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This Brochure provides information about the qualifications and business practices of Churchill Asset Management LLC (“CAM”). If you have any questions about the contents of this Brochure, please contact us at (212) 478-9200. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

CAM is a registered investment adviser. Registration as an investment adviser does not imply any certain level of skill or training.

## **Item 2 – Material Changes**

In response to the Securities and Exchange Commission (“SEC”) rules governing disclosures, registered investment advisers must provide to advisory clients the Form ADV Part 2A also known as the Disclosure Brochure. CAM has prepared this summary of changes since the prior update of its Disclosure Brochure dated March 30, 2016. Based on the summary of changes provided, this Brochure is different in content than the Brochure it replaces.

The following changes were made:

- **Item 4 – Advisory Business**

This section was updated to reflect Assets Under Management as of December 31, 2016 for CAM, Nuveen and TIAA.

- **Item 9 – Disciplinary Information**

This section was updated to add a new violation cited by the New York Department of Financial Services (NYDFS) of TIAA, CAM’s ultimate parent. CAM is not a party to the violation.

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

An updated Exhibit A which lists CAM’s financial industry affiliations was added to this section.

- **Item 11 – Code of Ethics**

This section was updated to include a more robust description of CAM’s Principal and Cross Transaction Policy.

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#### **Item 4 – Advisory Business**

Born from a legacy of making a difference, Nuveen, LLC (“Nuveen,” renamed from TIAA Global Asset Management, LLC on January 23, 2017) is a global asset manager dedicated to helping advisory clients achieve their investment goals. As of December 31, 2016, Nuveen manages \$881.7 billion in assets with a long-term perspective and deep expertise across a wide range of traditional and alternative asset classes.

CAM is a majority-owned indirect subsidiary of Nuveen. Nuveen is a subsidiary of Teachers Insurance and Annuity Association of America (“TIAA”), a leading financial services provider and the ultimate principal owner of CAM. With an award-winning track record for consistent investment performance, TIAA is a unique financial partner and the leading provider of financial services in the academic, research, medical, cultural and government fields. TIAA has \$907 billion in assets under management (as of 12/31/2016) and offers a wide range of financial solutions, including investing, banking, advice and guidance, and retirement services. Nuveen is committed to TIAA’s legacy of helping individuals and institutional clients achieve long-term investment success and financial well-being.

As of December 31, 2016, CAM managed \$1,340,102,611 in discretionary assets and \$0 in non-discretionary client assets.

CAM manages separate accounts and unregistered funds investing in private middle-market leveraged loans and related strategies. CAM may in the future serve as adviser or sub-adviser to registered investment companies that pursue the same investment strategy.

CAM’s investment advice is limited primarily to its investments in first lien secured and unitranche loans made principally to private U.S. middle market companies whose typical profile is consistent with below investment grade debt ratings categories and that are, in most cases, controlled by private equity investment firms (collectively, “senior loans”). Senior loans typically pay interest at rates that are determined periodically on the bases of a floating base lending rate, primarily the London-Interbank Offered Rate, or LIBOR, plus a premium. “Unitranche” loans are those that typically have a first lien on all assets of the borrower but have leverage levels comparable to a combination of first lien and second lien or subordinated loans. Investments rated below investment grade are often referred to as “leveraged loans,” “high yield” securities or “junk bonds,” and may be considered high risk compared to debt instruments that are rated above investment grade.

CAM invests in senior loans made primarily to private U.S. middle market companies with approximately \$10 million to \$100 million of earnings before interest, taxes, depreciation and amortization, or EBITDA. The investment strategy is focused primarily on originating senior loan investments through an extensive network of relationships with private equity investment firms, other middle market lenders, financial advisors and experienced senior management teams. Investments generally range between \$10 million and \$75 million, although the size of the investments may grow as the business grows. CAM will maintain a strong focus on credit quality, including a high level of investment discipline and selectivity.

CAM has full discretionary authority with respect to the investment decisions of its clients. All such investment advice is provided in accordance with the investment objectives and guidelines set

forth in each client's offering memoranda, prospectus or other relevant offering document or constituent documents (collectively, "Offering Documents"). Investment decisions and advice with respect to separately managed accounts will be provided in accordance with the investment objectives and guidelines set forth in the relevant investment management agreement, as well as any other instructions or restrictions that the client may provide.

## **Item 5 – Fees and Compensation**

The specific manner in which fees are charged by CAM is established in a client's written agreement with CAM. As a general matter, fees paid to CAM for its services rendered in connection with managing the following types of investment vehicles are also described below.

### **Separate Account Fees**

CAM bills its clients periodically (which can be as often as monthly) for the management fees for separately managed accounts. The basic fee schedules charged by CAM for separate accounts are based on a percentage of the average daily net assets of each account and will vary per mandate. Generally, fees for advisory services range from approximately 50 – 150 basis points based on gross and/or net assets under management, which may include but is not limited to a base asset management fee plus an incentive fee. The minimum account size is, generally, not less than \$100 million of net equity, based on positive margin contribution.

### **Unregistered Investment Account Fees**

Fees for advisory services provided to unregistered pooled investment vehicles will be negotiated at a rate based on each investment vehicle's particular investments and circumstances. Fees for such services will be set forth in the Confidential Private Placement Memorandum or other relevant offering document or applicable governing or operating agreement. Unregistered investment accounts typically have higher expenses than large separate accounts because there are certain administrative and fund expenses that do not exist for separate accounts. Unregistered investment accounts each have their own investment parameters as described in their offering materials and may offer breakpoints on fees for larger investments.

From time to time, CAM may enter into negotiated fee arrangements that, in light of a particular investor's special circumstances, may result in fee schedules that differ from the basic fee schedules referenced. Such circumstances may include, without limitation, the type of relationship such client has with CAM; the complexity and extent of services provided; whether a new account is expected to grow rapidly; the number of different accounts and total assets under management or custody for that client (and its affiliates); the investment product mix selected by the client, and other circumstances or factors that CAM deems relevant.

### **CAM's Fees in General**

CAM's fees are exclusive of transactions costs. In addition, clients may incur certain other charges imposed by custodians, brokers, distributors, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer

taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

The charges, fees and commissions discussed above are exclusive of and in addition to CAM's fee, and CAM shall not receive any portion of these commissions, fees, and costs.

CAM also charges fixed-fees.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Certain of CAM's advisory relationships are charged performance-based fees as follows:

- A percentage of excess returns above a designated benchmark rate of return;
- An incentive fee, such as a success incentive fee upon realizing a defined percentage of annual capital gains;
- Other incentive fee as defined in a relationship's operating documents.

Performance-based fee accounts that are managed alongside asset-based fee accounts create a conflict of interest by creating an incentive to favor the performance-based fee accounts. CAM has policies and procedures (such as the allocation policies for loans as described under Item 12) to manage the conflict of interest associated with managing both performance-based fee and asset-based fee accounts.

## **Item 7 – Types of Clients**

CAM provides portfolio management services to unregistered investment accounts and separate accounts.

The minimum account size is, generally, not less than \$100 million of net equity, based on positive margin contribution.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **Investment Strategies**

CAM will invest primarily in senior loans made to middle-market companies with approximately \$10 million to \$100 million EBITDA with below investment grade profiles. The investment strategy is focused primarily on originating senior loan investments through an extensive network of relationships with private equity investment firms, other middle market lenders, financial advisors and experienced senior management teams. Investments will generally range between \$10 million and \$75 million, although the size of the investments may grow as the business grows. This summary should not be interpreted to limit CAM's investment activities in any way. CAM may offer any advisory services, provide advice with respect to any investment strategies and make

any investments, including those that may not be described in this Brochure, that CAM considers appropriate, subject to each client's investment objectives and guidelines.

*Clients should understand that all investment strategies and the investments made pursuant to such strategies involve risk of loss, including the potential loss of the entire investment, which clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken in managing client assets will be subject to various markets, liquidity, currency, economic, political and other risks, and investments may lose value.*

## **Methods of Analysis**

CAM performs significant research into each prospective investment and disposition. This includes a strong credit orientation that (a) focuses on companies with experienced senior management teams, leading market positions and strong historical and projected cash flow, (b) engages in extensive financial accounting, legal and environmental due diligence, (c) focuses on companies with conservative capital structures and (d) looks for significant equity investment from the private equity investment firms and their senior management teams, as well as a history of working cooperatively with their debt financing partners and investing additional equity capital in the portfolio companies, if needed. For each investment, CAM implements a regimented credit monitoring system that involves ongoing review and analysis, enabling CAM's ability to identify issues early and assist borrowers and work with other lenders before difficult liquidity constraints present themselves.

## **Material Risks**

The information contained in this Brochure cannot disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular fund or separate account investment. Rather, it is a general description of the nature and risks of CAM's strategy and related investments. This summary is qualified in its entirety by reference to the Offering Documents that apply to accounts that are managed by CAM ("Accounts"). Clients should carefully read the Offering Documents before making an investment in an Account.

- **Account Structure Risks** – The performance of a strategy could be adversely affected by a number of structural aspects of a strategy, including the impact of: side letters with certain investors which will give that investor specific rights, privileges and benefits not applicable to all investors, the illiquidity of unregistered strategies, the effect of fees and expenses on performance, defaulting investors, indemnification and the return of prior distributions made to investors, holding investments beyond the targeted return period, and no assurance of confidentiality of information shared by investors.
- **Active Management Risks** – The risk that poor investment selections could cause a fund or separate account to underperform its benchmark or accounts with similar investment objectives.

- **Bankruptcy Considerations Risks** - Companies in which the Accounts invest may experience bankruptcy. In the event of Chapter 11 filing by a borrower, the Bankruptcy Code of 1978, as amended (the “Bankruptcy Code”), authorizes the borrower to use a creditor’s collateral and to obtain additional credit by grant of a priority lien on its property, senior even to liens that were first in priority prior to the filing, as long as the borrower provides what the presiding bankruptcy judge considers to be “adequate protection” which may but need not always consist of the grant of replacement or additional liens or the making of cash payments to the affected secured creditor. The imposition of priority liens on the Accounts collateral would adversely affect the priority of the liens and claims held by the Accounts and could adversely affect the Accounts’ recovery on the affected loans.

The bankruptcy process has a number of significant inherent risks. Many events in a bankruptcy proceeding are the product of contested matters and adversary proceedings and are beyond the control of the creditors. A bankruptcy filing by a borrower may adversely and permanently affect the borrower. If the proceeding is converted to liquidation, the value of the borrower may not equal the liquidation value that was believed to exist at the time of the Accounts investment.

- **Certain Portfolio Allocation and Timing Risks** - Certain tax issues apply differently to various accounts managed by CAM. CAM may from time to time acquire certain originated loans. To seek to ensure that any such transaction is conducted at arm’s length, and to address potential conflicts and tax guidelines applicable to certain Accounts, an independent investment professional may be appointed with the authority to approve or disapprove of the acquisitions by such Accounts of such originated loans. As a result, it is possible that certain originated loans acquired may not be subsequently acquired by various accounts managed by CAM. It is also possible that the various accounts could acquire certain originated loans from other affiliates of CAM, in each case where approved by the independent investment professional. This may result in various Accounts acquiring particular assets at different times and on different terms.
- **Collateralized Loan Obligations** - Certain Accounts may be structured in the form of collateralized loan obligation (“CLO”) vehicles. A CLO is typically a bankruptcy-remote vehicle that owns debt or similar fixed income instruments and issues classes of fixed- and/or floating-rate notes secured by such collateral assets. Investors in a CLO managed by CAM may purchase different classes of the CLO notes, thereby exposing themselves to different risks of principal and interest repayment. Clients invested in CLO securities rely on payments made from the underlying collateral assets of the CLOs, but do not have direct claims on the underlying assets of such CLOs. If proceeds of the underlying collateral assets are insufficient to cover debt service on the notes issued by a CLO, then investors in the CLO may lose money. The notes issued by a CLO may be illiquid and unable to be traded. While the senior classes of such notes are typically rated by one or more rating agencies, the ratings agencies may not provide accurate ratings of the CLO notes or may withdraw or downgrade such ratings, which could trigger an event of default with respect to the related CLO and a liquidation of its assets. Under current regulations in the United States and European Union, sponsors of CLOs are required to retain a minimum “skin in the game” investment in their sponsored CLOs, which may reduce the return on CLO investments.



- **Company Risks**– The risk that the earnings prospects and overall financial position of a company that has issued securities in which an Account invests will deteriorate, causing a decline in the value of the portfolio security.
- **Credit risk** - Involves the risk that the issuer of bonds or loans may not be able to meet interest or principal payments when the bonds or loans become due.
- **Competitive Market for Investment Opportunities Risks**- The activity of identifying, completing and realizing attractive portfolio investments is competitive, and involves a high degree of uncertainty. There can be no assurance that an Account will be able to locate and complete portfolio investments which satisfy the Account's investment criteria and meet its rate of return objectives or that it will be able to invest fully its available capital. It is possible that competition for appropriate investment opportunities may increase, which may reduce the number of opportunities available to the Account and/ or adversely affect the terms upon which such investment can be made. Market disruptions may prevent the Account from obtaining suitable investments.
- **Concentration Risks** - A concentration by the Accounts of portfolio assets or collateral securing portfolio assets of a limited number of obligors or obligors within a particular industry or region or a concentration of portfolio assets secured by a limited class of assets could impair the Accounts' portfolios if the industry or region were to experience economic difficulties or if the asset class were to fall out of favor in the market. The unfavorable performance of one or more of the Accounts relatively large investments could have a substantial adverse impact on the aggregate returns of the Accounts to their client.
- **Credit Derivatives Risks** - Credit default derivatives are linked to the price of reference securities or loans after a default by the issuer or borrower, respectively. Market spread derivatives are based on the risk that changes in market factors, such as average credit spreads, can cause a decline in the value of a security, loan or index. The use of credit derivatives involves strategies and risks different from those associated with ordinary portfolio security transactions. If the forecasts of default risks, market spreads or other applicable factors are incorrect, investment performance will diminish compared with what it would have been if these techniques were not used. Moreover, if the forecasts are correct, there is a risk that a credit derivative position may correlate imperfectly with the price of the asset or liability being hedged. To the extent desired for strategic purposes, exposure may be attained through the use of derivatives described herein, through credit default swap transactions and through other derivatives.
- **Equity Investments** - Accounts may make selected equity investments. In addition, Accounts invests in mezzanine debt or senior secured loans and may acquire warrants to purchase equity investments from time to time. Accounts will generally seek to ultimately dispose of these equity investments and realize gains upon the disposition of such interests. However, the equity investments Accounts receive may not appreciate in value and, in fact, may decline in value. Accordingly, Accounts may not be able to realize gains from its equity investments, and any gains realized on the disposition of any equity investments may not be sufficient to offset any other losses it experiences.

- **Follow-on Investments Risks** - The Accounts may make follow-on investments in or provide protective advances to portfolio investments. If the Accounts fail to make such follow-on investments or protective advances, this could impair the value of the Accounts' existing portfolio investments. The Accounts may be unable to make a follow on investment because, among other things, it is outside of the investment period, all capital has been deployed or the investment exceeds concentration limits.
- **Foreign Exchange Risks** – Investment positions may be taken which create exposure to foreign currencies. Although a significant portion of the investments are expected to be U.S. dollar-denominated, any investments denominated in a foreign currency will be subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. Hedging techniques may be employed to minimize these risks.
- **Foreign Investment Risks** – Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, legal, regulatory, currency, market or economic developments and can result in greater price volatility and perform differently from securities of U.S. issuers. This risk may be heightened in emerging or developing markets.
- **General Investment Risks** - The risk that the entire amount invested may be lost. No guarantee or representation is made that the Account's investment program will be successful or that an investor will not lose money on its investment in the Account, and investment results may vary substantially over time.
- **General Market and Economic Conditions** - General economic conditions may affect the Account's activities. Changing economic, political, regulatory or market conditions, interest rates, general levels of economic activity, the price of securities and debt instruments and participation by other investors in the financial markets may affect the value and number of investments made by the Account or considered for prospective investment. The value of investments may fluctuate in accordance with changes in the financial condition of portfolio companies and other factors that affect the markets in which the Account invests. Economic, political, regulatory or market developments can affect a single obligor, obligors within an industry, economic sector or geographic region, or the market as a whole. Different parts of the market and different types of investments can react differently to these developments. Every investment has some level of market volatility risk. Economic slowdowns or downturns could lead to financial losses in the Account's investments. In addition, many portfolio companies may be similarly subject to the same economic conditions, which could adversely impact the ability to repay loans made by the Account.
- **Hedging Transactions Risks** - Hedging interest rate and credit risks is done based on economic conditions, changes in the credit markets and other factors. In seeking to hedge pursuant to the foregoing, Accounts may use various financial instruments, including without limitation, forward contracts, interest rate swaps, caps, collars and floors. While the Accounts may enter into such transactions, unanticipated changes in interest rates may result in poorer overall investment performance than if the Accounts had not engaged in any such hedging

transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, the Accounts may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent the Accounts from achieving the intended hedge and expose the Accounts to risk of loss.

- **Illiquid Investment Risks** – The risk that illiquid investments may be difficult to sell for their fair market value. Investments in private middle-market loans are highly illiquid and subject to industry cycles, downturns in demand and market disruptions. Accordingly, there can be no assurance that an Account will be able to dispose of loans or other investments in a timely manner and/or on favorable terms.
- **Incentive Fee Risk** – The risk that an incentive fee may create an incentive for CAM to pursue investments that are riskier or more speculative than would be the case in the absence of such compensation arrangement. Any incentive fee payable to CAM could be calculated based on a percentage of our return on invested capital. This may encourage CAM to use leverage to increase the return on investment. An incentive fee payable to CAM could also be calculated based upon net capital gains realized on investments. This may encourage CAM to invest more capital in investments that are likely to result in capital gains as compared to income producing securities which could result in CAM investing more in speculative securities than would otherwise be the case, which could result in higher investment losses, particularly during economic downturns.
- **Industry Concentration Risks** – To the extent that a portfolio manager concentrates its investments in only one or a few industries and holds investments of relatively few issuers, the value of a strategy, account or such sub-portfolio is likely to experience greater fluctuations and may be subject to greater risk of loss than those of other accounts or investments.
- **Interest Rates Risks** - Interest rate fluctuations may have a substantial negative impact on the Accounts. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on the Accounts' net investment income. An increase in interest rates could decrease the value of any investments the Accounts hold which earn interest at fixed rates and also could increase the Account' interest expense, thereby decreasing its net income.
- **Investments in Middle Market Companies Risks** - Investing in middle market companies involves a number of significant risks, including:
  - companies may have limited financial resources and may be unable to meet their obligations under their debt securities that accounts hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of Accounts realizing any guarantees it may have obtained in connection with the investment;
  - they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to

competitors' actions and changing market conditions, as well as general economic downturns;

- they are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on the company and, in turn, Accounts;
  - there is typically little public information that exists about these companies, and Accounts will rely on the abilities of CAMs investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If they are unable to uncover all material information about these companies, Accounts may not make an informed investment decision and may lose money on their investments;
  - they generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, CAM's investment personnel may, in the ordinary course of business, be named as defendants in litigation arising from Accounts' investments in the Portfolio Companies; and
  - they may have difficulty accessing the capital markets to meet future capital needs, which may limit their ability to grow or to repay their outstanding indebtedness upon maturity.
- **Investments in Distressed Securities Risks** – Investments can be made in “below investment grade” securities and loans and other obligations of issuers in weak financial condition, experiencing poor operating results including, but not limited to, negative earnings, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities and obligations are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. There is no assurance that CAM will correctly evaluate the creditworthiness of the obligor or issuer of a portfolio asset, the value of any assets collateralizing any such portfolio asset or the prospects for a successful reorganization or similar action of any such obligor or issuer.
  - **Key Personnel Risk** – The risk that unforeseen business, medical, personal or other circumstances will lead to any current key personnel leaving terminating its relationship with CAM. The loss of key personnel could have a materially adverse effect on CAM's ability to

achieve its investment objective, as well as CAM's financial condition and the results of its operations.

- **Lack of Controlling Equity Interests Risks** - Because the Accounts do not generally expect to hold controlling equity interests in portfolio companies, the Accounts will not typically be in a position to exercise control over its Portfolio Companies or to prevent decisions by management of portfolio companies that could decrease the value of the Accounts' investments. Accordingly, the Accounts are subject to the risks that a portfolio company may make business decisions with which CAM disagrees, and the stockholders and management of a portfolio company may take risks or otherwise act in ways that are adverse to the Accounts interest. Due to the lack of liquidity for the debt and equity investments that the Accounts typically expect to hold in Portfolio Companies and transfer restrictions imposed on such investments, the Accounts may not be able to dispose of the Accounts' investments in the event CAM disagrees with the actions of a portfolio company, and may therefore suffer a decrease in the value of the Accounts' investments.
- **Limited Liquidity of Investments Risks** - Accounts may make investments in private companies. These investments will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. The illiquidity of Accounts' investments may make it difficult for Accounts to sell such investments if the need arises. In addition, if Accounts are required to liquidate all or a portion of an investment in a portfolio company quickly, Accounts may realize significantly less than the value at which it previously recorded the investments.
- **Leveraged Nature of Portfolio Companies Risks** - The companies in which the Accounts will invest may employ considerable leverage, a significant portion of which may be at floating interest rates. The leveraged capital structure of the Portfolio Companies will increase the sensitivity of the Accounts' investments to any deterioration in a company's revenues, condition or industry, competitive pressures, an adverse economic environment or rising interest rates. In the event any such portfolio company cannot generate adequate cash flow to meet debt service, the Accounts may suffer a partial or total loss of capital invested in the portfolio company, which, given the size of the Accounts' investments, could adversely affect the return of the Accounts.
- **Market Risks** – The risk that market prices of securities may fall rapidly or unpredictably due to a variety of factors, including changing economic, political or market conditions.
- **Market Volatility, Liquidity and Valuation Risks (types of Market Risk)** – The risk that volatile or dramatic reductions in trading activity make it difficult for an Account to properly value investments in which it holds and that the Account may not be able to purchase or sell an investment security at an attractive price, if at all.
- **Mezzanine Debt Risks** - Mezzanine debt investments will generally be subordinated to senior secured loans and will generally be unsecured or have a subordinated secured interest. This may result in an above average amount of risk and volatility or a loss of principal. These investments may involve additional risks that could adversely affect investment returns. To the extent interest payments associated with such debt are deferred, such debt may be subject to

greater fluctuations in valuations, and such debt could subject the Account and investors to non-cash income. Since the Account will not receive cash prior to the maturity of some of its mezzanine debt investments, such investments may be of greater risk than cash-paying loans.

- **Principals' Past Performance Risks** – The risk that CAM's principals' track records and achievements are not necessarily indicative of future results. In their respective roles at past investment firms, CAM's principals were part of a larger investment team and were not solely responsible for generating investment ideas. In addition, such investment teams arrived at investment decisions by consensus. Such processes may not be present at CAM.
- **Private Debt Securities Risks** - The private debt investments intended to be made by the Account may be below-investment grade securities. Portfolio companies that issue private debt securities purchased by the Account may face intense competition (including competition from companies with greater resources and capabilities), changing business and economic conditions or other developments which may adversely affect their performance. The success of portfolio companies will be dependent on their management and there can be no assurance that their performance will meet expectations. In addition, in connection with investments in loans there exists the possibility of material misrepresentations or omissions on the part of the borrower. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Account to perfect or effectuate a lien on any collateral securing the loan.
- **Private Debt Terms Risks**- A private debt investment may have a contractual return that is not paid entirely in cash, but rather partially or wholly in-kind or as an accreting liquidation preference, thus lengthening the time before cash is received, and increasing the risk exposure to the portfolio company. While CAM seeks to achieve targeted returns for a given investment, including private debt, other factors, such as overall economic conditions, the competitive environment and the availability of potential purchasers of the securities, may shorten or lengthen the holding period of the investment and some investments may take several additional years from the initial investment date to achieve a realization. In some cases, there may be prohibition by contract from selling certain securities for a period of time. Liquidating all or a portion of portfolio positions quickly, may realize significantly less than the value at which the investments were previously recorded.
- **Quantitative Analysis Risks** – The risk that investments selected by the Account's investment adviser using quantitative modeling and analysis could perform differently from the market as a whole.
- **Regulatory and Compliance Risks** – The risks and costs associated with compliance with rules and regulations, including federal and state securities laws, ERISA, the Dodd-Frank Act, the Freedom of Information Act and state and local laws.
- **Swap Agreement Risks** - The use of securities, interest rate, credit, currency, equity, commodity, index, and total return swaps, swap options (or swaptions), and interest rate caps, floors, and collars is a highly specialized activity that involves investment techniques and risks different from those associated with other investment transactions. The CAM accounts may write (sell) and purchase put and call swaptions. Swaps are individually negotiated transactions

where each party agrees to make a one-time payment or periodic payments to the other party. The parties to a swap typically do not obligate themselves to make “principal” payments, but only to pay the agreed upon rates or amounts as applied to an agreed upon “notional” amount. Nevertheless, the majority of swap agreements are currently principal-to-principal transactions, in which performance is the responsibility of the individual counterparty and not an organized exchange or clearinghouse. As such, the CAM accounts may be exposed to counterparty default risk. In the future, it is expected that many interest rate and other standardized swaps will be executed through clearinghouses, in which case the CAM accounts may be exposed to the credit of the clearinghouse in the event of counterparty default. Moreover, CAM’s forecasts of market values, interest rates, and currency exchange rates may be inaccurate and may result in overall performance results that are worse than the results that would have been achieved without engaging in swap transactions. Finally, all parties to swaps cleared through clearinghouses must post initial margin to the exchange, and may be further required to post additional variation margin (“margin calls”) if the value of their swap position decreases by certain amounts. The CAM accounts’ obligation to post initial margin and variation margin to a clearinghouse may adversely affect their ability to achieve their various investment objectives.

- **Senior Secured Loans Risks** – The risks that the collateral securing the Account’s loans may decrease in value, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital. Moreover, in some circumstances, the Account’s lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company’s financial condition and prospects, including any inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that the Account will receive principal and interest payments according to the loan’s terms, or at all, or that the Account will be able to collect on the loan should the Account be forced to enforce the Account’s remedies
- **Special Situation Risks** – Investments in companies involved in reorganizations, mergers and other special situations involve the risk that such situations may not materialize or may develop in unexpected ways. Consequently, those investments can involve more risk than ordinary securities.
- **Style Risks** – The risk that use of a particular investing style (such as growth investing) may fall out of favor in the marketplace for various periods of time and result in underperformance relative to the broader market sector or significant declines in the value of portfolio securities.
- **Suitability Risks** - All prospective investors, either individually or together with their professional advisers, must have the financial sophistication and expertise to evaluate the merits and risks of an investment in the CAM accounts.
- **Tax Risks** – The impact of country, state, provincial, municipality and other local jurisdictions’ taxes imposed on a fund or account, or the underlying investments owned by that fund or account.

- **Unitranche Loans Risks** - Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity.
- **Use of Leverage Risks** - The CAM accounts may utilize leverage as a part of its investment strategy where such leverage may be obtained on terms that are deemed by CAM to be beneficial to the Accounts and within prescribed limits. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also substantially increase the risk of loss. Amounts borrowed by the CAM accounts will be subject to interest costs, which will be an expense of the Accounts, and, to the extent not covered by income attributable to the assets acquired, will adversely affect the operating results of the Accounts. If the Accounts defaults on a borrowing, the lender will be entitled to liquidate the assets pledged to secure the loan on such terms as the lender determines. The investors could suffer losses as a result of any such default.
- **Valuation Risks** – A large percentage of our portfolio investments will be in the form of debt investments that are not publicly traded. The fair value of these securities may not be readily determinable. We will value these investments in accordance with our valuation policy, which will be at all times consistent with U.S. generally accepted accounting principles, or GAAP. The factors that may be considered in the fair value pricing of our investments include the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings, the markets in which the portfolio company does business, comparisons to publicly-traded companies, discounted cash flow, relevant credit market indices, and other relevant factors. Because such valuations, and particularly valuations of private investments and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed.
- **Variable and Floating Rate Securities** - The interest rate on a floater is a variable rate which is tied to another interest rate, such as a money-market index or LIBOR. The interest rate on a floater resets periodically, typically every six months. Because of the interest rate reset feature, floaters provide a certain degree of protection against increases in interest rates, although the CAM accounts will participate in any declines in interest rates as well. The CAM accounts also may invest in inverse floaters. An inverse floating rate security may exhibit greater price volatility than a fixed rate obligation of similar credit quality. In addition, some variable or floating rate securities are structured with put features that permit holders to demand payment of the unpaid principal balance plus accrued interest from the issuers or certain financial intermediaries. Therefore, such securities may not achieve their expected return.

Please note that investing involves a risk of loss that clients should be prepared to bear. The investments may involve relatively high transaction costs and taxes. These increased costs and taxes may negatively affect the performance associated with the investments.



## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CAM or the integrity of CAM's management.

### **Teachers Insurance and Annuity Association of America (TIAA)**

- A. The allegations related to this regulatory action are violations of replacement, illustration and disclosure requirements. The regulatory action was initiated by The State of New York Department of Financial Services ("NYDFS") which fined affiliate TIAA \$350,000, paid June 4, 2007. The other sanction ordered by NYDFS was that TIAA implement a remediation plan providing relief to clients who did not receive appropriate replacement procedure disclosures pursuant to Insurance Department Regulation 60. The matter was resolved through stipulation on June 4, 2007, covering exam period of January 2000 through December 2004 (Docket Case Number: State of NY Stipulation No. 2007-0180-S).
- B. In addition, on March 17, 2016, TIAA entered into a new stipulation with the NYDFS regarding, among other things, findings by NYDFS that TIAA violated various provisions of New York Insurance Law. The stipulation cited violations of NYDFS Regulation 60 and Regulation 152 related to replacement and recordkeeping requirements. TIAA paid a civil penalty in the amount of \$18,112. The stipulation covered the exam period January 2005 through December 2008. NYDFS has assessed the remediation plan during the subsequent examination in 2013 with no findings or violations identified related to replacement, illustration, disclosure and recordkeeping requirements.

These settlements do not involve CAM; however, CAM is an indirect majority-owned subsidiary of TIAA.

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

CAM is majority-owned by TIAA Alternative Holdings, LLC which is an indirect subsidiary of Nuveen LLC (formerly TIAA Global Asset Management, LLC). Nuveen represents the Asset Management division of TIAA, a leading financial services provider. TIAA constitutes the ultimate principal majority owner of CAM. For additional information on the ownership structure, please see Form ADV Part 1, Schedules A and B.

CAM has arrangements that are material to its advisory business or its clients with related persons who are broker dealers, investment companies, other investment advisors, banking or thrift institution and insurance companies or agencies. TIAA subsidiaries include various financial industry entities, including broker-dealers, other investment advisors, commodity pool operators and/or commodity trading advisors, banking or thrift institutions, insurance companies or agencies, sponsors or syndicators of limited partnerships, and sponsors, general partners, or managing members of pooled investment vehicles, among other entities. For further information on these subsidiaries, please see Exhibit A.

TIAA is considered a control person of CAM and TIAA's other financial industry entities may be considered affiliates of CAM under various other regulatory regimes, including as applicable the 1940 Investment Advisers Act, as amended ("Adviser's Act").

At any given time, each of CAM, on one hand, and TIAA and its other affiliates, on the other hand, will engage in their own respective commercial activities with a view toward advancing their own respective business interests. These activities and interests potentially include multiple advisory, transactional, financial, and other interests in securities, financial instruments and companies, and a wide variety of financial services activities. CAM is committed to putting the interests of its clients first and seeks to act in a manner consistent with its fiduciary and contractual obligations to its clients and applicable laws. At times, CAM may determine in an exercise of its discretion, to limit or refrain from entering into certain transactions for some or all clients in order to seek to avoid a potential conflict of interest, or where the legal, regulatory, administrative or other costs associated with entering into the transaction are deemed by CAM to outweigh the expected benefits. Further, certain regulatory and legal restrictions or limitations and internal policies may restrict certain investment activities of CAM on behalf of its clients. For example, CAM's investment activities with respect to certain securities, issuers, regulated industries and non-U.S. markets may be restricted where applicable laws or regulations impose limits or burdens with respect to exceeding certain investment thresholds when aggregated with its affiliates.

To the extent permitted by the Advisers Act and other laws, as applicable, CAM may give advice, take action or refrain from acting in the performance of its duties for certain client accounts that may differ from such advice or action, or the timing or nature of such advice or action, for other client accounts including, for example, for clients subject to one or more regulatory frameworks.

TIAA affiliates market, distribute, make referrals of, use and/or recommend CAM's investment products and services (including accounts and pooled investment vehicles, and investment advisory services) and such affiliates may pay and receive fees and compensation in connection thereto. As a result of the potential additional economic benefit to CAM and/or its affiliates resulting from such activities, there is a potential conflict of interest for CAM, which CAM seeks to mitigate in a variety of ways, depending on the nature of the conflict, such as through oversight of these activities and/or by disclosure in this Brochure. To the extent permitted by applicable law, CAM may delegate some or all of its responsibilities to one or more affiliates, including affiliated investment advisers. CAM's affiliates may likewise delegate some or all responsibilities to CAM. Affiliated broker-dealers and their personnel act as distributors with respect to and/or promote and provide marketing support to affiliated Accounts and broker-dealer personnel are internally compensated for those activities. Such distribution activities are subject to the broker-dealer's own procedures.

## **Item 11 – Code of Ethics**

CAM has adopted a Code of Ethics under Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). This code governs, among other things, the personal trading activities of certain employees or "access persons" and members of their households. Access Persons must at all times place the interests of CAM clients above their own. In addition:

- Access Persons may not attempt to profit personally from their knowledge of recent or contemplated transactions in clients' accounts. Access Persons must act in a manner consistent with that of a fiduciary with respect to client accounts. As a result, Access Persons must conduct all personal securities transactions consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of a position of trust and responsibility.
- Access Persons may not purchase or sell a security when they have actual knowledge that a Client's account will be trading in that security (or a Related Security).

While Access Persons and their household members may invest in securities that may also be purchased or held by client accounts, they must also generally pre-clear and report all transactions involving securities covered under the codes. In addition, "access persons" must generally provide duplicates of all trade confirmations, account statements and other brokerage account reports to the personal trading compliance oversight unit for review.

The Code restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit "access persons" to invest in the same securities as clients, there is a possibility that "access persons" might benefit from market activity by a client in a security held by an "access person." The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the "access persons" will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing "access persons" to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of CAM's clients. "Access person" trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between CAM and its clients.

CAM will provide a copy of the Code of Ethics to any client or prospective client upon request. All "access persons" must acknowledge the terms of the Code of Ethics annually, or as amended.

Although CAM's investment strategy focuses on investing in private middle-market loans, not publicly traded securities, CAM may purchase or sell securities for the accounts of its clients in which CAM or a related person may have a position or financial or other interests and may buy or sell for itself securities that it also recommends to its clients.

CAM has established a variety of restrictions, procedures and disclosures designed to address any potential conflicts of interest that may arise as a result of these arrangements. Pursuant to these policies, any principal or cross transaction must be fair and equitable in accordance with the requirements of Section 206(3) of the Advisers Act. In addition, the sale price and purchase price in all principal transactions and cross transactions will be the market value of the securities.

### **Principal Transactions and Cross Trades**

CAM as a registered investment adviser may at times find it appropriate to engage in certain types of "cross trading" among its managed or affiliated accounts, as permitted by applicable law or regulation. The use of cross trading, when appropriate, can benefit clients by minimizing various

costs, including brokerage commissions, market price impact, custody fees, and transfer taxes, and enabling client accounts to access investments not readily available in the secondary market.

CAM has developed a “Principal and Cross Transaction Policy” to ensure certain affiliated transactions are carried out in compliance with applicable laws. Affiliated transactions covered by this policy include:

- (i) Cross transactions where CAM executes transactions between two accounts managed by CAM; and
- (ii) Principal transactions where CAM, acting for its own account or that of an advisory affiliate, buys an investment from, or sells an investment to, its client’s account.

#### *Principal Transactions*

CAM as an investment adviser engaging in or effecting a transaction on behalf of a client while acting as principal for its own account, must disclose its role in the transaction to the client in writing and obtain the client’s consent before the transaction settles. The same is true for transactions between CAM’s clients and its advisory affiliates. A firm’s advisory affiliates include: (i) all officers and directors (or any person performing similar functions); (ii) all persons directly or indirectly controlling or controlled by the adviser; and (iii) all current employees other than those performing clerical, administrative, support or similar functions.

#### *Agency Cross Transactions*

Agency cross transactions are trades ordered by an adviser in which the adviser or an affiliate: (i) acts as agent for both the purchaser and seller of the relevant investment, and either the purchaser or seller, or both, are advisory clients; and (ii) the adviser or an affiliate receives compensation for so acting as agent above and beyond the investment management fees that the adviser stands to receive in the ordinary course of managing the assets of such client(s). CAM is not a broker-dealer and does not trade through any affiliated broker-dealers and, therefore, does not expect to engage in any agency cross transactions.

#### *Other Cross Transactions*

CAM may arrange for cross transactions other than agency cross transactions. In such instances, CAM must ensure that the transactions do not disadvantage and is in the best interest of each client involved, and that the investments are suitable and appropriate for the client(s) acquiring or disposing of the investment(s). Cross transactions must be (i) permissible under the client’s organizational and advisory agreement(s), as applicable, (ii) executed consistently with the adviser’s duty to obtain best execution, and (iii) priced in accordance with applicable valuation policies and procedures, such that the execution price is attractive to both the buyer and the seller.

In general, CAM's investment decisions are limited by the investment criteria established for each client and CAM's own internal guidelines. In making any investment decision, CAM will consider many factors, including but not limited to, the client's policies and restrictions, investment objectives, issuer, industry and sector concentration, tax implications and the size of the investment in relation to the account. Each potential investment undergoes a rigorous review process taking into account various factors including, historical and projected performance, quality of management, transaction structure and current economic condition. In structured transactions, credit enhancement, payment waterfalls, and other structural features are considered. The quality of the underlying collateral in each transaction is assessed using historical performance data, prepayment characteristics and various stress tests and stimulations. CAM also analyzes the issuer or service from a credit perspective, taking into account the financial strength of the entity, the sector in which it operates and the market conditions confronting such business. CAM evaluates the relative value of each transaction and negotiates pricing. Finally, investment decisions are made by the appropriate individuals or committee in a standardized authorization process.

CAM, when appropriate, will advise its clients to invest in securities or loans that are being purchased for its parent, TIAA. CAM has an established allocation policy to ensure that the purchased investments are allocated fairly.

## **Item 12 – Brokerage Practices**

CAM will generally acquire and dispose of investments in privately negotiated transactions. As a result, CAM will infrequently use brokers in the normal course of business. Although these transactions will not involve brokers or brokerage commissions, assignment fees which are often charged by an administrative agent for particular loans, fees may be payable when buying and selling bank loans. CAM may buy or sell securities directly from or to a dealer acting as principal at prices that include markups or markdowns.

### **Policy Relating to Allocation of Private Middle-Market Loans**

Cam has established policies and procedures for aggregating and allocating investment opportunities in middle market loans which are intended to mitigate the risk that one or more client investment portfolios managed by CAM unfairly benefit from trading- and investment-related activity conducted at the expense of one or more other portfolios in cases when CAM conducts trading or investment activity for multiple portfolios. The allocation policy also governs how investments are exited, how deal expenses are allocated, and how allocations may be made where capacity exists for an investment in excess of the capacity required to satisfy the recommended allocation. It is CAM's policy to allocate investment opportunities for the benefit of its clients; (i) in a manner that is fair and equitable to its clients; and (ii) consistent with applicable laws, rules and regulations that may apply based on the nature of its clients.

The policy is intended to address the risk that investment allocation decisions do not; (i) unduly favor one account at the expense of another, including any proprietary or personal accounts of CAM or its officers or employees; (ii) generate higher fees or greater performance compensation; (iii) develop or enhance a relationship with a client or prospective client; (iv)

compensate a client for past services or benefits rendered to CAM or to induce future services or benefits to be rendered to CAM; (v) benefit customers of an affiliate, or attract customers of an affiliate in any related business, if such allocations do not independently benefit CAM's clients; or (vi) manage or equalize investment performance among different client accounts. Each account will be reviewed to determine whether the new proposed investment is eligible in accordance with the underlying account/fund documentation (eligibility criteria or limits). Eligible accounts will be allocated their pro rata share based on annual capacity. Annual capacity is the planned total investment amount, inclusive of leverage, of each account per as adjusted for new accounts added during the year. Appropriate allocation exceptions will be identified in accordance with certain considerations and the remaining eligible accounts will be allocated their pro rata share based on the annual capacity of each remaining eligible account (as adjusted pursuant to such exceptions). If an initial order cannot be filled in its entirety, each account will receive its pro-rata share based on the annual capacity of each account. CAM may decide to withdraw or reduce an allocation to a particular account if the amount allocated is too small in size or value or if the allocated amount does not comply with individual client limits described in the relevant investment management agreement, limits set by rating agencies for CLO transactions, or to the extent such allocation will not have a meaningful impact on the portfolio. Partial sales of loans will be allocated pro-rata based on the each account's outstanding hold position at the time of the sale. CAM may decide to withdraw or reduce a partial sale amount of a particular account. If the loan is being sold for credit reasons, then all accounts should be allocated their pro-rata share of the partial sale amount.

### **Item 13 – Review of Accounts**

Portfolio managers review on a coordinated basis all of CAM's clients' accounts for which they are responsible and the CAM Board monitors the performance of the accounts.

When client accounts are reviewed, the portfolio manager considers various matters, including any changes in firm policy or the objectives and needs of the client; changes in market conditions or changes of security positions, the current structure of the portfolio; if appropriate, the tax consequences of any transactions, and the effect on the portfolio of any known additions or withdrawals from the account in the future.

CAM generally delivers quarterly performance reports to separately managed account clients and fund investors. Investors in audited accounts also receive audited financial statements on an annual basis, typically within 120 days of the client's fiscal year end.

### **Item 14 - Client Referrals and Other Compensation**

CAM may enter into agreements with solicitors to compensate them for client referrals. The types of solicitors CAM may engage include other broker-dealers: Registered broker-dealers, broker-dealers exempt or otherwise excepted from registration (e.g., the trust department of a bank) and foreign brokers or placement agents that have clients or contacts that wish to invest in privately offered CAM accounts, and other financial professionals. The solicitation arrangements and CAM's related activities will comply with Rule 206(4)-3 of the Investment Advisers Act of 1940 which allows compensation only pursuant to a written agreement that (1)

describes the activities to be performed by the third party and the compensation to be provided (2) contains a promise by the third party that it will perform its activities consistent with CAM's directions and the Adviser's Act and related rules, and (3) requires the third party to provide the potential investor with CAM's ADV Part 2A and certain mandatory disclosures. The mandatory disclosures include a written document that discloses, among other things, that the solicitor is being compensated for referring or recommending the adviser, and the terms of the compensation (including any additional amounts the client will be charged by the adviser as a result of the referral arrangement).

The adviser receives from the client prior to, or at the time of entering into any investment advisory agreement with the client, a signed and dated acknowledgement that the client received the investment adviser's brochure and the solicitor's written disclosure document.

In addition, CAM may or may not compensate its personnel or affiliates' personnel for referring investors to CAM. Any such compensation will be accordance with Rule 206(4)-3 as described above.

### **Item 15 – Custody**

In all cases, CAM uses qualified third-party custodians to custody client securities. Clients should receive at least quarterly statements from the qualified custodian that holds and maintains client's investment assets. CAM urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. CAM's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

CAM has discretionary authority to manage client assets. CAM's authority is subject to certain limits, including the clients' investment objectives, policies imposed by a client and regulatory constraints.

Clients must provide CAM with investment guidelines in writing.

### **Item 17 – Voting Client Securities**

The assets owned by the Accounts generally consist of middle market loans that are privately negotiated debt transactions; however, an Account may, from time to time, own equity securities in which it has the right to vote via proxy. The governing documents for an Account may provide us the authority to vote any proxy on behalf of the Account.

## Item 18 – Financial Information

CAM does not require or solicit prepayment of investment advisory fees. CAM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

## Item 19 – Requirements for State-Registered Advisers

CAM is a federally registered investment adviser and is not registering with any state securities authority.

### Exhibit A

#### TIAA Subsidiaries

Primary Financial Industry Subsidiaries under Nuveen, LLC, the asset management division of TIAA

Entity Name	Primary Financial Industry or Related Affiliation*
AGR Partners, LLC	Registered Investment Adviser
Greenwood Resources Capital Management LLC	Registered Investment Adviser
Gresham Investment Management LLC	Registered Investment Adviser CFTC Registered Commodity Pool Operator CFTC Registered Commodity Trading Advisor
Nuveen Asset Management, LLC	Registered Investment Adviser CFTC Registered Commodity Trading Advisor
Nuveen Fund Advisors, LLC	Registered Investment Adviser CFTC Registered Commodity Pool Operator
Nuveen Investments Advisers, LLC	Registered Investment Adviser
NWQ Investment Management Company, LLC	Registered Investment Adviser
Santa Barbara Asset Management, LLC	Registered Investment Adviser
Symphony Asset Management LLC	Registered Investment Adviser
Teachers Advisors, LLC	Registered Investment Adviser
TIAA-CREF Alternatives Advisors, LLC	Registered Investment Adviser
TIAA-CREF Investment Management, LLC	Registered Investment Adviser
Westchester Group Investment Management, Inc.	Real Estate Broker or Dealer
Winslow Capital Management, LLC	Registered Investment Adviser
Nuveen Securities, LLC	Registered Broker Dealer
Teachers Personal Investors Services, Inc.	Registered Broker Dealer
Nuveen Commodities Asset Management, LLC	CFTC Registered Commodity Pool Operator
Nuveen Services, LLC	Shared services entity
Nuveen Investments Canada Co.	Canadian marketing affiliate
Henderson Real Estate Asset Management Limited	UK FCA Registered Investment Adviser
Henderson Property UK AIFM Limited	Investment Adviser UK FCA Registered Investment Adviser
Nuveen Global Investments Ltd	UK FCA Registered Exempt CAD Firm
TIAA-CREF Asset Management UK Limited	UK FCA Registered Investment Adviser
TIAA Global Asset Management London Limited	UK FCA Registered Investment Adviser

Other Primary Financial Industry Subsidiaries of TIAA



TIAA-CREF Individual & Institutional Services, LLC (aka TIAA-CREF Advice and Planning Services)	Registered Investment Adviser Registered Broker Dealer
TIAA-CREF Tuition Financing, Inc.	Registered Investment Adviser Registered Municipal Advisor
Covariance Capital Management, Inc.	Registered Investment Adviser CFTC Registered Commodity Pool Operator
Kaspick & Company, LLC	Registered Investment Adviser
Teachers Insurance and Annuity Association of America	Insurance Company or Agency
TIAA-CREF Life Insurance Company	Insurance Company or Agency
TIAA-CREF Insurance Agency, LLC	Insurance Company or Agency
TIAA-CREF Trust Company, FSB	Banking or thrift institution

\*The list above refers to TIAA subsidiaries in financial industry affiliation categories referenced in Form ADV, Part 2A, Item 10.C, excluding numerous entities organized primarily to serve as sponsor, general partner, managing member (or equivalent) or syndicator of one or more pooled investment vehicles or limited partnerships (or equivalent). For a list of such entities that have material arrangements with the registrant, please see the registrant's Form ADV, Part 1, Section 7.A. of Schedule D. The list above refers to the primary financial industry affiliation category and certain TIAA subsidiaries listed above may have additional financial industry affiliations, as further described in its respective disclosure documents (Form ADV, in the case of a registered investment adviser).