



TildenPark

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

PART 2A OF FORM ADV: FIRM BROCHURE

**Tilden Park Capital Management LP**

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

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

Additional information about Tilden Park is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2**

### **Material Changes**

This brochure is amended to update the address of Tilden Park and does not contain any other material changes from the brochure dated March 2014.

The following material changes were incorporated into the March 2014 update of this brochure, reflecting updates since the last annual amendment filed in March 2013:

- Overall Tilden Park revised disclosures throughout Form ADV Part 2A in an effort to provide clients and prospective clients with more readable, concise, and relevant information.
- Disclosures were added to Item 5 “Fees and Compensation” to clarify the allocation and payment of fees and expenses by Clients and Tilden Park.
- Material risk disclosures were enhanced in Item 8 “Methods of Analysis, Investment Strategies, and Risk of Loss”.
- Disclosures concerning affiliates and related persons were clarified in the Item 10 “Other Financial Industry Activities and Affiliations” and Item 11 “Code of Ethics, Participation or Interest in Client Transaction and Personal Trading”.
- Item 12 “Brokerage Practices” was revised to better reflect the Firm’s relationship with counterparties, and the Firm’s order aggregation processes.
- Item 13 “Review of Accounts” was updated to reflect current review and reporting practices.
- Item 17 “Proxy Voting” was enhanced to address current practices and distinguish between the treatment of proxies for Funds and Managed Accounts.

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## **Item 4**

### **Advisory Business**

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

Affiliates of Tilden Park serve as the general partners (each, a “General Partner”) of the Funds. Tilden Park or its affiliates may be entitled to receive performance-based compensation from the Clients as discussed below. Josh Birnbaum is the principal owner of the Firm.

**B.** Tilden Park offers discretionary and non-discretionary investment advisory services to its Clients. The Firm focuses on structured fixed-income securities and related financial instruments. The Firm will seek to make investments with an asymmetric risk-reward profile with capital preservation as a primary investment objective. Strategies to achieve this objective may include among others: Distressed, Long/Short, Relative Value and Macro. The Firm has a global mandate, but currently generally focuses on the US market.

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

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

**E.** As of March 1, 2014, Tilden Park managed approximately \$2,070,405,415 in net assets on a discretionary basis.

## **Item 5**

### **Fees and Compensation**

**A.** The Funds and Managed Accounts are only offered to “qualified purchasers” as defined in the Investment Company Act of 1940, as amended (the “Investment Company Act”), and therefore the Firm is not required to include a fee schedule in this brochure.

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

**C.** The Funds will generally bear their own expenses, as disclosed in each Fund’s offering documents. Expenses that the Funds may bear include, but are not limited to, the following: investment expenses (e.g., custodial fees, interest expense, consulting and other professional fees relating to particular investments, research related investments and travel expenses incurred in connection with due diligence and monitoring), legal expenses, systems and technology, audit and tax preparation expenses, organizational expenses, expenses relating to the offer and sale of interests in the Funds and extraordinary expenses, and expenses related to services performed by the administrator. Managed Accounts may bear expenses similar to those disclosed above. Expenses allocated to Managed Accounts may be negotiated individually with respect to each Managed Account. At its discretion, the Firm may pay for expenses allocated to a Client. Clients that do not pay expenses may benefit from services paid for by other Clients or the Firm.

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

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

**E.** Neither Tilden Park nor any of its supervised persons 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 set forth in Item 5 “Fees and Compensation”, the Firm or its affiliates may be entitled to receive performance-based compensation based on a share of capital gains on, or capital appreciation of, the net asset value of a Client’s account, as specified in each Client’s governing documents.

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

## **Item 7**

### **Types of Clients**

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

## **Item 8**

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

#### **A.**

Tilden Park focuses on structured fixed-income securities and related financial instruments. The Firm will seek to make investments with an asymmetric risk-reward profile with capital preservation as a primary investment objective. The Firm utilizes the substantial trading and risk management experience and extensive modeling and technology resources of the Firm's investment professionals to identify potentially lucrative investment opportunities

The Firm's trading philosophy is to harmonize a systematic approach that identifies market inefficiencies through a combination of fundamental models and tactical market-based tools with top-down common sense driven investment views.

Strategies to achieve this objective may include among others: Distressed, Long/Short, Relative Value and Macro. The Firm has a global mandate, but will initially focus on the US market.

#### **Distressed**

The Firm believes there will be many opportunities in the distressed space to buy assets at a substantial discount to their intrinsic value. The Firm's investment professionals' substantial experience, credibility and relationships in the market help facilitate sourcing these opportunities. The Firm's ability to perform a detailed and systematic loan-level analysis for most investments can serve as a competitive advantage in distressed investing where the quantification of layered risks is critical.

#### **Long/Short and Relative Value**

The Firm will seek to exploit relative mispricings both within asset classes and between asset classes. These strategies entail buying certain securities and shorting similar, but relatively less attractive securities.

#### **Macro**

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

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

As a general matter, Tilden Park utilizes the methods of analysis and investment strategies described in each Fund's offering memorandum. The information contained herein is a summary only. Investors and prospective investors should refer to the relevant offering memoranda for a complete overview of Tilden Park's methods of analysis and investment strategies.



## **B/C.**

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

### **Structured Products**

Structured fixed-income securities and related financial instruments are generally less liquid than other securities (e.g., stock or corporate bonds). Consequently, it may be relatively difficult for a Client to dispose of such investments rapidly and at favorable prices in connection with withdrawal requests, adverse market developments or other factors. Illiquid assets may also be more difficult to value.

### **Leverage**

The Firm intends to lever the Clients' assets through various types of financings and through various securitization vehicles. The Firm may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. While leverage presents opportunities for increasing the Clients' total return, it has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment by a Client would be magnified to the extent the Client is leveraged. The cumulative effect of the use of leverage by the Firm in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients, which would be greater than if the Clients were not leveraged. Leverage will increase the exposure of the Clients to adverse economic factors such as significantly rising interest rates, severe economic downturns or deterioration in the condition of the Clients' investments or their corresponding markets. Because the Firm intends to engage in portfolio financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. As a result, the Clients could lose their interests in performing investments in the event such investments are cross-collateralized with poorly performing or non-performing investments. In addition, recourse debt, which the Firm reserves the right to obtain, may subject other assets of a Client's investments to risk of loss.

### **Debt Instruments**

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

instruments and may have an adverse impact on the value of such instruments. It also is likely that any such economic downturn could adversely affect the ability of the issuers of such instruments to repay principal and pay interest thereon and increase the incidence of default for such instruments.

#### **Limited Liquidity in the Funds**

An investment in the Funds is suitable only for certain sophisticated investors that have no need for immediate liquidity in their investment. Such an investment provides limited liquidity because interests are not freely transferable. Additionally, an investor in Funds is only entitled to withdraw from a Fund according to the terms of the Fund's governing documents the limited partnership agreement, which generally stipulate "lock-up periods" and limit the amount of capital an investor can withdraw at any specific time.

#### **Counterparty Risk**

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

#### **Dependence on Key Individuals**

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

#### **Side Letters; Different Terms of Interests**

The Funds and the Firm may enter into agreements, commonly referred to as "side letters", or issue interests to certain investors that, in each case, establish terms of investment that are more favorable than the terms of investment that are generally available to investors. The Funds may issue such interests and the Funds or the Firm may enter into such side letters without notice to, or the consent of, the other investors.

#### **General Economic and Market Conditions**

The success of the Firm's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Partnership's investments), trade barriers, currency exchange controls and national and international political circumstances (including government intervention in financial markets, wars, terrorist acts or security operations). These factors may affect the level and volatility of securities prices and the liquidity of the Clients' investments. Volatility or illiquidity could impair the Clients' profitability or result in losses. The economies of non-U.S. countries may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, certain non-U.S. economies are heavily dependent upon international trade and,

accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain non-U.S. countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

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

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

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

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

**B.** The Relying Advisers are each members of the National Futures Association and registered with the Commodity Futures Trading Commission as a commodity pool operator. As a result of these registrations, Samuel Alcott and Joshua Birnbaum are registered as associated persons of the Relying Advisers in accordance with the rules, regulations and bylaws of the National Futures Association. Other than as set forth in this Item 10(B), neither Tilden Park nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

**C.** Tilden Park and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest. The Relying Advisers and General Partners of the Funds are affiliated with Tilden Park by common ownership. Tilden Park's Relying Advisers, General Partners, employees and the persons acting on its behalf are subject to the registered adviser's supervision and control and are therefore "persons associated with" the registered adviser and subject to Tilden Park's compliance program. Please refer to Item 10.B above for disclosures regarding Tilden Park's affiliated commodity pool operators.

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

## **Item 11**

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

**A.** Tilden Park has adopted a Code of Ethics (the “Code”), which describes the Firm’s fiduciary duties and responsibilities to its Clients, 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 Clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Tilden Park’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by Tilden Park or its employees. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of Tilden Park’s employees. The Code prohibits employees from engaging in personal trading in the securities of issuers on the Firm’s restricted list, requires employees to provide duplicate brokerage accounts statements and trade confirmations 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, as well as policies and procedures addressing conflicts of interest, outside activities of employees, gifts and business entertainment, and political contributions. Tilden Park will provide a complete copy of its Code to any Client or investor upon request to (212) 754-1700 or [info@tildenparkcapital.com](mailto:info@tildenparkcapital.com).

**B.** Tilden Park manages multiple master-feeder structures. Consistent with a traditional master-feeder structure, Tilden Park feeder funds invest all of their assets in a master fund. Tilden Park does not anticipate that a conflict of interest will result from its master-feeder arrangements. Each Fund’s respective offering memorandum provides additional disclosures with respect to Tilden Park’s master-feeder arrangements. When a Fund invests in another Fund, fees are waived, adjusted or offset as necessary to avoid layering or duplication.

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

**C.** No Related Person makes a material investment in the same securities that the Firm or any Related Person recommends to Clients.

**D.** Neither Tilden Park nor any related person recommends securities to Clients, or buys or sells securities for Client accounts, at or about the same time the Firm or any related person buys or sells a material amount of the same securities for their own accounts.

## Item 12

### Brokerage Practices

**A.1.** Tilden Park generally has the authority to select the broker-dealers used in Client transactions and for negotiating the fees paid to the broker-dealers in connection with such transactions. Tilden Park places trades for Client accounts subject to its fiduciary duties, including the duty to seek best execution for Clients' securities transactions. In choosing broker-dealers for Client transactions and determining the reasonableness of broker-dealer compensation, Tilden Park generally seeks the best combination of brokerage expenses and execution quality (*i.e.*, price). Factors considered by Tilden Park include, but may not be limited to: the ability of the brokers or dealers to effect the transactions at the best price, their facilities, reliability and financial responsibility, and the use of brokerage or research products or services which Tilden Park considers to be of benefit to its Clients. Selecting broker or dealers on the basis of considerations that are not limited to commission rates may result in higher transaction costs than would otherwise be obtainable. Tilden Park is not required to solicit competitive bids for execution services or to select the broker or dealer that charges the lowest transaction cost.

Tilden Park does not engage in formal soft dollar arrangements with counterparties.

Tilden Park may receive products or services from counterparties that, to the best of Tilden Park's knowledge, are of the type that are generally made available to similarly situated institutional clients of such counterparties. Products and services provided to Tilden Park by counterparties may include, without limitation, proprietary or third-party research, special execution capabilities, monthly broker pricing, economic and market information, industry and company and sector comments, technical data, recommendations, general reports, efficiency of execution and error resolution, quotation services, the availability of stocks to borrow for short sales, access to capital introduction services, consultations, and similar services. Many of these products and services are made available to Tilden Park on an unsolicited basis and without regard to transaction costs charged or the volume of business Tilden Park directs to counterparties. However, Tilden Park may not receive those products and services provided by a prime broker or custodian if Client accounts were not held at such prime broker or custodian.

The above products and services may benefit Tilden Park and many, but not necessarily all, of its Clients. Tilden Park may have a conflict and incentive to select or recommend a counterparty based on its interest in receiving products and services as disclosed above. Further, if Tilden Park receives products or services as a result of doing business with a counterparty, Tilden Park will receive a benefit because it does not have to produce or pay for those products or services.

To mitigate (potential) risks and conflicts associated with trading, the Firm has implemented written compliance policies and procedures, including a policy to seek best execution for Clients' securities transactions. Further, to the extent applicable, Tilden Park's policy is to follow the safe harbor in Section 28(e) of the Securities Exchange Act of 1934 and periodically make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker or dealer.

2. Tilden Park does not consider Client referrals when selecting or recommending a broker-dealer.
3. Tilden Park does not engage in directed brokerage.

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

When it is determined that it would be appropriate for multiple Clients to participate in an investment opportunity, the Firm will generally seek to allocate the investment on an equitable basis. Such investment will be allocated pro rata based on the available cash of each Client. The Firm may deviate from this approach for various reasons, including to avoid adverse tax consequences, to account for regulatory restrictions such as those imposed by foreign jurisdictions, to avoid odd or de minimus lots, to account for portfolio composition and for other reasons as the Firm may consider reasonable. Tilden Park will aggregate orders if or when it is possible to do so, subject to best execution obligations and the aggregation being in the best interests of Clients.



**Item 13**  
**Review of Accounts**

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

## **Item 14**

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

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

## **Item 15**

### **Custody**

Tilden Park believes that it would be viewed by regulators as having custody of the assets of each Fund for which it or an affiliate serves as general partner 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 each Fund for which it or an affiliate serves as general partner or managing member and ensure that Fund assets are custodied with at least one qualified custodian. The Firm’s CFO is responsible for arranging for the annual audits of the Funds by an independent auditor in accordance with generally accepted accounting principles, and for delivery of the Funds’ audited financial statements to investors within 120 days of the Funds’ fiscal year end. The Firm does not have custody over the assets of Managed Accounts, as set forth in each Managed Account’s governing documents. Tilden Park will comply with Rule 206(4)-2 for any Managed Account should the Firm be deemed to have custody.

**Item 16**  
**Investment Discretion**

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

## **Item 17**

### **Voting Client Securities**

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

The Firm's policy is to vote proxies solely in the interests of its Clients. Generally, the Firm will vote proxies in line with management. However, under certain circumstances when Tilden Park believes that management's proposal is not designed to maximize value for its Clients, the Firm will vote against management. Clients may not direct Tilden Park to vote proxies in a particular solicitation.

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

Clients may obtain information about how proxies were voted or a copy of the Firm's proxy voting policies by contacting us at (212) 754-1700 or [info@tildenparkcapital.com](mailto:info@tildenparkcapital.com).

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

**Item 18**  
**Financial Information**

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