for, the release of hazardous substances or other environmental pollutants. The presence of hazardous substances or other environmental pollutants, or the failure to remediate hazardous substances or other environmental pollutants properly, may adversely affect the owner's ability to sell or use real estate or to borrow outside funds using real estate as collateral. In addition, some environmental laws create a lien on contaminated property in favor of the government for costs it incurs in connection with the contamination. In addition to clean-up actions brought by governmental agencies and private parties, the presence of hazardous substances or other environmental pollutants on a property may lead to claims of personal injury, property damage, or other claims by private plaintiffs. Environmental liabilities with respect to a specific real estate asset may exceed the value of such asset, and under certain circumstances, subject the other assets of the Clients to such liabilities. A lien in favor of a governmental entity could cause a mortgage held by or on behalf of a Client to fail to have a first lien on the related collateral and therefore cause a substantial decrease in the value of such mortgage loan.

***Structured Investments.*** The Clients may invest in entities organized and operated for the purpose of restructuring the investment characteristics of other debt securities. These investments will typically consist of preferred equity or subordinated debt securities issued by a private investment fund that invests, on a leveraged basis, in debt instruments, including primarily senior loans and high-yield bonds and mortgage-backed securities and asset-backed securities, directly or through total rate of return swaps or other credit derivatives. The cash flow on the underlying instruments may be apportioned among the newly issued security to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payments made with respect to such securities is dependent on the extent of the cash flow on the underlying instruments. Because the Clients will not own these assets directly, they will not benefit from rights that holders of the assets have, including indemnification and voting rights.

Exposure to structured finance securities entails various risks: credit risks, liquidity risks, prepayment risks, interest rate risks, market risks, operations risks, structural risks, geographical concentration risks, basis risks and legal risks. Structured finance securities are also subject to the risk that the servicer fails to perform.

Structured finance securities are subject to risks associated with their structure and execution, including the process by which principal and interest payments are allocated and distributed to investors, how credit losses affect the issuing vehicle and the return to investors in such structured finance securities, whether the collateral represents a fixed set of specific assets or accounts, whether the underlying collateral assets are revolving or closed-end, under what terms (including maturity of the structured finance instrument) any remaining balance in the accounts may revert to the issuing entity and the extent to which the entity that is the actual source of the collateral assets is obligated to provide support to the issuing vehicle or to the investors in such structured finance securities.

**Securitization.** To the extent the Clients participate, directly or indirectly, in a securitization, the Clients, the Firm or their affiliates (or any of them) may be deemed to be an issuer, obligor, underwriter, control person or person liable under Section 20(b) of the Securities Exchange Act of 1934, as amended, and accordingly may have liability to investors in the securitization transaction for, among other reasons, a material misstatement or omission in the offering document or a failure to comply with private placement or resale limitations. The Clients will indemnify the Firm and its affiliates from and against such liabilities in accordance with the indemnification provisions in the Governing Documents. The Clients also may make representations, covenants and warranties to and indemnify certain parties to the securitization transaction, including the investment banks structuring the transaction and the placement agents. The obligations under these representations, covenants, warranties, and indemnities may survive the Client's ownership of assets related to the transaction. In order to participate in certain securitization transactions, the Fund may be required, including under applicable regulations, to retain an interest in the first loss securities issued in these securitization transactions for a longer period than it otherwise would have had to if such retention obligation had not existed.

**Valuation Risks.** The determination of fair market value of the Client's assets will be based on historical and current market information. The fair market value of an asset includes unrealized gains and losses and may be adjusted by any cash distributed or contributed to the Clients or to reflect any permanent impairments to the asset values. The fair market value may vary from actual amounts realized upon the disposition of the assets being valued. Although fair market value determinations will be made in good faith, there can be no assurances that they will prove to be accurate. The Clients may rely on valuations it receives in determining the price paid for assets. Such valuations may turn out to be inaccurate and therefore affect the Client's returns with respect to such assets. There can be no certainty that the price paid for an asset by the Clients will be equal to or less than the valuation that an independent appraiser determines for that asset and as such, this may have an impact on the fair market value as they are calculated on a valuation, rather than a price paid, basis. Under current market conditions, it may be difficult to establish a market value for certain types of investments.

**A Client's valuation and fee structure could give rise to conflicts of interest.** In light of the illiquid nature of the some investments, any valuation made by Churchill or the general partner with respect to such investments will generally be based on Churchill's or the general partner's good faith determination as to the fair value of the interest or such investment. In determining such values, Churchill or the general partner may rely on valuations determined by a third-party valuation agent engaged at the expense of the Client. However, there can be no assurance that any such values reported by Churchill or the general partner will equal or approximate the price at which they may be sold or otherwise liquidated or disposed of from time to time.

Most of the investments that will be owned by the Clients are not expected to be actively traded on the public markets. These investments may be difficult to value accurately. Investments owned by the Client will be valued internally in good faith by the general partner in accordance with generally accepted accounting principles, consistently applied. The value of an investment will generally be adjusted if (a) such investment is in default and (b) the value of the underlying collateral by which such investment is secured falls below an amount equal to the cost basis of such investment. Notwithstanding the foregoing, the process of valuing investments for

which reliable market quotations are not available – even if performed by a qualified third party – is based on inherent uncertainties. The resulting values may differ from values that would have been determined had an active market existed for such investments and may differ from the prices at which such investments may ultimately be sold.

There can be no assurance that Churchill or the general partner will have all the information necessary to make valuation decisions in respect of the investments, or that any information or valuations provided by third parties on which such decisions are based will be correct. There can be no assurances that the projected results will be obtained, and actual results may vary significantly from the valuations.

General economic, political, regulatory and market conditions can have a material impact on the reliability and accuracy of such valuations. Performance information of the Fund is therefore dependent upon the valuations of the General Partner, and such values may not ultimately be realized.

In addition, the subjective decisions of Churchill or the general partner regarding which inputs to select, the measurement dates and the relative weights to assign to such inputs will have a disproportionate impact on valuations. In connection with a determination of whether (or the extent to which) an investment has been realized, written down or written off, Churchill or the general partner will have an incentive to make determinations that result in the continued payment of, or a higher, asset management fee. Except as set forth in a Clients' confidential offering memorandum or limited partnership agreement, or advisory agreement, the asset management fee generally will not be reduced based on reductions in investment value. Churchill or the general partner will be permitted to take certain factors into account when determining if an investment shall be treated for purposes of calculating asset management fees as having been realized or written-off for U.S. federal income tax purposes and such determination of value of such investment for this purpose may be different than the determination of such investment's value as determined for purposes of the limited partnership agreement or the value of such investment for purposes of the Code.

***The Fund's operations may be impacted by the recent attack in Israel by Hamas and other terrorist organizations from the Gaza Strip and Israel's war against them.*** In October 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets and launched extensive rocket attacks on targets within the State of Israel. Following the attack, Israel's security cabinet declared war against Hamas and a military campaign against these terrorist organizations commenced. The intensity and duration of Israel's current war against Hamas is difficult to predict, as are such war's economic implications on the Advisor's business and operations, the performance of the Fund and its investments, and on the global economy in general. Furthermore, the varying involvement of the United States and other countries on both sides of the conflict, which could result in significant military escalations or economic spill-over effects, presents material uncertainty and risk with respect to the Fund's performance.

***Concentration of Investments.*** Clients have no assurance as to the degree of diversification of the Client's investments, either by geographic region or asset type. The Clients are not subject to any formal policies regarding diversification and may sometimes concentrate its portfolio holdings in industries, geographic regions or companies which, in light of investment considerations, market risks and other factors, believed to provide the best opportunity for attractive risk-adjusted returns in the value of the Client's assets. The concentration of the Client's portfolio in a small number of investments or in any one industry would subject the Clients to a greater degree of risk with respect to the failure of one or a few of the investments.

***Inflation.*** Some countries, including the United States, are currently and may in the future experience substantial rates of inflation, which may have negative effects on the economies and securities markets of their

economies. Governmental efforts to curb inflation (such as price controls) may involve drastic economic measures affecting the level of economic activities. There can be no assurance that the relevant governments will be able to exercise effective control over inflation rates or that a high rate of inflation will not have a materially adverse effect on the Clients or their investments.

***Banking Counterparty Risk.*** We rely on third-party banks or other custodians to hold and safeguard client assets and provide credit facilities that may be used to pay fund expenses and purchase new investments. While we carefully select and monitor our custodians, there is no guarantee that such custodians will not experience financial difficulties or otherwise fail, which could prevent us from accessing client funds, securities, or credit facilities. We could be required to call investor capital to pay expenses or purchase investments that otherwise would have been financed through a credit facility, or we could be prevented from making timely distributions of investor capital in the event a banking counterparty is shut down by regulators. These events could negatively impact fund performance or result in substantial delays in the return of capital to investors.

***Financing Arrangements.*** To the extent a Client enters into financing arrangements, it is possible that such arrangements could contain provisions that expose it to particular risk of loss. For example, any cross-default provisions could magnify the effect of an individual default. If a cross default provision were exercised, this could result in a substantial loss for a Client and/or the Client could lose its interests in performing investments if they are cross-collateralized with poorly performing or non-performing investments. Also, Clients could enter into financing arrangements that contain financial covenants that could require them to maintain certain financial ratios or other metrics. If a Client were to breach the covenants contained in any such financing arrangement, it could be required to repay such debt immediately, in whole or in part, together with any attendant costs, and the Client could be forced to sell some of its assets to fund such costs. Certain Clients could also be required to reduce or suspend distributions. Such covenants would also limit the ability of Churchill or the Client to adopt the financial structure (e.g., by reducing levels of borrowing) that it would have adopted in the absence of such covenants. In addition, pursuant to the Governing Documents of certain Clients, Churchill is permitted to pledge the capital commitments of the investors to secure financing arrangements for the Client. The investors could be required to honor their capital commitments to permit the Client to pay debt rather than to make investments.

***Cybersecurity.*** The Clients' and Churchill's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Churchill has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Clients or Churchill may incur specific time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in the operations of any of the affected Clients or Churchill and could result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors in the applicable Clients (and the beneficial owners of such investors). Such a failure could harm the reputation of such Clients or Churchill and could subject such entities and their respective affiliates to legal claims or otherwise affect their business and financial performance.

***Economic Disruptions Due to the Covid-19 Pandemic.*** The recent spread of COVID-19 (the "pandemic") in certain countries, including the United States, has shown an ability to result in a broad-based economic decline and significant market volatility and presents material uncertainty and risk with respect to the Clients' performance and financial results. Aside from the broad effects on the economy, the pandemic may also have specific implications for Churchill's operations and activities of its personnel, which can range from employees choosing to work from home to more significant impacts such as illness and restrictions on non-essential travel. As it deems appropriate, Churchill expects to institute procedures to deal with operational impacts related to

pandemics. Depending on the length and severity of the pandemic, it is possible that Churchill will spend a significant amount of time and attention addressing implications of the pandemic, including minimizing its impact at Churchill, with the Clients or with respect to a specific investment.

#### **Item 9 Disciplinary Information**

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

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

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

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

The entities which serve as managing members or general partners of certain Clients are affiliates of and under common control with Churchill. Churchill Funding I LLC ("Churchill Funding") is a specialty funding company focused on serving the capital needs of residential real estate participants. Churchill Funding's core business is to provide liquidity to the residential transitional loan space through direct lending to real estate investors, fund independent operators, and provide capital to its broker network. Churchill Originations LLC and Churchill Principal Investments LLC are affiliated entities that indirectly hold equity interests in Joint Venture arrangements ("Joint Venture") with various third parties. Churchill does not consider these to be advisory clients as they do not have an ongoing obligation to manage these accounts and they are non-discretionary. The Joint Venture partners have significant control rights over the asset in the portfolio. Churchill does not maintain advisory agreements for these arrangements. As the Churchill Affiliates focus on the residential real estate industry and other areas which do not take away investment opportunities from Churchill, there are no current conflicts with the Firm. A potential conflict of interest can exist, albeit unlikely based on both the Firm's and the Churchill Affiliates' strategies. Should an actual conflict materialize, the Firm will take appropriate action to ensure that Client interests are best served under the circumstances and in accordance with the law.

#### **Sullivan Realty Capital**

In March 2023, an affiliate of SRC acquired a majority interest in Churchill Finance LLC ("Churchill Finance"). Churchill Finance has three affiliated entities that provide various services in the real estate space including the following: Churchill Investment Advisors LLC ("Churchill Advisors"), Churchill Principal Investments LLC, and Churchill Originations LLC. Churchill Advisors wholly owns an affiliated registered investment adviser, Churchill. Both SRC and Churchill have implemented policies and procedures regarding the allocation of investment opportunities to ensure that all clients are treated on a fair and equitable basis. It is possible that SRC determines that an investment opportunity is not appropriate for and/or otherwise passed upon by SRC for its Clients, the opportunity may be offered to Churchill's clients, or any other entities to which Churchill provides investment related services.

SRC has established financing arrangements (each, a "Churchill Credit Facility") whereby an affiliate of Churchill (the "Lender") provides a Churchill Credit Facility to an SRC Client (as defined below) as borrower. Each Churchill Credit Facility is funded directly or indirectly by entities for which Churchill provides investment

advisory services regarding portfolios of investments that do not constitute securities (“Churchill Loan Investors”). The entry into a Churchill Credit Facility and subsequent determinations and actions regarding each Churchill Credit Facility involve conflicts of interest and related considerations including the following:

- Lender expects that each Churchill Credit Facility will be on terms consistent with similar facilities that Lender enters into with third parties. Although Churchill expects for the terms of each Churchill Credit Facility to be at least as favorable to the Lender as the terms that would be obtained on an arm’s-length basis from another third party, there can be no assurance that the terms offered to SRC are not as favorable or more favorable than terms that could be offered to any other third party borrower. As a result, there can be no assurance that other potential third-party borrowers would not produce returns that are more favorable to the Lender than those obtained through a Churchill Credit Facility given to a client of SRC.
- Additionally, Churchill undertakes a detailed and comprehensive underwriting that is consistent with the diligence performed on all potential borrowers. However, given the overlap between Lender and SRC, there is a possibility that certain diligence items that would be obtained in connection with a similar credit facility being offered to a third party are not obtained.
- Conflicts of interest are also likely to arise in connection with any of the following subsequent determinations and actions relating to the Churchill Credit Facility: a release, waiver, forgiveness or reduction of any claim for principal or interest; an extension of the maturity date or due date of any payment of any principal or interest; a release or substitution of any material collateral; a release, waiver, termination or modification of any material provision of any guaranty or indemnity; a subordination of any lien; any decisions regarding and any release, waiver or permission with respect to any covenants. Any action or inaction made by Churchill in respect of a Churchill Credit Facility offered to an SRC client may be viewed as adverse to the interests of the Churchill Loan Investors funding the Churchill Credit Facility and favorable to SRC’s clients. Furthermore, the Lender will have the right to pursue the underlying assets of SRC’s client (or its subsidiary that is a party to the Churchill Credit Facility) to fully satisfy the indebtedness owed to the Lender, and as an investment manager to the Churchill Loan Investors, Churchill would have an obligation to pursue such remedy on behalf of the Lender.
- Churchill may, to the fullest extent permitted by applicable law and any applicable contractual restrictions or obligations, take steps to reduce the potential for conflicts between the interests of the Lender, SRC’s clients, the Churchill Loan Investors and itself, including causing one or more of such entities to take certain actions that, in the absence of such conflict, it would not take. For example, the Lender might assign the Churchill Credit Facility even if it would otherwise retain the Churchill Credit Facility, or SRC’s clients (or its subsidiaries) might dispose of the collateral for the Churchill Credit Facility and repay the Churchill Credit Facility when it might otherwise not do so. SRC and Churchill may establish information barriers to separate investment professionals of SRC and Churchill (which barriers can be expected to be temporary and limited purpose in nature) and/or a process for recusing such professionals if appropriate with respect to the applicable determinations on behalf of the Lender and SRC’s Clients, respectively. The separated groups of professionals may be supported by separate legal counsel and other advisers, and would act independently of each other with respect to the

Churchill Credit Facility. Any such step could have the effect of benefiting SRC's client or the Lender at the expense of the other.

- Both Churchill and SRC implemented policies and procedures regarding any Churchill Credit Facility and endeavor to treat all clients, including the Churchill Loan Investors and SRC's clients, on a fair and equitable basis, but there can be no assurance that the existence of the conflicts described above will not influence the conduct of the professionals of Churchill and SRC.

Churchill Funding I LLC, an affiliate of Churchill (the "Churchill MLPA Lender"), originates or aggregates and, in either case, sells transitional loans that are secured by single family residential properties, multifamily properties and mixed-use properties, or land that has been zoned and granted entitlement to build such residential properties (each an "RTL Investment") to certain Clients, Churchill Advised Entities, SRC Clients (as defined below) and third parties, generally, pursuant to a mortgage loan purchase agreement (each, an "MLPA").

Such SRC Clients acquire RTL Investments (where the loan principal amount is up to \$10,000,000) (the "SRC RTL Investments") that are originated or acquired by Churchill MLPA Lender pursuant to an MLPA (the "SRC Loan Purchase Agreement"). Such Clients and Churchill Advised Entities acquire RTL Investments ("Churchill RTL Investments") through MLPAs (the "Churchill Loan Purchase Agreements").

Churchill expects that the pricing of both SRC RTL Investments and Churchill RTL Investments will be consistent with market rates based on recent third-party transactions for RTL Investments. Both Churchill and the Churchill MLPA Lender are affiliates of SRC.

For any RTL Investment, including the SRC RTL Investments and Churchill RTL Investments, the loan purchaser is required to pay certain fees to the Churchill MLPA Lender ("RTL Fees"). This is true for Clients, Churchill Advised Entities and for each advisory client of SRC or other separately managed accounts or other investment vehicles that are sponsored, managed or advised by SRC (collectively, "SRC Clients"), in each case, to the extent such RTL Fees are permitted under the applicable governing documents of such Client, Churchill Advised Entity or SRC Client.

- Churchill allocates RTL Investments among its Clients and other entities to which Churchill or its affiliates provide investment-related services (collectively, "Churchill Advised Entities"), SRC Clients, and other third-party purchasers of RTL Investments in accordance with Churchill's allocation policy (the "Churchill RTL Allocation Policy"). As between SRC Clients, Clients and Churchill Advised Entities, on the one hand, and third-party purchasers, on the other hand, SRC Clients, Clients and Churchill Advised Entities will have the first opportunity to acquire any RTL Investment originated or acquired by Churchill MLPA Lender. As between SRC Clients, Clients and Churchill Advised Entities, such opportunities will be allocated on a rotational basis. However, in making determinations under the Churchill RTL Allocation Policy, Churchill may have an incentive to allocate one or more RTL Investments or categories thereof to third-party purchasers instead of to SRC Clients, Clients or Churchill Advised Entities. For example, because the terms of sale to a third-party purchaser may result in higher fees to Churchill or its affiliates or such sales may enhance Churchill's relationship with such purchaser. Churchill may also have an incentive to allocate a minimum amount of RTL Investments to a third-party purchaser that has specific needs to buy at least a minimum amount of loans (which may reduce the incentive of Churchill to allocate such RTL Investment to a SRC Client, Client or Churchill Advised Entities). Although Churchill has implemented the Churchill RTL Allocation Policy with respect to SRC Clients, Clients and Churchill Advised Entities, on the one hand, and third-party



purchasers, on the other hand, the Churchill RTL Allocation Policy may not fully mitigate these conflicts of interest.

- The entry into the SRC Loan Purchase Agreement and Churchill Loan Purchase Agreements, in connection with RTL Investments and subsequent determinations and actions regarding the SRC Loan Purchase Agreement or applicable Churchill Loan Purchase Agreement involves conflicts of interest in each instance. For example, the Churchill MLPA Lender, and therefore affiliates of Churchill, have an incentive to originate or acquire RTL Investments and subsequently sell such RTL Investments to SRC Clients, Clients, Churchill Advised Entities or other third-party purchasers because such Churchill MLPA Lender is entitled to earn the RTL Fees which gives Churchill and its affiliates an incentive to enter into the SRC Loan Purchase Agreement, the Churchill Loan Purchase Agreements and any third-party MLPAs. With respect to SRC Clients, Clients and Churchill Advised Entities, there can be no assurance that Churchill MLPA Lender's interest in receiving such RTL Fees will be adequately mitigated.
- Conflicts of interest are also likely to arise in connection any extension of maturity date of an RTL Investment purchased pursuant to the Churchill Loan Purchase Agreement because the Client or Churchill Advised Entities may benefit from the timely repayment of principal under an RTL Investment, whereas Churchill and/or Churchill MLPA Lender may have an incentive to cause such RTL Investment to continue to be outstanding so that it or its affiliate would continue to receive RTL Fees.
- Churchill has implemented policies and procedures that are designed to address such potential conflicts of interest. The application of such policies and procedures are expected to vary based on the particular facts and circumstances surrounding the relevant actions or determinations. The Churchill MLPA Lender and Churchill intend to resolve such situations in an impartial manner, but there can be no assurance that the existence of the conflicts described above will not influence the conduct of the professionals of the general partner and its affiliates.

## **Item 11**

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

The Firm has adopted a Code of Ethics (the "Code"), which describes the Firm's fiduciary duties and responsibilities to its Clients, requires that the Firm's employees act in the best interests of Clients to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. The Firm's employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by the Firm or its employees. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm's employees. The Code requires employees to provide duplicate brokerage accounts statements, or their electronic equivalent, to the Firm or to report all securities transactions on at least a quarterly basis; and requires employees to provide a summary of securities holdings on at least an annual basis. The Code also includes policies and procedures to prevent the misuse and disclosure of material nonpublic information ("insider trading") and other confidential information and policies and procedures addressing conflicts of interest; outside activities of employees; gifts and business entertainment, including limitations and reporting requirements; and pre-clearance and reporting of political contributions. The Firm provides a complete copy of its Code to any Client, investor, prospective Client or prospect investor

upon request to the Chief Compliance Officer. Investors may contact the Firm to receive a copy of the Firm's Code.

From time to time, subject to satisfaction of the policies and procedures set forth in the Code, the Compliance Manual and the Governing Documents, the Firm or a related person of the Firm may invest in the same securities that are recommended to a Client. A potential conflict of interest could arise in that the Firm or the interested related person of the Firm could benefit from the Client's ownership of, or subsequent sale of, the applicable security. However, the Code and the Compliance Manual are designed to identify and manage conflicts of interest to the extent they arise in connection with the personal securities transactions and other investment activities of Churchill's related persons. In particular, the Code requires that Churchill's related persons abide by policies and procedures, including a pre-clearance procedure, in connection with certain of their personal securities trading activities, and such activities are monitored under the Code to ensure compliance with such policies and procedures.

From time to time, in appropriate circumstances and subject to satisfaction of the policies and procedures set forth in the Code, the Compliance Manual and the Governing Documents, Churchill may in the future establish certain investment vehicles through which Churchill personnel and other related persons or business associates may invest alongside a Client in one or more investment opportunities. Such vehicles, referred to as "co-investment vehicles," generally are contractually required, as a condition of investment, to purchase and sell each investment opportunity at substantially the same time and on substantially the same terms as the applicable Client that is invested in that investment opportunity. The Firm's Code and Compliance Manual are designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions.

Certain service providers (or their affiliates), including administrators, lenders, brokers, attorneys, consultants and investment banking firms, that the Firm may retain or seek to have retained for the Clients or their portfolio companies (or with respect to the Funds' portfolio investments therein) may also have relationships with, or have provided goods or services to, the Firm, its affiliates or other organizations to which senior investment professionals of the Firm have been affiliated. The Firm may choose to engage or seek to have engaged the same service providers to provide services to the Clients, portfolio companies, the Firm or its affiliates. In some cases, these service providers may provide services for one or more of these parties on terms that are more beneficial than those afforded to other of these parties. There can be no guarantee that the Clients or any of their portfolio companies will receive the most beneficial terms offered by any particular service provider. These services and relationships, or more favorable terms offered by service providers, may influence the Firm and its affiliates in deciding whether to select such a provider to perform services for the Clients or portfolio companies.

The Governing Documents generally provide that the Clients will be responsible for all costs and expenses in connection with their operation, other than the costs and expenses that will be the responsibility of the Firm or other third parties. To the extent possible, expenses incurred in connection with consummated transactions may be borne by the respective counterparty, including borrowers. The Firm's out-of-pocket expenses are generally reimbursed by the applicable counterparty through the provision of a good faith deposit, however, under certain circumstances, the Client may incur expenses for transactions pursuant to the applicable provisions of the Client's Governing Documents. A conflict of interest could arise in the Firm's determination whether certain costs or expenses that are incurred in connection with the operation of the Clients meet the definition of partnership operational expenses for which the Clients are responsible, or whether such expenses should be borne by the Firm. The Clients will be reliant on the determinations of the Firm in this regard, and also in regard to the allocation of investment expenses and any common operating expenses as between the various funds advised by the Firm. There can be no assurance that errors will not arise in such allocations.

Churchill's policy is to allocate investment opportunities among its Clients and between its Clients and SRC's Clients based on factors that Churchill reasonably determines are relevant, including, but not limited to: (a) relevant limitations imposed by or conditions set forth in the applicable investment advisory agreements, collateral management agreements, limited partnership agreements, operating agreements, subscription agreements, participation agreements, and/or any other analogous organizational documents of each Client; (b) the investment objectives and investment focus of each Client; (c) the relative actual or potential exposure of any particular Client to the type of investment opportunity in terms of its existing investment portfolio; (d) whether a Client has an existing investment in or relating to the investment in question or potential conflicts of interest relating to the investment; (e) the availability of other suitable investments for each Client; (f) cash availability, permitted leverage, lender covenants, and available financing for the investment opportunity (including taking into account the levels/rates that would be required to obtain an appropriate return); (g) the likelihood of current income; (h) the size, liquidity, and term of the investment opportunity; (i) the seniority of the investment and other capital structure criteria; (j) the stage of development and anticipated hold period of the investment opportunity, (k) the source of investment opportunity, (l) whether an investment opportunity requires additional investor consents; (m) tax considerations; (n) legal, contractual, regulatory or other considerations deemed relevant in good faith; (o) the expected amount of capital required for the investment as well as projected future capacity for investment of each Client (including as a result the recycling of proceeds); (p) the targeted rate of return of each Client; (q) the geographic location of the investment opportunity; (r) the expected level of risk associated with such investment opportunity and the risk profile of each Client; (s) a Client declines a particular investment opportunity; and (t) any other factors deemed relevant by the Advisor or its affiliates.

## **Item 12**

### **Brokerage Practices**

Churchill provides investment advice with respect to private investments. As such, the Firm's transactions are privately negotiated and do not involve the use of a broker or dealer for the execution of transactions. The Firm will seek to negotiate and execute transactions in an efficient manner and consistent with its fiduciary duties to the Clients. Due to the nature of the Firm's investment advice and relationship with the Clients, the Firm does not engage in soft dollar arrangements with broker-dealers; consider Client referrals when selecting or recommending a broker-dealer; or engage in directed brokerage. If, in the future, the Firm does utilize broker-dealers for transactions, this section will be updated accordingly.

The aggregation of orders is not applicable for the reasons stated above.

The Firm generally does not itself trade securities on a principal basis with the Clients. Certain related persons of the Firm, however, could be principals (and in the future other funds may be deemed principals), based on SEC staff guidance, due to an investment in any such fund or related person by the Firm and controlling persons exceeding 25% of that fund's or related person's assets. To the extent that the Firm and/or its related persons engage (or are deemed to engage) in principal securities transactions, any such transactions will comply with applicable law. The Firm and/or its related persons may have interests in such transactions that are adverse to the Funds or other Clients. In the event that the Firm decides to engage in a principal transaction, it will disclose to investors of the Clients the material terms of the transaction and receive approval from such investors, prior to engaging in the principal transaction.

To the extent permitted by applicable law and the applicable Governing Documents, the Firm may effect “cross transactions” with Clients, where the Firm may cause a Client to purchase investments from another Client, or it may cause a Client to sell investments to another Client. The Firm would recommend the Clients to enter into such transactions only if the transactions were consistent with the best interests of the Clients and at a price that the Firm and/or its related persons believe constitutes best execution for Clients. Neither the Firm nor any related party receives any commission or commission equivalent in connection with these transactions.

### **Item 13**

#### **Review of Accounts**

The Firm’s managing partners review the holdings of Clients’ portfolios formally on a quarterly basis, as well as informally on a continuous and ongoing basis.

More frequent reviews may be triggered by material changes in key variables that could affect the performance of the portfolios, including changes in the financial markets and activity and trends in the political or economic environments.

Written audited financial statements will be provided to investors in each Fund, generally within 120 days of the Fund’s fiscal year end. An annual report will be distributed which will, in addition to the information provided in the quarterly reports, provide the valuations of the underlying investments in each of the Fund portfolios.

### **Item 14**

#### **Client Referrals and Other Compensation**

No one other than the Firm receives an economic benefit from the Client for providing investment advice or other advisory services to the Client, unless otherwise disclosed in this brochure and/or the Governing Documents.

Currently, neither Churchill nor any of its related persons compensate any person who is not advisory personnel for Client referrals. However, from time to time, in the context of organizing a Fund, the Firm may compensate one or more placement agents for referrals of Client investors. A prospective investor solicited by a placement agent or other third party will be advised of any such arrangement, including the receipt of fees. Similarly, if the Firm decides to engage a third party for SMA client referrals, the relationship will be structured in accordance with the Advisers Act Rule 206(4) and affected prospects will be informed of the arrangement, including the receipt of fees.

## **Item 15**

### **Custody**

The Firm has access to the Clients' accounts and is thus deemed to have custody of such assets under Rule 206(4)-2 of the Advisers Act (the "Custody Rule"). Accordingly, the Firm adheres to the applicable requirements of the Custody Rule with respect to the Client for which it or an affiliate serves as a managing member or general partner. The Firm arranges for an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, to independently audit the Fund on an annual basis. The audited financial statements are prepared in accordance with generally accepted accounting principles in the United States of America and are sent to all investors within 120 days of the end of the Fund's fiscal year.

## **Item 16**

### **Investment Discretion**

Churchill has full discretionary authority to manage the assets of the Clients, subject to limitations set forth in each Client's Governing Documents. As described more fully in each Client's Governing Documents, Churchill is granted power of attorney over each Client's assets, including the right to pursue an investment program in its discretion, subject to certain limitations set forth in each Client's Governing Documents. When selecting securities and determining amounts, Churchill adheres to the limitations and restrictions of the Clients for which it advises.

## **Item 17**

### **Voting Client Securities**

The Firm's investment strategy does not generally involve the acquisition of public securities with voting authority, making it unlikely that a Client will be placed in a position of proxy voting authority. However, if a Client does come into possession of securities with voting rights, the Firm will implement the appropriate policies and procedures and seek to vote proxies in the best interests of its Clients.

Investors may obtain information about how the securities were voted and a copy of the Firm's proxy voting policies and procedures upon request by contacting the Firm at the phone number listed on the cover page of this Brochure.

## **Item 18**

### **Financial Information**

The Firm does not require or solicit prepayment of more than \$1,200 in fees from any Fund six months or more in advance.

The Firm does not believe any financial conditions currently exist that are reasonably likely to impair its ability to meet contractual or other commitments to the Funds.

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.