

**FORM ADV PART 2A:
FIRM BROCHURE**



Sound Point Commercial Real Estate Finance LLC

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This brochure provides information about the qualifications and business practices of Sound Point Commercial Real Estate Finance LLC (“SPCREF”). If you have any questions about the contents of this brochure, please contact Andrea Sayago, Chief Compliance Officer, at 212-895-2280 or compliance@soundpointcap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

SPCREF is registered under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Being a “registered investment adviser” or describing SPCREF as being “registered” does not imply ascertain level of skill or training.

**THIS BROCHURE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE
SOLICITATION OF ANY OFFER TO BUY ANY SECURITY.**

Item 2. Material Changes

This **Item 2** includes only material changes since the July 29, 2023 update of this Part 2A of Form ADV:

Items 4 and **10** have been amended to reflect new affiliates and name changes to certain existing affiliates.

We encourage all clients and prospective clients to review this Brochure carefully and in its entirety.

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Item 4. Advisory Business

Sound Point Commercial Real Estate Finance LLC (“SPCREF”) is a privately-owned, Delaware limited liability company formed in November 2020.

SPCREF’s primary investment strategy is to originate first mortgage loans on wholly owned commercial real estate in the United States, primarily focused on bridge loans or properties undergoing a business model transition. By nature, these loans are illiquid and difficult to value post-purchase. SPCREF may also invest in mortgage-backed securities and other more liquid investments as a supplemental investment strategy. While the relevant investment management agreements would provide specific investment objectives and guidelines by account, SPCREF’s general investment objective is to preserve and protect invested capital while earning a return commensurate with the market for the corresponding risk tolerance of each account holder.

SPCREF is principally owned by Sound Point Capital Management, LP (“Sound Point”). A minority interest in SPCREF is owned by Aflac GI Holdings, LLC (“AGIHLLC”), a subsidiary of Aflac Incorporated (collectively “Aflac”). AGIHLLC does not have authority over the day-to-day operations or investment decisions of SPCREF as they relate to the Client Accounts (as defined below), although it has negotiated certain minority protection and consent rights in connection with its investment in SPCREF. In addition, SPCREF has a Board of Advisors which serves to provide advice and counsel in connection with the SPCREF’s operations, potential conflicts of interests and other company matters upon Sound Point’s request. The Board of Advisors has designated four Class A Board Members and two Class B Board Members. Class A Board Members are employees of Sound Point: Stephen Ketchum, Don MacKinnon, and David Grill. Class B Board members are employees of AGIHLLC: Eric Kirsch and Bradley Dyslin.

In addition to Sound Point, SPCREF is affiliated with the following SEC registered investment advisers: Sound Point CLO C-MOA, LLC (“SP C-MOA”), Sound Point Meridian Management Company, LLC (“SPMMC”)¹ and Sound Point Luna LLC (“SPL”). SPCREF is also affiliated with Sound Point CRE Management, LP (“CRE”) and SPCRE InPoint Advisors, LLC (“SPCRE”), both of which are currently exempt from registration as an investment adviser with the SEC and the State of New York.² SPL provides sub-advisory services on a non-discretionary basis to BlueMountain Fuji Management LLC (“BlueMountain Fuji”), which is also an SEC registered investment adviser. Together with Sound Point, SP C-MOA, SPL, SPMMC, SPCRE, CRE and BlueMountain Fuji are referred to herein as the “Affiliates”. In general, this Brochure does not include information about the Affiliates or their respective advisory businesses, which are summarized in each of their respective Form ADV Parts 1 and 2, as applicable.

Sound Point is a privately-owned credit asset management firm that is registered with the SEC and principally owned by Stephen Ketchum indirectly through SPC Consolidator LLC, a Delaware limited liability company. Certain other limited partners of Sound Point have contributed, or have the right to receive, 5% or more of Sound Point’s capital upon its dissolution, and these limited partners are Blue Owl GP Stakes II (A) LP, a third-party permanent capital fund that is managed by Blue Owl GPSC Advisors LLC, an investment adviser principally owned, through certain intermediary vehicles, by Blue Owl Capital Inc. (“Blue Owl”), Assured Guaranty U.S. Holdings Inc., a Delaware corporation (“AGUS”) and a wholly owned subsidiary of Assured Guaranty, Ltd. (NYSE: AGO), a limited company organized under the laws of Bermuda, and two senior principals of Stone Point Capital LLC (“Stone Point”). Three additional senior principals of Stone Point are

¹ SPMMC’s registration as an investment adviser was declared effective on March 19, 2024. SPMMC intends to be an investment adviser to a registered investment company.

² CRE and SPCRE both filed their final Exempt Reporting Adviser report with the SEC on 2/14/2024 respectively because they no longer meet the requirements necessary to be registered as an Exempt Reporting Adviser. Neither CRE nor SPCRE are currently obligated to register as an investment adviser in the State of New York because they both have fewer than six (6) New York clients.

also limited partners of Sound Point, but each holds minority equity ownership below the 5% threshold. James Carey, one of Stone Point's senior principals, and Dominic Frederico, CEO of Assured Guaranty, Ltd. both serve with Stephen Ketchum on Sound Point's Board of Managers, and consequently have certain rights of approval over the actions of Sound Point which may indirectly impact SPCREF client accounts; however, neither Mr. Carey nor Mr. Frederico are members of any committee that makes investment decisions for any accounts managed by SPCREF. Sound Point and SPCREF operate independently of Stone Point, Assured Guaranty Ltd. and AGUS and is managed by SPC Partners GP, LLC

Sound Point GP Parent, LLC (the "GP Parent"), a Delaware limited liability company, was established to wholly own the general partners of certain Sound Point commingled funds. GP Parent is also principally owned by Stephen Ketchum indirectly through SPC Consolidator LLC. Certain other limited partners of GP Parent have contributed, or have the right to receive, 5% or more of GP Parent's capital upon dissolution, and these limited partners are Blue Owl GP Stakes II (B) LP (which is a third-party permanent capital fund that is managed by Blue Owl), AGUS, and two senior principals of Stone Point. Three additional senior principals of Stone Point are also limited partners of GP Parent, but each holds minority common equity ownership below the 5% threshold.

Although, as noted above, a senior principal of Stone Point and the CEO of Assured Guaranty Ltd. serve on Sound Point's Board of Managers, none of Stone Point, Blue Owl (including Blue Owl GP Stakes II (A) LP and Blue Owl GP Stakes II (B) LP), AGUS or any of their respective affiliates is involved in the day-to-day management or operations of Sound Point, the GP Parent or SPCREF, nor does any such party have any control over the investment decisions of SPCREF's client accounts.

SPCREF is under common control with: SP C-MOA, an SEC-registered investment adviser that provides advisory services to private funds and European securitized asset pools; SPMMC, an SEC-registered investment adviser that intends to provide advisory services to a registered investment company; and, SPL, an SEC-registered investment adviser that provides advisory services to pooled investment vehicles operating as private investment funds, collateral management services to securitized asset pools, and non-discretionary investment advisory services in a sub-advisory capacity to BlueMountain Fuji, a collateral manager to securitized asset pools (and also a SEC registered investment adviser). SPCREF is also under common control with CRE and SPCRE, which provides advisory services to a real estate investment trust and are currently exempt from registration as an investment adviser with the SEC and the State of New York and Sound Point Capital Management UK LLP, an UK Financial Conduct Authority authorized foreign private adviser that acts as sub-adviser to Sound Point with regards to certain client accounts

SPCREF has approximately \$2,422,759,690 in regulatory assets under management (based on December 31, 2023 data) that is managed on a discretionary basis and \$0 of regulatory assets managed on a non-discretionary basis.

SPCREF currently does not participate in wrap fee programs.

For further discussion of these and related items, see **Item 7** (Types of Clients), **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss) and **Item 10** (Other Financial Industry Activities and Affiliations).

Item 5. Fees and Compensation

Management Fees and Performance-Based Compensation

SPCREF may receive fees from accounts it manages and in which it is invested (collectively, the "Client Accounts").

SPCREF is generally paid an advisory fee, quarterly in arrears, based on a specified percentage of the average aggregate value of the Client Accounts' assets over such quarter, where the value of each asset shall be the value determined in accordance with SPCREF's valuation policies, or as otherwise agreed upon with the relevant Client Accounts. SPCREF may also be paid an incentive fee from the Client Accounts based on it achieving certain target returns.

In the event an "origination fee" is offered to Client Accounts in connection with the closing of any Investment, SPCREF is paid a percentage of such origination fee.

SPCREF may, in its discretion, waive, reduce, or rebate any of its advisory fees.

The fees charged to clients in the future may be the same as or different from the fees described herein.

Expenses

Generally, SPCREF bears its own costs and expenses related to its overhead, such as rent and utilities, or personnel costs for individuals who perform services for SPCREF. However, Client Accounts generally pay or reimburse SPCREF for certain account expenses under the terms of the relevant investment management agreements. Where appropriate, SPCREF's portion of certain operating expenses, including costs associated with shared personnel of Sound Point, is shared equitably with its Affiliates.

Expenses related to SPCREF investments are generally borne by the borrower.

SPCREF, or its applicable affiliate, may, in its discretion, agree to limits on and/or to rebate a portion of the expenses that a Client Account may bear.

As a result of Stone Point's or Blue Owl's dynamic roster of portfolio companies and partners, Sound Point may find after the fact that a third-party service provider it utilizes is directly or indirectly affiliated with Stone Point or Blue Owl. If a third-party service provider is already deeply imbedded in Sound Point's infrastructure, it is virtually impossible for Sound Point to change service providers. Regardless of a service provider's affiliation, expenses arising from such relationships are allocated to Client Accounts in accordance with SPCREF's expense allocation policy.

If a contemplated third-party service provider is affiliated with Stone Point or Blue Owl, SPCREF will conduct the same due diligence on such service provider as it would to non-affiliated service providers.

For a further discussion of these and related items, see **Item 12** (Brokerage Practices).

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

A description of the fees received by SPCREF is provided above in **Item 5**. While SPCREF does not currently receive performance-based compensation, the receipt of such compensation could create an incentive for SPCREF to make investments that are riskier or more speculative than would be the case in the absence of a performance-based compensation arrangement. Furthermore, if SPCREF were to receive performance-based compensation from one Client Account but not another, this discrepancy could create a conflict of interest because the financial benefit from managing a Client Account for which SPCREF receives performance-based compensation may provide an incentive for SPCREF to favor such Client Account over one that does not pay performance-based compensation.

SPCREF is required to act in a manner that it considers fair, reasonable, and equitable in allocating investment opportunities to its Client Accounts, but SPCREF and the Affiliates are not otherwise subject to any specific obligations or requirements concerning the allocation of time, effort or investment opportunities, or any

restrictions on the nature or timing of investments for the Client Accounts. SPCREF addresses this conflict through the application of its trade allocation procedures. SPCREF, both in real-time as well as periodically, reviews allocation of investment opportunities and sequencing of transactions to determine whether Client Accounts are treated fairly.

For a further discussion of these and related items, see **Item 5** (Fees and Compensation) and **Item 10** (Other Financial Industry Activities and Affiliations).

Item 7. Types of Clients

SPCREF provides investment advisory services to separately managed accounts. Certain Client Accounts are affiliated with SPCREF or AGIHLLC. At times, the same Client Account may have a subset of its assets managed by SPCREF while another subset managed by the Affiliates. Also, beneficial owners of certain Client Accounts may be persons or entities associated with SPCREF, Sound Point, or AGIHLLC. While SPCREF currently advises only separately managed accounts, it may provide investment advisory services to private fund clients in the future.

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

In managing the Client Accounts, SPCREF primarily focuses on commercial real estate debt, including first mortgage loans, subordinate mortgage and mezzanine loans, and participations in such loans. SPCREF may invest in commercial real estate securities, such as commercial mortgage-backed securities, or CMBS, senior unsecured debt of publicly traded real estate investment trusts, or REITS, and collateralized debt obligation notes, or CDO notes. SPCREF may also invest in select equity investments in single-tenant, net leased properties. In all cases, the relevant investment management agreements govern the investment universe for the Client Accounts.

Material Investment Risks

There are several general risks relating to the investment strategy of the Client Accounts, including, but not necessarily limited to, the following:

Investment and Trading Risks. SPCREF invests the Client Accounts in commercial real estate debt and securities investments, which are subject to the risks typically associated with real estate, including, but not limited to; local, national and international economic conditions; real estate conditions, such as an oversupply of or a reduction in demand for real estate in an area; lack of liquidity inherent in the nature of the asset; tenant / operator mix and the success of the tenant / operator business, and tenant / operator's financial strength and liquidity; property management decisions; property location and conditions; competition from comparable properties; the ability to collect on a timely basis all rent; the effects of any bankruptcies or insolvencies; the expense of leasing, renovation or construction; changes in interest rates and in the availability, cost and terms of mortgage financing; unknown liens being placed on the properties; bad acts of third parties; the ability to refinance mortgage notes payable related to the real estate on favorable terms, if at all; changes in governmental rules, regulations and fiscal policies; tax implications; changes in laws, including laws that increase operating expenses or limit rents that may be charged; the impact of present or future environmental legislation and compliance with environmental laws, including costs of remediation and liabilities associated with environmental conditions affecting properties; cost of compliance with the Americans with Disabilities Act; adverse changes in governmental rules and fiscal policies; social unrest and civil disturbances; acts of nature, including earthquakes, hurricanes and other natural disasters; terrorism; the potential for uninsured or underinsured property losses; adverse changes in state and local laws, including zoning laws; and other factors which are beyond our control.

Investing in debt securities and assets, particularly loans backed by a single or a concentrated commercial real estate entity, involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that SPCREF's investment management will be successful. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to the investments managed by SPCREF.

General Economic Conditions. Significant risks may exist as a result of uncertain economic conditions. These risks include, among others, (i) the possibility that, on or after the closing date of a loan, the value of the relevant commercial real estate will have deteriorated from their effective purchase price and (ii) the illiquidity of the loans, as there is no secondary trading in the instruments. General market conditions may reduce opportunities for SPCREF to originate loans or increase refinancing risk in respect of existing loans. A slow, delay or reverse on economic recovery may cause deterioration in loan performance generally. A slowdown in growth or commencement of a recession would be expected to have an adverse effect on the ability of borrowers to repay or refinance their existing debt and may impact their cashflow generally.

Credit Risks of Debt Obligations. SPCREF will invest the Client Accounts in debt portfolios, which are subject to Credit Risk and Interest Rate Risk.

"Credit Risk" refers to the likelihood that a borrower will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of a borrower are the primary factors influencing Credit Risk. In addition, inadequacy of collateral or credit enhancement for a debt instrument or loans may affect its Credit Risk. Credit Risk can change over the life of an instrument, and debt obligations which are rated by rating agencies are often reviewed and may be subject to downgrade.

"Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable-rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Reliance on Corporate Management and Financial Reporting. SPCREF selects investments for its Client Accounts in part based on information and data provided by the borrowers. Although SPCREF evaluates all such information and data and seeks independent corroboration when it considers it appropriate and reasonably available, SPCREF is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information will not be readily available. SPCREF is dependent upon the integrity of the management of these borrowers and of loan servicers (if applicable) and the financial and collateral performance reporting processes in general. Recent events have demonstrated the material losses can incur as a result of corporate mismanagement, fraud, and accounting irregularities. Similar risks exist when SPCREF evaluates economic soundness of counterparties for derivatives and repurchase agreements.

Borrower Risk, including Fraud. Borrowers in the commercial real estate space may be individuals or entities that are not regulated, thus potentially increasing the risks that they may be bad actors or otherwise present heightened regulatory concerns despite SPCREF's good faith efforts to due diligence these borrowers prior to investing. One concern is the possibility of a material misrepresentation or omission on the part of the borrower. Such inaccuracy or incompleteness could adversely affect the valuation of the loans, or adversely affect the ability of SPCREF to perfect or effectuate a lien on the collateral securing the loans. SPCREF relies upon the accuracy and completeness of representations made by the borrowers to the extent reasonable but cannot guarantee such accuracy or completeness. Under certain circumstances in connection with a bankruptcy

proceeding involving the borrower, payments, or other distributions to SPCREF's Client Accounts may be reclaimed if any such payment or distribution is later determined to have been fraudulent conveyance or a preferential treatment.

Third Party Appraisal Risk. Third party appraisals of assets are generally required or obtained in connection with acquisition of an asset-based loans. There is no assurance that any valuation or reports produced by such third-party appraisers actually reflects an amount that would be realized upon a current sale of the related assets and could materially impact the value of the loans originated by SPCREF's Client Accounts. Moreover, such a valuation is not indicative of the value of the assets at any time after the date of such valuation. Future values may depend on a variety of factors, some of which may not be foreseen. In the event of a default by a particular borrower, there may well be factors present that reduce the value of the assets that secure the asset-based loan. The value of the collateral securing an asset-based loan of a borrower in liquidation generally will be less than the value of such collateral when used as part of an operating business in good standing. As a result, there is no assurance that the value of the collateral securing any loans will equal or exceed the amount of the obligation at any time.

Counterparty Risk. Some of the markets in which SPCREF may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. This exposes the Client Accounts to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Client Accounts has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for Creditors. The Client Accounts are not restricted from concentrating any or all of its transactions with one counterparty. The ability of the Client Accounts to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses. Counterparty risks also include the failure of executing brokers to honor, execute, or settle trades.

Credit Analysis and Credit Risk. The strategies utilized by SPCREF require accurate and detailed credit analysis of borrowers and there can be no assurance that SPCREF's analysis will be accurate or complete. The Client Accounts may be subject to substantial losses in the event of credit deterioration or bankruptcy of one or more borrowers in its portfolio.

Illiquid Securities and Valuation. A significant portion of the Client Accounts' assets is expected to be illiquid. Market prices for such securities are often volatile and may not be ascertainable. Without an active market for such investments, there may be circumstances where SPCREF is unable to dispose of an investment expeditiously or within an ideal time period or at an anticipated value. SPCREF values these investments based on its estimate, or an independent third party's estimate, of their fair value as of the date of determination, which often involves significant subjectivity. There is no single standard for determining fair value in good faith and in many cases fair value is best expressed as a range of fair values from which a single estimate may be derived. SPCREF estimates the fair value of investments based on third-party models or models developed by SPCREF. The actual results related to any particular investment can vary materially as a result of the inaccuracy of the estimates and assumptions used in these models. Because such valuations will be inherently uncertain, may fluctuate significantly over short periods of time and will be based on estimates and other material assumptions, SPCREF's determinations of fair value may differ materially from the values that would have been used if a readily available market for these investments existed and may differ materially from the values that a Client Account may ultimately realize on such investments.

“Widening” Risk. The prices of the debt instruments in which SPCREF invests may decline substantially. In particular, purchasing assets at what may appear to be “undervalued” levels is no guarantee that these assets will not be trading at even more “undervalued” levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such “spread widening” risk.

Limited Diversification. The Client Accounts may make investments that are concentrated in a particular characteristic, such as type of asset (e.g., commercial real estate) or a particular geographic area. This limited diversity exposes the Client Accounts to significantly greater volatility than in a more diversified portfolio.

Lender Liability; Equitable Subordination. In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lenders or bondholders on the basis of various evolving legal theories (commonly referred to as “lender liability”). Generally, lender liability is founded upon the premise that an institutional lender or bondholder has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or issuer or has assumed a degree of control over the borrower or issuer resulting in the creation of a fiduciary duty owed to the borrower or issuer or its other Creditors or stockholders.

Loan Participations. SPCREF may invest the Client Accounts in loan participations. Investment in loan participations involves certain risks in addition to those associated with direct loans. A loan participant has no contractual relationship with the borrower of the underlying loan. As a result, the participant is generally dependent upon the lender to enforce its rights and obligations under the loan agreement in the event of a default and may not have the right to object to amendments or modifications of the terms of such loan agreement. A participant in a syndicated loan generally does not have the voting rights, which are retained by the lender. In addition, a loan participant is subject to the Credit Risk of the lender as well as the borrower, since a loan participant is dependent upon the lender to pay its percentage of payments of principal and interest received on the underlying loan. SPCREF will conduct reasonable due diligence to ensure that it acquires participations from sellers determined to be creditworthy.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if the Client Accounts purchase a 5- year bond in which it can realize a coupon rate of five percent (5%), but the rate of inflation is six percent (6%), then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the Client Accounts are exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

LIBOR SOFR and other Reference Rates. The U.S. dollar LIBOR, which has historically been commonly used as a reference rate within various financial contracts (any such rate, a “Reference Rate”), ceased to be published after June 30, 2023 (other than the one-week and two-month tenors, which ceased to be published after the year 2021). In anticipation of this cessation of LIBOR, the United States and other countries have worked to replace LIBOR with alternative Reference Rates. SOFR is the Reference Rate recommended by the Alternative Reference Rates Committee convened by the Federal Reserve Board and Federal Reserve Bank of New York (the “ARRC”). The ARRC and the regulators have stated that any party choosing another Reference Rate should do so carefully.

With respect to financial contracts to which a Client Account is a party, including corporate and municipal bonds and loans, consumer loans, bank loans, floating rate debt, certain asset-backed securities, and interest rate swaps and other derivatives, any such contract that has a maturity that extends beyond June 2023 and uses LIBOR as a Reference Rate (other than contracts that include curative fallback language or which have other curative mechanisms available, such as safe harbor legislation adopted in the State of New York to permit the replacement of LIBOR with the rates recommended by the ARRC in contracts governed by New York law) may earn reduced interest income, may accrue increased interest expense or may need to be renegotiated, the process of which will consume resources of the applicable Client Account and may result

in disputes among counterparties, the result of which may be adverse to such Client Account.

It remains uncertain whether replacement Reference Rates, such as SOFR, will create adverse consequences for borrowers and / or lenders if they are widely adopted, and if the markets evolve to include widely divergent interest rate calculation methodologies, there could be significant, potentially material adverse effects, on the price and liquidity of certain assets and the ability of SPCREF to effectively anticipate and/or mitigate interest rate risks.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues. SPCREF's business activities, as well as the activities of the Partnership and its operations and investments, could be materially adversely affected by outbreaks of disease, epidemics and public health issues in Asia, Europe, North America, the Middle East and/or globally, such as COVID-19 (and other novel coronaviruses), Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, or other epidemics, pandemics, outbreaks of disease or public health issues. In particular, coronavirus, or COVID-19, has spread and is currently spreading rapidly around the world since its initial emergence in December 2019 and has negatively affected (and may continue to negatively affect or materially impact) the global economy, global equity markets and supply chains (including as a result of quarantines and other government-directed or mandated measures or actions to stop the spread of outbreaks). Although the long-term effects of coronavirus, or COVID-19 (and the actions and measures taken by governments around the world to halt the spread of such virus), cannot currently be predicted, previous occurrences of other epidemics, pandemics, and outbreaks of disease, such as H5N1, H1N1 and the Spanish flu, had material adverse effects on the economies, equity markets and operations of those countries and jurisdictions in which they were most prevalent. A recurrence of an outbreak of any kind of epidemic, 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 SPCREF and the Client Accounts. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to worsen), SPCREF and the Client Accounts could be adversely affected by more stringent travel restrictions (such as mandatory quarantines and social distancing), additional limitations on SPCREF's (or the Client Accounts') operations and business activities and governmental actions limiting the movement of people and goods between regions and other activities or operations.

Cybersecurity. The computer systems, networks and devices used by SPCREF, and third-party service providers engaged by SPCREF or directly by the Client Accounts to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. SPCREF and / or the Client Accounts could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to the clients; interference with SPCREF's ability to calculate the value of an investment in the clients' portfolio; impediments to trading; the inability of us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which the clients invest; counterparties with which the clients engage in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties. In addition, these entities may incur substantial

costs in order to prevent any cybersecurity breaches in the future.

Russia-Ukraine Conflict. Geopolitical tensions have risen significantly in response to the Russian Federation's invasion of Ukraine on February 24, 2022. As a result, the United States, the United Kingdom, EU member states, and other countries have imposed, maintained and from time to time increased economic sanctions on the Russian Federation, parts of Ukraine, as well as various designated parties. This military conflict and such economic sanctions continue and it remains difficult to predict the impact of these events or how long they will last. Economic and military sanctions related to the Russian Federation-Ukraine conflict, or other conflicts, have the potential to gravely impact markets and SPCREF may be required to dispose of one or more investments if the underlying obligor thereof (or one or more of their affiliates) are subject to sanctions. It is likely that the accounts would incur a substantial loss in the event of a sale of such investments. There is no guarantee that such sanctions and economic actions will abate or that more restrictive measures will not be put in place in the near term.

Proposed Safeguarding Rule (Replacing the Custody Rule). On February 15, 2023, the SEC proposed to amend and re-designate Rule 206(4)-2 (the "Custody Rule") as new Rule 223-1 (the "Proposed Safeguarding Rule") under the Advisers Act. As with the Custody Rule, to which SPCREF is currently subject, the Proposed Safeguarding Rule aims to ensure that a client's assets are protected from improper access and use in situations in which an SEC-registered investment adviser holds or has authority to obtain possession of the client's assets. However, were the Proposed Safeguarding Rule adopted as proposed it would introduce a number of significant amendments, which would require SEC-registered investment advisers, including SPCREF, to significantly modify their procedures and systems to implement and incorporate, and would generally be expected to introduce significant additional costs and burdens on SEC-registered investment advisers and their clients' custodians. Among other things, the Proposed Safeguarding Rule would (i) expand the Custody Rule to apply to all client "assets" (including cryptocurrencies and other digital assets) and not only client "funds and securities"; (ii) clarify additional advisory activities covered by the protections of the Proposed Safeguarding Rule (including explicitly covering discretionary trading authority); (iii) create extensive new requirements for SEC-registered investment advisers and qualified custodians (including entry into written agreements with prescriptive requirements); (iv) introduce significant new requirements to the exception for privately offered securities and extend the exception to certain physical assets that would be covered under the expanded scope of the Proposed Safeguarding Rule; and (v) expand the availability of the Custody Rule's audit alternative as a means of satisfying the surprise examination requirement while imposing new requirements on advisers that rely on the audit alternative. In addition, the SEC is proposing related amendments to SEC-registered investment advisers' recordkeeping and Form ADV reporting requirements that would require SEC-registered investment advisers to maintain extensive books and records relating to the Proposed Safeguarding Rule and to report additional, more detailed information about their custody practices and use of qualified custodians.

There is no "grandfathering" under the Proposed Safeguarding Rule, and therefore SPCREF would be obligated to comply with the Proposed Safeguarding Rule (after the compliance transition period, currently proposed to be one-year following adoption of the Proposed Safeguarding Rule) with respect to the current and future Client Accounts for which it has custody of client assets, including the Client Accounts. There can be no assurance that the Proposed Safeguarding Rule will be adopted in the form proposed, or at all, and if adopted in any form, when such Proposed Safeguarding Rule would take effect. Each Client Account and investor in the Client Accounts must make its own determination as to whether it would be negatively affected by the adoption of the Proposed Safeguarding Rule, and the potential impact of the Proposed Safeguarding Rule on the expense and regulatory burden imposed on its investment. SPCREF and the Client Accounts cannot make any representation to any prospective investor or purchaser of the Client Accounts regarding the application of the Proposed Safeguarding Rule to SPCREF or the Client Accounts at this time or at any time in the future.

Private Fund Adviser Rules. The SEC has adopted several new rules and rule amendments under the Advisers Act that will, unless modified prior to their respective effective dates, significantly impact and affect private fund advisers, including those registered with the SEC such as SPCREF (the “Private Fund Adviser Rules”). For an SEC-registered investment adviser with “private funds assets under management,” as such term is used for purposes of the Advisers Act, the effective date for most of the Private Fund Adviser Rules is September 14, 2024. Section 202(a)(29) of the Advisers Act defines the term “private fund” as an issuer that would be an investment company under the Investment Company Act of 1940, as amended (the “Investment Company Act”) but for the exemption provided under Sections 3(c)(1) or 3(c)(7) thereunder. In the event SPCREF offers a private fund that relies on Sections 3(c)(1) or 3(c)(7) of the Investment Company Act, it will be considered a “private fund” within the meaning of the Private Fund Adviser Rules, and SPCREF will be required to comply with the enhanced obligations under the Private Fund Adviser Rules with respect to the relevant fund. However, the Private Fund Adviser Rules generally exclude from the term “private funds”, for purposes of these rules, “securitized asset funds.” Under Rule 211(h)(2)-3, a “securitized asset fund” is defined as “any private fund whose primary purpose is to issue asset backed securities and whose investors are primarily debt holders.” Consequently, if SPCREF were to offer a “securitized asset fund”, it would generally be expected to be excluded from and/or to experience less impact from the adoption of the Private Fund Adviser Rules.

The Private Fund Adviser Rules generally provide for (i) increased transparency with respect to fee and expense disclosure and financial performance disclosures, (ii) mandatory annual audits of private funds and guidance on reporting standards and record-keeping requirements, (iii) new requirements with respect to certain adviser-led secondary transactions, including requirements to obtain third-party fairness opinions in connection with such transactions, and (iv) prohibitions and restrictions on certain practices and activities of private fund advisers with respect to private funds managed thereby, including, but not limited to, charging fees or expenses related to a portfolio investment on a non-pro rata basis, borrowing from a private fund and certain types of preferential treatment of particular investors.

Several investment management trade associations have initiated legal proceedings against the SEC, in a lawsuit filed on September 1, 2023 (National Association of Private Fund Managers v. SEC, case number 23-60471, in the U.S. Court of Appeals for the Fifth Circuit). The plaintiffs’ claims assert that the SEC’s authority does not extend to this level of regulatory oversight of private funds, and that the Private Fund Adviser Rules will harm the private fund industry, impede the ability to provide attractive investment returns to private fund investors, and hamper the creation of jobs and innovation by the investment management sector. The lawsuit also takes the position that the Private Fund Adviser Rules unduly restrict private fund advisers in their contractual dealings with investors, where traditionally parties were permitted wide latitude to contract for their respective rights and obligations.

It is not clear what the result of this legal challenge, or of any other future legal challenges along these lines, may be. Given the period of time before the compliance dates for most of the Private Fund Adviser Rules, there may well be court-mandated modifications to the Private Fund Adviser Rules before they are required to be implemented by private fund investment advisers.

Item 9. Disciplinary Information

SPCREF and its employees do not have any legal or disciplinary events that would be material to a client’s or prospective client’s evaluation of SPCREF’s advisory business or the integrity of SPCREF’s management.

Item 10. Other Financial Industry Activities and Affiliations

As noted above, SPCREF is affiliated with Sound Point, SPL, C-MOA and SPMMC, each a SEC registered investment adviser. SPCREF is also affiliated with CRE and SPCRE, both of which provide services to one

or more real estate investment trusts and are currently exempt from registration as an investment adviser with the SEC and the State of New York. SPL provides sub-advisory services on a non-discretionary basis to BlueMountain Fuji, also an SEC registered investment adviser and Sound Point Capital Management UK LLP, an UK Financial Conduct Authority authorized foreign private adviser that acts as sub-adviser to Sound Point with regards to certain client accounts.

SPCREF depends on Sound Point to provide shared employees, such as the portfolio management and investment team, operations, and administrative services, all of which are provided pursuant to one or more services agreements. As such, SPCREF will be dependent on its Affiliates for most important services, which presents a conflict of interest with respect to the devotion of time and resources to SPCREF.

SPCREF is controlled by Sound Point which provides investment advisory services to privately offered pooled alternative investment funds, separately managed accounts, including funds-of-one, registered investment companies and directly, or through Affiliates, securitized asset pools called collateralized loan obligations.

SPCREF, through Sound Point, is affiliated with the following entities that provide investment advisory and other services to its clients: (i) Sound Point Credit Opportunities GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Credit Opportunities Master Fund, LP, and Sound Point Credit Opportunities Fund, LP; (ii) Sound Point Senior GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Senior Floating Rate Master Fund, LP and Sound Point Senior Floating Rate Fund, LP; (iii) Sound Point Beacon GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Beacon Master Fund, LP and Sound Point Senior Beacon Fund, LP; (iv) Sound Point CLO GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point CLO Fund, LP and Sound Point CLO Master Fund, LP; (v) Sound Point Co-Invest GP, LLC, a Delaware limited liability company, which serves as a managing member and provides advisory and other services to SP Co-Invest Fund, LLC; (vi) Sound Point Strategic Capital GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Strategic Capital Fund, LP, Sound Point Strategic Capital Offshore Fund, LP and Sound Point Strategic Mini-Master, LP; (vii) Sound Point CLO Management GP, LLC a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point I Management, LP; (viii) Sound Point Harbor Fund GP LLC (the general partner of Sound Point Harbor Master Fund LP and Sound Point Harbor Fund LP); (ix) Sound Point Tactical Loan Opportunity GP, LLC (the general partner of Sound Point Tactical Loan Opportunity Fund I, LP and Sound Point Tactical Loan Opportunity Offshore Fund I, LP and Sound Point Tactical Loan Opportunity Offshore Mini-Master LP; (x) Sound Point Discovery Manager, LLC, a Delaware limited liability company, which serves as the general manager of Sound Point Discovery Fund, LLC; (xi) Sound Point U.S. Lending I GP, LLC, a Delaware limited liability company, which serves as a general partner, and provides advisory and other services, to Sound Point US Lending I, LP; (xii) Sound Point U.S. Direct Lending II (GP) Ltd., a Cayman Islands exempted company, which serves as general partner, and provides advisory and other services to Sound Point U.S. Direct Lending Fund II (Master) LP; (xiii) Sound Point U.S. Direct Lending II GP, LLC, a Delaware limited liability company, which serves as a general partner, and provides advisory and other services, to Sound Point U.S. Direct Lending Fund II (RN) LP, Sound Point U.S. Direct Lending Fund II (UL) LP and Sound Point U.S. Direct Lending Fund II (Non-U.S. RN) LP; (xiv) Sound Point U.S. Direct Lending II (Lux) GP Sarl, a Luxembourg private limited liability company, which serves as a general partner, and provides advisory and other services, to Sound Point U.S. Direct Lending Fund II (Lux) SCSp.; (xv) Sound Point Employee Investment (US DL II Non-U.S. RN) Limited, a Jersey company, which serves as general partner, and provides advisory and other services, to Sound Point Employee Investment (US DL II Non-U.S. RN) L.P.; (xvi) Sound Point Meridian Fund GP, LLC, a Delaware limited liability company, which serves as a general partner and provides advisory services to the Sound Point Meridian Fund LP and the Sound Point Meridian Master Fund LP; (xvii) Sound Point

Strategic Capital GP II, LLC, a Delaware limited liability company, which serves as the general partner and provides advisory and other services, to Sound Point Strategic Capital Fund II, LP., Sound Point Strategic Capital Offshore Fund II, LP, and Sound Point Strategic Capital Offshore Mini-Master II, LP; (xviii) Sound Point Consumer Credit Payments I, GP LLC, a Delaware limited liability company, which serves as the member and provides advisory and other services to Sound Point Consumer Credit Payments Lender I, LLC and Sound Point Consumer Credit Payments Lender II, LLC; (xix) SP Technology Payments I GP, LLC, a Delaware limited liability company, which serves as the member and provides advisory and other services to SP Technology Payments I, LLC; (xx) SP Technology Payments II GP, LLC, a Delaware limited liability company, which serves as the member and provides advisory and other services to SP Technology Payments II, LLC; (xxi) Sound Point U.S. Direct Lending III GP LLC, a Delaware limited liability company which serves as the general partner and provides advisory and other services to Sound Point U.S. Direct Lending Fund III (RN Feeder) L.P, Sound Point U.S. Direct Lending Fund III (Master) L.P, Sound Point U.S. Direct Lending Fund III (Levered Master) L.P, Sound Point U.S. Direct Lending Fund III (Non-U.S. RN Feeder) L.P., Sound point U.S. Direct Lending Fund III (Parallel Master) L.P., Sound Point U.S. Direct Lending Fund III (Levered non-U.S. RN Feeder) L.P, and Sound Point U.S. Direct Lending Fund III (Levered Parallel Master) L.P; (xxii) Sound Point U.S. Direct Lending III (Lux) GP, Sarl, a Luxembourg private limited liability company, which serves as a general partner, and provides advisory and other services, to Sound Point U.S. Direct Lending Fund III Holdings Sarl, and Sound Point U.S. Direct Lending Fund III (Lux) SCSp; (xxiii) Sound Point CLO Warehouse II GP, LLC, a Delaware limited liability company which serves as the general partner and provides advisory and other services to Sound Point CLO Warehouse II (US) L.P; (xxiv) Sound Point Senior GP II, LLC, a Delaware limited liability company which serves as the general partner and provides advisory and other services to Sound Point Senior Floating Rate Master Fund II, LP and any other general partner entities established from time to time by SPCREF and its Affiliates.

SPCREF is also, indirectly through Sound Point, affiliated with the following entities that provide investment advisory and other services to SPL clients: (i) BlueMountain Montenvers GP S.A.R.L., a private limited liability company (société à responsabilité limitée) incorporated under the laws of Luxembourg, which acts as general partner, and provides advisory and other services to BlueMountain Montenvers Master Fund SCA SICAV-SIF and BlueMountain Montenvers Fund SCA SICAV-SIF; (ii) BlueMountain Montenvers GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services to BlueMountain Montenvers Fund L.P.; (iii) BlueMountain Montenvers Holdings, LLC, which holds the carry share for BlueMountain Montenvers Master Fund SCA SICAV-SIF but does not provide investment advisory services; (iv) Sound Point Asset Backed GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services to Sound Point Asset Backed Income Fund (US) L.P.; and (v) Sound Point GLS GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services to Sound Point GLS Fund L.P. and Sound Point GLS Fund PV L.P.

These affiliates listed above may give investment advice to their respective clients or take action that may differ from, conflict with, or be adverse to, advice given, or actions taken by SPCREF. Further, certain affiliates may invest in, on behalf of themselves, assets that may be appropriate for, are held by, or may fall within the investment guidelines for SPCREF's Client Accounts. These activities will subject SPCREF and its Affiliates to conflicts of interest. SPCREF will disclose relevant conflicts of interest to the Client Accounts and will seek to mitigate and/or resolve conflicts in a manner that is as fair and equitable as possible.

AGIHLLC (i) owns an equity stake in SPCREF, (ii) is an affiliate of certain SPCREF Clients and (iii) has certain representatives that serve on the board of directors of SPCREF. Aflac Incorporated has, in addition to AGIHLLC and affiliated SPCREF Clients, a variety of other affiliates engaged in financial industry activities, but SPCREF does not have business dealings or other relationships with such entities that are currently expected to be material to SPCREF's business or to create a material conflict of interest with other Clients.

SPCREF is authorized to purchase insurance products from Aflac Incorporated and its affiliates so long as they are at generally competitive rates.

Other Potential Conflicts of Interest

SPCREF and its Affiliates and employees may engage in other activities, including providing investment management and advisory services to different Client Accounts. SPCREF shall not be required to refrain from any activity or to disgorge profits from any such activity.

Certain of SPCREF's portfolio managers serve as members, or attend meetings, of the board of directors of InPoint Commercial Real Estate Income, Inc. ("InPoint"), a real estate investment trust advised by CRE and SPCREF. InPoint's investment strategy is substantially similar to SPCREF's, and, as such, the investment program of InPoint may compete with Client Accounts with respect to certain investments that SPCREF may wish to acquire.

SPCREF and its Affiliates are required to act in a manner that it considers fair, reasonable, and equitable in allocating investment opportunities if it provides advisory services to other clients or with clients of their Affiliates. SPCREF addresses this conflict through the application of its trade allocation procedures, which note that for certain non-divisible assets such as the whole loan commercial real estate loans that SPCREF invests in, a rotational allocation system will be utilized, subject to the relevant Client Accounts' guidelines and other considerations such as whether a Client Account is ramping up or whether a Client Account has enough cash available for an allocation. SPCREF intends to review allocation of investment opportunities and sequencing of transactions to determine whether Client Accounts are treated fairly.

SPCREF has certain responsibilities to value assets of the certain Client Accounts, and it may have a conflict of interest with clients because it or its affiliate's receipt of the management fees and performance-based compensation may give it an incentive to value such assets at a higher valuation. SPCREF seeks to mitigate this conflict through disclosure on this Brochure.

SPCREF and its Affiliates may value the same asset differently across various Client Accounts as a result of differing valuation policies of such Client Accounts.

SPCREF or its Affiliates may enter into agreements with third-party service providers who are affiliated with Stone Point and/or Blue Owl, companies that have minority ownership in Sound Point but not involved in the day-to-day management of Sound Point. SPCREF and its Affiliates will allocate expenses related to such third-party service providers in accordance with its expense allocation policy, which may result in Client Accounts bearing their pro-rata share of such expenses.

For a further discussion of these and related items, see **Item 8** (Method of Analysis, Investment Strategies and Risk of Loss), **Item 11** (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and **Item 12** (Brokerage Practices).

Item 11. Codes of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

SPCREF has adopted a Code of Ethics pursuant to Advisers Act Rule 204A-1. SPCREF's Code of Ethics requires full compliance with all applicable laws and regulations governing the provision of investment management services to its clients. In addition, SPCREF's Code of Ethics highlights the fiduciary duty that it owes to its clients, including the affirmative duty to act in the best interests of its clients and to make full and

fair disclosure of material facts. SPCREF expects each access person to act with integrity, competence, dignity, and in an ethical manner when dealing with the public, existing and prospective Client Accounts, service providers and fellow access persons. SPCREF also expects access persons to adhere to the highest standards with respect to any potential conflict of interest with Client Accounts.

SPCREF's Code of Ethics contains guidelines relating to personal trading by access persons (and certain of their immediate family members). Except with respect to certain exempted transactions, no access person may purchase or sell any security without first obtaining pre-clearance from the Chief Compliance Officer, or such officer's designee. SPCREF's access persons are not permitted to purchase or sell any security that is also held by the Client Accounts. SPCREF's Code of Ethics also requires access persons to provide it with certain securities holdings and periodic transaction reports, as required by Advisers Act Rule 204A-1.

SPCREF's Code of Ethics has specific provisions relating to identifying potential conflicts of interest. The provisions prohibit an access person from directing client transactions for the purpose of obtaining a personal benefit. They also generally prohibit personal business dealings with clients or investors without the prior approval of the Chief Compliance Officer, or such officer's designee. The Code of Ethics includes provisions relating to accepting offers of gifts or entertainment from third parties.

All violations of the Code of ethics must be promptly reported to the Chief Compliance Officer, who is primarily responsible for administering and enforcing SPCREF's Code of Ethics. A violation of the Code of Ethics may result in the imposition of disciplinary and remedial measures, including, without limitation, disgorgement, or termination.

Clients may obtain, free of charge, a full copy of SPCREF's Code of Ethics by contacting us at the following address:

Sound Point Commercial Real Estate Finance LLC
375 Park Avenue, 34th Floor
New York, NY 10152
Attention: Andrea Sayago, Chief Compliance Officer
Telephone: 212-895-2280
Email: marketing@soundpointcap.com or compliance@soundpointcap.com

Participation in Client Transactions

In order to reduce the conflicts inherent in transactions with affiliates, it is unlikely for SPCREF to purchase assets or properties from, or selling or leasing assets or properties to, any of its affiliates' Client Accounts or any of its affiliates. However, certain members of SPCREF's management teams are involved with a number of other real estate programs and activities, and existing funds or accounts that SPCREF's management teams are involved in may directly compete with the Client Accounts for investment opportunities. SPCREF and its affiliates are not prohibited, directly or indirectly, in any other business or from possessing interests in any other business venture(s), including ventures that directly conflict with SPCREF's investment universe. SPCREF and its affiliates are not prohibited from raising money for another entity that makes the same types of investments that SPCREF will target and SPCREF or its affiliates may co-invest with any such entity.

Item 12. Brokerage Practices

As an investment adviser, SPCREF has a fiduciary obligation to seek to obtain "best execution" of client transactions for the Client Accounts, taking into account the particular circumstances of the transaction. When evaluating brokers to execute transactions for the Client Accounts, SPCREF considers the full range and quality of a broker's services including, among other things, the total cost or proceeds of the transaction,

commission rates charged, the value of research and other services provided by the broker, the ability to negotiate transactions, the ability to obtain volume discounts, the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution, the reliability, integrity, stability, and financial condition of the broker, the broker's general execution, settlement and operational capabilities, access to underwritten offerings and secondary markets, financial responsibility, prior performance, and responsiveness. The determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution for the Client Accounts. SPCREF will maintain a list of approved broker-dealers executing its clients' transactions and will periodically evaluate the performance of those broker-dealers.

Soft Dollars

SPCREF does not currently utilize soft dollars.

Trade Error Policy

SPCREF exercises due care in making and implementing investment decisions on behalf of its Client Accounts. If an error occurs, SPCREF seeks to ensure that the best interests of its Client Accounts are served when correcting such errors. Errors in the trading process (*i.e.*, placement, execution, or settlement) are typically considered "Trade Errors" under SPCREF's trade error policy. Trade Errors do not include good faith errors in judgment in making investment decisions for Client Accounts or matters outside of the placement, execution, and settlement of transactions. SPCREF generally will not reimburse any Client Account for any loss resulting from the Trade Error unless the loss was the result of SPCREF's bad faith, fraud, gross negligence or reckless or intentional misconduct. In addition, SPCREF will not compensate a Client Account for lost opportunities associated with Trade Errors. If a Trade Error results in a gain, the gain generally will accrue to the benefit of the affected Client Account. Soft dollars will never be used to correct Trade Errors.

For a further discussion of these and related items, see **Item 8** (Methods of Analysis, Investment Strategies and Risk of Loss), **Item 10** (Other Financial Industry Activities and Affiliations) and **Item 11** (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

Aggregation of Transactions

Whenever relevant, SPCREF will aggregate trades for Client Accounts with other Client Accounts or its Affiliate's clients, unless it believes that doing so would conflict or otherwise be inconsistent with its duty to seek best execution and/or the terms of the respective agreements and understandings relating to the Client Account for which trades are being aggregated. When SPCREF believes that it can effectively obtain best execution for the Client Accounts by aggregating trades, it will do so when the trades are both suitable and consistent with the respective investment advisory agreements, investment guidelines, and other agreements, unless prohibited or restricted by law, indenture, or otherwise.

Cross and Principal Transactions

From time to time, SPCREF may cause a Client Account to buy or sell assets directly from or to another Client Account. Such transactions may be effected through the use of an unaffiliated broker-dealer or may be effected directly between the Client Accounts. SPCREF may effect a cross transaction or a principal transaction under certain circumstances including, for example, if, as a result of liquidity management, exposure requirements, or other Client Account's specific factors, such as when SPCREF determines to reduce one Client Account's exposure to a particular investment and increase another Client Account's exposure to that investment. In certain cases, cross transactions are considered principal transactions due to

the level of ownership interest or control in the Client Account by SPCREF or its Affiliates.

With respect to any such transaction (i) the transaction must be effected at a price that is fair to clients on both sides of the trade, (ii) neither SPCREF nor any of its Affiliates may receive any compensation for effecting the trade and (iii) the trade must be in the best interests of both Client Accounts. To the extent that a 40 Act Fund is a party to such a transaction, SPCREF and its Affiliates will comply with Rule 17a-7 under the Investment Company Act. SPCREF and its Affiliates may execute cross trades without using a broker-dealer in seeking best execution, thereby not paying a spread for both sides of the trade. SPCREF and its Affiliates will obtain broker quote(s) and/or a third-party pricing provider's valuation to determine the cross-trade transactions price where possible.

Item 13. Review of Accounts

Client Accounts' portfolio are reviewed daily by the portfolio managers. Reviews may range from supervision by investment professionals of purchases and sales and reviews of client positions and valuations, and reviews by compliance professionals to periodically monitor the adherence of the Client Accounts to investment mandates and compliance requirements.

Item 14. Client Referrals and Other Compensation

SPCREF does not receive any economic benefit from anyone other than the Client Accounts as a result of the provision of investment advice or other advisory services.

Item 15. Custody

SPCREF does not have custody of Client Account assets.

Item 16. Investment Discretion

Unless otherwise agreed upon, SPCREF has discretionary authority over its Client Accounts, subject to the relevant investment management agreements. Generally, SPCREF expects to have and exercise discretionary authority in making, structuring, negotiating, purchasing, financing, securitizing, and eventually divesting investments.

For more information, please see **Item 4** (Advisory Business).

Item 17. Proxy Voting

SPCREF generally has proxy voting authority over assets held by the Client Accounts. However, the mortgage loans, leases and other investments that comprise the Client Accounts' assets do not typically convey equity voting rights to the holder. SPCREF's policy is to vote proxies only where it believes that the vote is likely to have a material positive economic impact (or to avoid a material negative economic impact) on the value of the underlying credit position (taking into account any related hedges) or the short-term trading strategy employed. In addition, SPCREF may elect to not vote a proxy if the cost of voting, or time commitment required to vote a proxy outweighs the expected benefits of voting the proxy.

Item 18. Financial Information

SPCREF is required in this Item to provide you with certain financial information or disclosures about SPCREF's financial condition, if applicable. SPCREF has no financial commitment that is reasonably likely to impair its ability to meet contractual commitments to the Client Accounts and has not been the subject of a bankruptcy proceeding.

Item 19. Requirements for State Registered Advisers

SPCREF is not registered with any State as an investment adviser.