



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 and collectively with Tilden Park Capital Management LP, “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**

The following material changes have been incorporated into this brochure since the last annual amendment filed in March 2019, including updates to:

- The investment-related risk disclosures in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss);
- the description of the personal trading policy in Item 11 (Code of Ethics, Participation or Interests in Client Transactions and Personal Trading); and
- the Firm's practices in addressing conflicts of interest in Item 5 (Fees and Expenses), Item 11 (Code of Ethics, Participation or Interests in Client Transactions and Personal Trading) and Item 12 (Brokerage Practices).

In addition, we have made clarifying updates throughout this brochure.

We recommend that you review this brochure in its entirety.

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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, wholly-owned subsidiaries and “Relying Advisers” 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 are privately offered only to qualified investors, and in the United States these interests are offered under the private placement exemption provided by Section 4(a)(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 applicable 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 investment advisory services to its Clients. The Firm seeks to generate attractive risk-adjusted returns through a multi-disciplinary investment approach using a broad array of securities (and related financial instruments) and strategies in accordance with the investment mandate of each Client.

**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 December 31, 2019, Tilden Park managed approximately \$4,886,162,544 in net assets on a discretionary basis.<sup>1</sup>

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<sup>1</sup> Please note that Tilden Park’s method for computing the net assets provided in this Item 4.E is different from the method for computing “regulatory assets under management” required for Item 5.F in ADV Part 1A. Tilden Park’s “regulatory assets under management” as of December 31, 2019 can be found in its response to Item 5.F of Form ADV Part 1A, which is available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 5**

### **Fees and Compensation**

**A/B.** Tilden Park deducts management fees ( “Management Fees”) directly from the Funds’ assets on a quarterly or monthly basis, as applicable. 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 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. This brochure is only delivered to “qualified purchasers” as defined in the Investment Company Act.

**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 expenses, initial and variation margin, broken deal expenses, 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, insurance, 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. Please see each Fund’s respective offering documents for additional information related to expenses. 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 or pursuant to the terms of an investment advisory agreement, the Firm may pay expenses that would otherwise be allocated to a Client. The Firm and Clients that do not pay expenses may benefit from services paid for by other Clients or the Firm, as applicable.

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.

Any description of the expenses that a Client may bear (including those listed herein) is not exhaustive. Tilden Park determines, in its sole discretion, whether an expense is to be categorized as an expense of one Client or another or an expense of the Firm. This analytical process is inherently subjective and Tilden Park may be viewed as biased in making such determinations. The allocation of expenses presents an inherent conflict of interest, as different allocations would result in Clients and the Firm bearing more (or less) expenses. Tilden Park has adopted and implemented written compliance policies and procedures designed to address this conflict and ensure that Tilden Park abides by its duty to act in the interests of Clients. Tilden Park makes these determinations in accordance with provisions in Client governing documents and the Firm’s written expense allocation policies and procedures.

**D.** Management Fees are paid in advance by the Funds on a quarterly or monthly basis, as applicable, 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 accept compensation for 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 from time to time creates 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 the Funds 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*, the Funds may accept lesser amounts. There is no minimum investment for the Managed Accounts.



## **Item 8**

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

**A.** The Firm seeks to generate attractive risk-adjusted returns through a multi-disciplinary investment approach using a broad array of securities (and related financial instruments) and strategies in accordance with the investment mandate of each Client. The Firm focuses on, without limitation, structured products and interest rate, corporate credit, equity and related derivative positions and other complementary and/or similar positions.

Strategies to achieve this objective may include among others: Distressed, Long/Short, Relative Value and Macro. The Firm has a global mandate, and there are no limitations on the strategies and/or instruments that the Firm may employ in seeking to achieve its investment objective.

#### **Distressed**

The Firm believes opportunities arise in the distressed space to buy assets at a substantial discount to their intrinsic value.

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

The Firm seeks 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, equity prices, interest rates, foreign exchange 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. Each Client's investment program is speculative and entails substantial risks, including risk of loss of the entire investment, a risk that the Clients and its investors should be prepared to bear.

Investors in the Funds should ultimately refer to their Fund's respective offering documents for disclosures that specifically address the methods of analysis and investment strategies employed with respect to such Funds. The information contained herein with respect to the Funds is a summary only.

**B and 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 additional 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 could 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 are generally also more difficult to value.

### **Leverage**

The Firm has and intends to lever the Clients' assets through various types of financings and through investments in and/or the creation or sponsorship of 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. Rising interest rates could significantly adversely affect the Clients' ability to obtain financing on favorable terms, if at all, and the performance of levered assets and investments. 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, could subject other assets of a Client's investments to risk of loss. As a general matter, the banks and dealers that provide financing to a Client can apply essentially discretionary margin, "haircut," financing, security and collateral valuation policies. Changes by banks and dealers to such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory or judicial action, could result in margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other banks or dealers. Any such adverse effects could be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel a Client to liquidate all or a portion of its portfolio at disadvantageous prices.

### **Debt Instruments**

The Clients invest, from time to time, in private and government debt securities and instruments. It is possible that certain of the debt instruments in which the Clients invest are unrated, and whether or not

rated, the debt instruments could have speculative characteristics. The issuers of such instruments (including sovereign issuers) could face significant ongoing uncertainties and exposure to adverse conditions that 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 is likely to 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.

Although any particular debt instrument often will share features with other debt of its type, its actual terms will have been a matter of negotiation and will thus be unique. Any particular debt instrument could contain terms that are not standard and that provide less protection to creditors than might be expected, including with respect to covenants, events of default, security or guarantees. Issuers of such debt securities and instruments may have, or may be permitted to incur, other debt that rank equally with, or senior to, the debt instruments in which the Clients invests. By their terms, such debt instruments may entitle the holders to receive payment of interest or principal on or before the dates on which a Client is entitled to receive payments with respect to its investments. These debt instruments would usually prohibit the debt issuer from paying interest on or repaying the investments of a Client in the event and during the continuance of a default under such debt instrument. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of such a debt issuer, holders of debt instruments ranking senior to a Client's investment in that issuer would typically be entitled to receive payment in full before that Client receives any distribution in respect of its investment. After repaying such senior creditors, it is possible that such issuer will not have any remaining assets to use for repaying its obligation to the Client. In the case of debt instruments ranking equally with debt instruments in which a Client invests, a Client would have to share on an equal basis any distributions with other creditors holding such debt instruments in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant issuer.

### **Equity Securities**

The Clients could invest in equity and equity-related securities of U.S. and non-U.S. issuers. Equity securities fluctuate in value in response to many factors, including the activities, results of operations and financial condition of individual issuers, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, domestic and international political environments, events of terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that adversely affect investments made by the Clients.

### **Derivatives**

From time to time, the Clients invest in interest rate, credit, equity and other derivatives through, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for difference, forward contracts, futures contracts and options thereon, and from time to time use derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the potentially high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance as well as of material and prolonged deviations between the theoretical and realizable value of a derivative (*i.e.*, due to nonconformance to anticipated or historical correlation patterns). These anticipated risks (and other risks that may not be

anticipated) could make it difficult as well as costly to a Client to close out positions in order either to realize gains or to limit losses.

### **General Real Estate Risks**

A Client's investment strategy could involve investing in financial instruments and assets secured by real estate and other real estate related investments, including direct investments in real property. Real estate and real estate related investments generally will be subject to the risks incident to the ownership and operation of real estate and/or risks incident to the making of nonrecourse mortgage loans secured by real estate, including risks associated with: (i) the domestic and international general economic climate; (ii) changes in interest rates and, as applicable, foreign exchange rates; (iii) changes in the availability and cost of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable; (iv) increased mortgage defaults; (v) dependence on cash flow; (vi) the financial resources of issuers and borrowers; (vii) global and regional real estate conditions (such as, decreases in property values, changes in supply and demand for competing properties in an area) and fluctuations in real estate fundamentals; (viii) real estate development and construction risks, including operating costs and time projection; (ix) the ability of a Client or third-party borrowers to manage, maintain and operate real properties; (x) the financial condition of tenants, buyers and sellers of properties; (xi) changes to regulatory limitations on rents and other regulations and laws (such as zoning, environmental and building laws); (xii) changes in real property tax rates and/or tax credits; and (xiii) natural disasters and regional, national and global health crises (for example the global outbreak of COVID-19 in 2020). With respect to investments in the form of real property owned by a Client, such Client will incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon and ultimately disposing of such property.

### **Non-Performing Loans**

With respect to non-performing loans ("NPLs"), the obligor or relevant guarantor could be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to NPLs. By their nature, these investments will involve a high degree of risk. NPLs often require substantial workout negotiations or restructuring that could entail, among other things, a substantial reduction in the interest rate, a substantial write-down of the principal of the loan and/or the deferral of payments. Commercial and industrial loans in workout and/or restructuring modes and the bankruptcy or insolvency laws of non-U.S. jurisdictions are subject to additional potential liabilities, which could exceed the value of a Client's original investment. Even assuming that the collateral securing each loan provides adequate security for the loans, substantial delays could be encountered in connection with the restructuring, foreclosure or liquidation of NPLs. In the event of a default by a borrower, these restrictions as well as the ability of the borrower to file for bankruptcy protection, among other things, could impede the ability to foreclose on or sell the collateral or to obtain net liquidation proceeds sufficient to repay all amounts due on the related loan. In addition, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor could have their claims subordinated or disallowed or could be found liable for damages suffered by parties as a result of such actions. Under certain circumstances, payments to a Client and distributions made by such a Client could be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. Bankruptcy laws could delay the ability of a Client to realize on collateral for loan positions held by it or could adversely affect the priority of such loans through doctrines such as equitable subordination or could result in a restructure of the debt through principles such as the "cramdown" provisions of the bankruptcy laws.

**Interest Rate Products**

From time to time, the Clients invest in certain interest rate-linked products, including interest rate swaps. Interest rate swaps are a type of derivative instrument where the parties exchange interest payments on a specific principal amount per payment period, typically exchanging a fixed amount for a floating amount (an amount equal to a variable interest rate (such as LIBOR) multiplied by the principal amount). Such payment periods are generally short and these products are typically highly liquid. In the event that a Client enters into an interest rate swap and is paying a fixed amount, such Client risks that the variable interest rate will decrease and therefore the Client will pay more than it will receive. Alternatively, in the event that a Client is paying a floating amount, such Client risks that the variable interest rate will increase and therefore such Client will pay more than it will receive. Interest rate swaps may be linked to one or more currencies. There can be no assurance that interest rates underlying any interest rate swap will perform as expected, and swings in the value of the underlying currencies and the interest rates generally associated with them may adversely affect the value of any interest rate swap in which a Client invests.

**Loan Origination**

From time to time, certain Clients originate loans and such loan origination activities generally constitute a trade or business for U.S. federal income tax purposes. In such a case, if the Client's loan origination activities are sufficiently "regular" under a facts-and-circumstances test and if the Client makes more than "negligible sales" of the originated loans (within the meaning of applicable Regulations), such Client could be required to mark the originated loans to market, as if it had made the mark-to-market election with respect to its originated loans. Tilden Park intends to conduct the activities of such a Client so as to avoid the mandatory mark-to-market treatment. Moreover, the character of any gains and losses from the sale or other taxable disposition of loans originated by a Client (or otherwise acquired by a Client in connection with the conduct of its trade or business) as capital or ordinary for U.S. federal income tax purposes is uncertain.

**Flexible Investment Approach**

Tilden Park has broad investment authority, and may trade in a broad array of financial instruments in various countries, regions and sectors that it believes will help its Clients achieve their respective investment objectives. There are no limitations on the strategies and/or instruments that Tilden Park could employ in seeking to achieve certain of its Clients' investment objectives. The products and strategies that Tilden Park may pursue for its Clients are not limited to the products or strategies described herein. Furthermore, such products and strategies may change and evolve materially over time. Tilden Park could opportunistically implement whatever strategies, risk management techniques and discretionary approaches, as well as such other investment tactics, as it believes from time to time are suited to prevailing market conditions. Clients must recognize that by investing with Tilden Park, they are placing their capital under its discretionary management and authorizing it to purchase whatever products and using whatever strategies, in each case, in such manner as Tilden Park determines. Any new investment product, strategy, technique, discretionary approach and tactic developed by Tilden Park could be more speculative than earlier investment products, strategies, techniques, discretionary approach and tactics and could involve material and as-yet-unanticipated risks that could increase the overall risk associated with an investment with Tilden Park. Clients generally will not be notified of any changes in Tilden Park's investment products, strategies, techniques, discretionary approach and tactics. There can be no assurance that Tilden Park will be successful in applying its approach and there is material risk that a Client could suffer significant impairment or total loss of its capital (including loss resulting from such newly-used investment products, strategies, techniques, discretionary approach and tactics).

**Global Investments**

From time to time, Clients invest a portion of its assets outside the United States. In addition to business uncertainties, such investments may be affected by political, social and economic uncertainty affecting a country or region. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity could be reduced and price volatility could be higher. The legal and regulatory environment could also be different, particularly as to bankruptcy and reorganization. Financial accounting standards and practices could differ, and there could be less publicly available information in respect of such non-U.S. issuers. Such a Client will be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, some of the assets could be subject to brokerage taxes levied by governments, which have the effect of increasing the cost of such investments and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by a Client from sources within some countries could be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by a Client will reduce its net income or return from such investments. Laws that govern private and foreign investment and transactions in financial instruments in non-U.S. countries may be relatively new and untested. As a result, a Client could be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and lack of enforcement of existing regulations. Furthermore, it could be difficult to obtain and enforce a judgment in certain non-U.S. countries in which assets of a Client may be invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on such a Client and its operations. Furthermore, it could be difficult to obtain and enforce a judgment in a court outside of the United States.

**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, 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 and 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 and prime brokerage services and prevent the Clients from trading at optimal rates and terms. Moreover, a disruption in the financing 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. If the Firm were to lose the services of Mr. Birnbaum, the consequence to the Clients could be material and adverse.

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

The Funds and the Firm have and in the future 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 including, among other things, (i) greater transparency into a Fund's portfolio, (ii) different or more favorable withdrawal rights such as more frequent withdrawals or shorter withdrawal notice periods, (iii) greater information than may be provided to other investors, (iv) different fee and allocation terms, (v) more favorable transfer rights and/or (vi) different portfolios. The Funds have and in the future may issue such interests and the Funds and the Firm have and in the future 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, energy prices, commodity prices, national and international political circumstances (including government intervention in financial markets, wars, terrorist acts or security operations), natural disasters and regional, national and global health crises (for example the global outbreak of COVID-19 in 2020). These factors generally 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 Firm's Clients may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

### **Cybersecurity**

The Firm and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. For example, information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Such damage or interruptions to information technology systems could cause losses to (i) the Clients, by affecting their ability to calculate net asset value or impeding or sabotaging trading, or (ii) individual investors by interfering with the processing of Limited Partner transactions. A cybersecurity breach could expose both the Clients and the Firm (which, in certain circumstances, will be entitled to indemnity from the Clients) to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from a Fund. Clients and investors could also be exposed to losses resulting from

unauthorized use of personal information. While the Firm has implemented various measures to manage risks associated with cybersecurity breaches, including establishing business continuity plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cybersecurity risks also are present for issuers of securities in which the Clients invest, which could affect their business and financial performance, resulting in material adverse consequences for such issuers, and causing investments by Clients in such securities to lose value.



**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.** Each Relying Adviser is a member 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.** 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.

Other than as described in Item 11.B, neither Tilden Park nor any of its management persons have any other relationships or arrangements with any related persons that are financial services companies that pose material conflicts of interest.

**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 and requires that the Firm’s employees to (i) place Clients’ interests before the Firm’s and its employees’ interests, (ii) act in good faith and in an ethical manner and (iii) 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 lists without receiving pre-clearance, requires employees to provide duplicate brokerage accounts statements to the Firm or to report all securities transactions and holdings on a quarterly and annual basis, respectively. The Code also includes policies and procedures to prevent the misuse and disclosure of material nonpublic information 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 Fund investor, Client or prospective Client 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 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. A Fund may invest in another Fund outside of a master-feeder arrangement (*e.g.*, without limitation, Tilden Park Investment Master Fund LP is invested in Tilden Park Liquid Mortgage Master Fund LP). When a Fund invests in another Fund (including when such investment is made outside of a master-feeder arrangement), fees are waived, adjusted or offset to the extent necessary to avoid layering or duplication. Further, Tilden Park Investment Master Fund and its feeder funds each invest directly and through special purpose vehicles or otherwise (which may include, without limitation, investing through U.S. or offshore limited liability companies, limited partnerships and trusts, and profit participation notes issued by Irish designated activity companies for which Tilden Park acts as investment manager).

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 mitigate potential conflicts that exist.

For purposes of warehousing investments in anticipation of launching new investment products, *e.g.*, new investment funds, Tilden Park’s principals have funded special purpose vehicles (“TP Warehousing Entities”) that have invested in portfolio companies (“Portfolio Companies”), some of which have Tilden Park personnel as members of their boards of directors. It should be noted that such new investment products may not launch for a number of reasons (*e.g.*, without limitation, changing market conditions) and until such time as they are established, Tilden Park’s interests in Portfolio Companies are expected to be solely held by Tilden Park’s principals. The Portfolio Companies, without limitation, originate loans or

acquire the right to purchase an interest in a homeowner's residential real property through an option purchase agreement (such loans, option purchase agreement and any other financial instrument issued or entered into by a Portfolio Company, a "Portfolio Company Financial Instrument") and, in certain circumstances, act as a servicer with respect to Portfolio Company Financial Instruments. Certain Clients (including Tilden Park Investment Master Fund LP and its feeder funds) purchase Portfolio Company Financial Instruments and engage Portfolio Companies to directly or indirectly perform services for a fee. These transactions benefit such Client by providing it with access to the relevant financial instruments or services, but these transactions also benefit Tilden Park by generating revenue for, and increasing the value of, the applicable Portfolio Company, which for the time being, is owned indirectly by Tilden Park through its ownership of the TP Warehousing Entities. Further, in certain circumstances, (i) Clients invest in senior or junior interests in trading vehicles or special purpose vehicles that are formed, sponsored or managed by such Client, Tilden Park or a Portfolio Company where the more junior/residual or senior interests, respectively, are held by a Portfolio Company or a TP Warehousing Entity, and (ii) a TP Warehousing Entity's capacity rights in a Portfolio Company will increase as Clients buy more Portfolio Company Financial Instruments. Tilden Park intends to only purchase Portfolio Company Financial Products on behalf of its Clients when it considers such transactions to be in the interest of such Clients and will engage such Portfolio Companies as service providers on terms Tilden Park believes are at least as favorable as would be provided by a third party with comparable levels of expertise, availability and quality of service and compensation rates. Any fees paid to a Portfolio Company will not reduce the Management Fee or Incentive Allocation borne by a Client. Nevertheless, these transactions present a conflict of interest, as Tilden Park will be incentivized to, and may be viewed as biased in choosing to, invest in Portfolio Company Financial Instruments. To address these conflicts, Tilden Park generally obtains the consent of an independent advisory committee. In addition, an affiliate of Tilden Park Intermediate Investment Fund LP purchases loans directly or indirectly originated by an affiliate of Tilden Park Investment Fund LP with the consent of a separate independent advisory committee.

**C.** With limited exceptions, Tilden Park restricts personal investment in the same securities that the Firm or any Related Person recommends to Clients, as such activity may present an inherent conflict of interest to favor personal investment transactions over Client transactions. To address this and any related conflict of interest, the Firm maintains personal trading pre-clearance requirements and a personal trading restricted list (which, among other things, includes all securitized products (*e.g.*, CMBS, RMBS, ABS, Agency CMO, etc.), securities about which the Firm may have material non-public information, and all securities held by Clients with certain limited exceptions (*e.g.*, ETFs, certain treasury-related securities, or interest rate products). If an employee acquired a security that is restricted prior to joining the Firm or the Firm and its Related Persons recommend a security to Clients that is already held by an employee, the employee generally will be permitted to continue to hold the applicable security but will need to obtain pre-clearance for any future trading of that security.

**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 to negotiate 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. Factors considered by Tilden Park include, but may not be limited to: the ability of the brokers or dealers to effect the transactions (*i.e.*, the access of the brokers or dealers to the asset in which Tilden Park desires to transact) and, when multiple brokers or dealers are able to effect a transaction, 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. Accordingly, the transactions costs (or dealer markups and markdowns arising in connection with riskless principal transactions) charged to a Client by broker-dealers in the foregoing circumstances may be higher than those charged by other brokers who may not offer such services.

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

The selection of a broker to execute transactions, provide financing and securities on loans, hold cash and short balances, etc.) may be influenced by their provision of products and services without charge, including, 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 investments to borrow for short sales, marketing assistance and access to capital introduction services, consulting services with respect to, without limitation, technology, operations and/or equipment, and similar services ("Products and 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 such broker. However, Tilden Park may not receive such Products and Services if it did not utilize such broker (*e.g.*, if its Client accounts were not held at such prime broker or custodian). In addition, but on a more limited basis, the selection of a service provider other than a broker may be influenced by their provision of Products and Services without charge. As with

brokers, these Products and Services may be made available to Tilden Park on an unsolicited basis and without regard to any particular retention; *however*, Tilden Park may not receive such Products and Services if it did not utilize such service provider. All such Products and Services may benefit Tilden Park and many, but not necessarily all, of its Clients and Tilden Park may have a conflict and incentive to select or recommend a service provider (including a broker) based on its interest in receiving such Products and Services as disclosed above. Further, if Tilden Park receives Products or Services as a result of doing business with a service provider (including a Broker), Tilden Park will receive a benefit because it does not have to produce or pay for those Products and Services

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 that 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.

The Firm has an inherent conflict of interest in allocating investment opportunities as a result of both the relative compensation it receives and relative investor compensation among its Clients. Accordingly, it is the policy of Tilden Park to allocate investment opportunities fairly and equitably over time. When it is determined that it would be appropriate for multiple Clients to participate in an investment opportunity, Tilden Park will ordinarily seek to execute orders for all such Clients on an equitable basis, to be allocated fairly among those accounts. Tilden Park determines for which of its Clients in a respective investment is considered appropriate and the allocation of such investment among such accounts, taking into account such factors as, without limitation: (a) the relative amounts of capital available for new investments; (b) relative exposure to market trends; (c) the investment programs and portfolio positions of all such Clients; (d) whether the risk-return profile of the proposed investment is consistent with the Client's objectives; (e) the potential for the proposed investment to create an imbalance in the Client's portfolio; (f) liquidity requirements; (g) potentially adverse tax consequences; (h) regulatory restrictions that would or could limit a Client's ability to participate in a proposed investment; and (i) the need to adjust the risk in the Client's portfolio. Such considerations may result in allocations among the Clients on other than a *pari passu* basis. Orders may be combined for Clients, and if any order is not filled at the same price, they may be allocated on an average price basis or on any other basis deemed fair and equitable by Tilden Park. Similarly, if such an order cannot be fully executed under prevailing market conditions, securities may be allocated on a basis that Tilden Park considers fair and equitable.

**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, written audited financial statements are delivered to each investor in the Funds. The Firm also intends for investors to receive written 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 as negotiated and reflected 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**

The Firm adheres to the applicable requirements of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the “Custody Rule” and such act, the “Advisers Act”) with respect to each Fund for which it or an affiliate serves as general partner or managing member and ensures 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 the Custody Rule for any Managed Account should the Firm be deemed to have custody.

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

Tilden Park has 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, or abstain from voting, solely in the best interests of its Clients. Tilden Park will vote all proxies in a prudent manner, considering the prevailing circumstances at such time and in a manner consistent with its fiduciary duties to its Clients. Proxy voting decisions are generally a collaborative effort amongst members of the Firm's investment team. 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 a copy of the Firm's proxy voting policies and can arrange to view information about how proxies were voted on-site 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.