

FORM ADV PART 2A:

FIRM BROCHURE

SOUND POINT CLO C-MOA, LLC

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This brochure provides information about the qualifications and business practices of Sound Point CLO C-MOA, LLC (“C-MOA”). If you have any questions about the contents of this brochure, please contact Wendy Ruberti, Chief Compliance Officer, at 212-895-2288 or compliance@soundpointcap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Sound Point CLO C-MOA, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Being a “registered investment adviser” or describing C-MOA as being “registered” does not imply a certain level of skill or training.

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

Item 2. Material Changes

If C-MOA makes any material changes to this Brochure, this section will be revised to include a summary of such changes. Item 10 has been amended to include additional disclosures of C-MOA's relationship with its affiliates and C-MOA's treatment of principal and agency cross transactions. Clients and prospective clients are advised to review this Brochure carefully.

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Item 4. Advisory Business

Sound Point CLO C-MOA, LLC (“C-MOA”) is a Delaware limited partnership founded in December 2017. C-MOA provides collateral management services to securitized asset pools (otherwise known as collateralized loan obligations or “CLOs”). C-MOA also intends to manage a proprietary account (“Proprietary Account”) to meet the requirements of the European risk retention rules and securitization regulation. C-MOA is wholly owned by Sound Point Euro CLO Management, LP, a Cayman limited partnership, whose general partner is Sound Point CLO Management, GP LLC, a Delaware limited liability company, which, in turn, is wholly owned by Sound Point Capital Management, LP (“Sound Point”), a Delaware limited partnership.

Sound Point is an SEC-registered investment adviser that controls C-MOA. Sound Point provides investment advisory services to privately offered pooled alternative investment funds, separately managed accounts, registered investment companies and securitized asset pools. In order to meet the requirements of European risk retention and securitization regulation, Sound Point may provide C-MOA with the capital necessary for C-MOA to remunerate its expenses. Sound Point’s general partner is SPC Partners GP, LLC, a Delaware limited liability company that is wholly-owned by Stephen Ketchum, and Sound Point’s limited partners and principal owners are Stephen Ketchum, Dyal Capital Partners II (A), LP and five senior principals of Stone Point Capital LLC (“Stone Point”), a private equity firm. James Carey, one of Stone Point’s senior principals, serves on Sound Point’s Board of Managers, but is not a member of the committee that makes investment decisions for any funds or accounts managed by C-MOA or by Sound Point. Sound Point operates independently of Stone Point and is managed by SPC Partners GP, LLC.

Dyal Capital Partners II (A), LP and Dyal Capital Partners II (B), LP (together, the “Dyal Funds”), private funds managed by an affiliate of Neuberger Berman, hold minority equity interests in Sound Point and Sound Point GP Parent, LLC, respectively. Neither of the Dyal Funds nor any affiliate of Neuberger Berman is involved in the day-to-day management of Sound Point or, consequently, of C-MOA, nor does any such party have any control over the investment decisions of any CLOs.

Each of Sound Point CRE Management, LP (“CRE”) and SPCRE InPoint Advisers (“SPCRE”) is an affiliate of C-MOA (under common control), each is currently registered with the SEC as an Exempt Reporting Adviser although SPCRE is in the process of obtaining full registration with the SEC, and each provides advisory services to one or more real estate investment trusts.

The primary investment objectives of the CLOs are set out in their offering memoranda and/or other materials provided to investors and prospective investors therein. In general, each CLO’s primary investment objective is to (i) preserve capital in all market conditions and (ii) provide consistently strong risk-adjusted returns. The CLO’s concentration will be primarily in liquid investment opportunities, though it may also make investments from time to time that C-MOA determines are liquid, restricted on sale or not susceptible to valuation prior to disposition of maturity. Investment assets of the CLOs primarily include corporate senior-secured bank loans and bonds, but other assets may be included depending on the terms of the CLO indentures and the investment environment. C-MOA’s discretionary authority with respect to the CLOs is restricted by the terms of the CLOs as described in their indentures. The primary investment objective of the Proprietary Account is substantially the same as for the applicable CLOs. Investment assets of the Proprietary Account will primarily include (i) subordinated notes and (ii) in certain cases, rated notes, or each CLO managed by C-MOA.

There can be no assurance that the CLO's objectives will be achieved and investment results may vary substantially.

As noted above, C-MOA is under common control with Sound Point, CRE, and SPCRE.

As of December 31, 2019, C-MOA managed \$933,906,610 of regulatory assets on a discretionary basis.

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

Item 5. Fees and Compensation

Management Fees and Performance-Based Compensation

Neither C-MOA nor any of its affiliates are expected to receive fees for the management of investments. C-MOA or its affiliates may receive fees from CLOs that it manages and in which it is invested. As Collateral Manager to the anticipated CLOs, C-MOA is expected to be paid a collateral management fee at an annual rate of approximately 0.50% per annum of the net assets of the applicable CLOs, payable quarterly in arrears. C-MOA may also be paid an incentive fee from a CLO based on the CLO achieving certain target returns for subordinated noteholders. In addition, C-MOA may enter into agreements with holders of Subordinated Notes to waive or rebate a portion of the Subordinated Collateral Management Fee. As such agreements may provide that such holders will be entitled to receive a portion of the Subordinated Collateral Management Fees payable on each Payment date during the term of the transaction, C-MOA's performance and incentives may be negatively impacted by any such fee rebate arrangements. C-MOA, or its affiliate, may, in its discretion, waive, reduce or rebate the Management Fees with respect to the investment of any investor, including its affiliates and/or strategic investors. The fees charged to clients in the future may be the same as or different than that fees described herein.

Expenses

Generally, C-MOA bears its own costs and expenses related to its investments and its operations, including, without limitation, legal expenses, audit and tax preparation expenses, accounting fees, fees and expenses of an administrator, fees and expenses for risk management services, front office portfolio management systems, insurance indemnification expenses, regulatory costs and expenses (including filing and license fees), any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes and fees, costs of reporting and providing information to investors, and costs of litigation or investigation involving the CLO's activities, and any extraordinary expenses. A portion of these operating expenses may be shared with its affiliates on an equitable basis.

Each CLO will be invoiced separately by the third-party CLO trustee for a range of expenses including administrative fees, research, and accounting fees. The CLO trustees are not affiliated with C-MOA. Fees and expenses from a staff and services agreement between C-MOA and Sound Point may be charged directly or indirectly to the CLOs.

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

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

A description of the fees received by C-MOA is provided above in **Item 5**. C-MOA's fees include

incentive fees.

As discussed in Item 5, above, the compensation for C-MOA or its affiliates received from the CLOs can include performance or incentive compensation. In addition, as discussed in greater detail in “EU Risk Retention Risk” in Item 8, C-MOA will retain economic interests in the CLOs that C-MOA manages, the value of which will depend in part, on the performance of the CLOs. Performance-based fees and other economic interests, including the holding of risk retention interests, create an incentive for C-MOA to take increased investment risk with respect to the CLOs. C-MOA will create and implement policies and procedures to mitigate these conflicts, taking into account the client’s investment objectives and strategies as well as other relevant factors including applicable law.

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

Item 7. Types of Clients

C-MOA intends to provide collateral management services to securitized asset pools or CLOs.

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

C-MOA intends to concentrate on investment opportunities in CLOs that invest in corporate senior secured bank loans and bonds but other assets may be included depending on the terms of the CLO indentures. These investments are intended to be largely focused on Euro denominated securities in CLOs that invest in Euro denominated bank loans and bonds, among others.

Material Investment Risks

There are a number of general risks relating to the intended investment strategy of the CLOs, including, but not necessarily limited to, the following:

Investment and Trading Risks. Investing in securities involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that the CLOs’ investment program will be successful. C-MOA will be investing substantially all of the CLOs’ assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable conditions. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to the CLOs.

Investments in High Yield Securities. The CLOs invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds or equity. In addition, the CLOs may invest in debt instruments of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. High-yield securities that are below investment grade or unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. It is possible that an economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities. Although an investment in such securities may

result in significant returns to the CLOs, such investments involve a substantial degree of risk and could result in substantial losses to the CLOs.

The terms and conditions associated with debt instruments, particularly high yield securities, are often complex and require a sophisticated level of evaluation of financial, operational and legal matters. There is no assurance that C-MOA will correctly evaluate the value of a company's assets, the terms of its debt instruments or the prospects for a successful reorganization or similar action.

General Market and Credit Risks of Debt Obligations. Debt portfolios are subject to credit risk and interest rate risk. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument, and debt obligations which are rated by rating agencies are often reviewed and may be subject to downgrade. "Interest rate risk" refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Reliance on Corporate Management and Financial Reporting. The CLOs may trade various corporate debt instruments and collateralized debt securities. C-MOA may select investments for the CLO in part on the basis of information and data filed by issuers of securities with various government regulators or made directly available to C-MOA by the issuers of securities or through sources other than the issuers such as collateral pool servicers. Although C-MOA will evaluate all such information and data and seek independent corroboration when it considers it appropriate and reasonably available, C-MOA will not be in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information will not be readily available. C-MOA is dependent upon the integrity of the management of these issuers and of such servicers and the financial and collateral performance reporting processes in general. Recent events have demonstrated the material losses which the CLOs can incur as a result of corporate mismanagement, fraud and accounting irregularities.

Investments in Fixed-Income Securities. A CLO may invest a portion of its capital in bonds or other fixed income securities, including, without limitation, bonds, notes and debentures issued by corporations, commercial paper, and "higher yielding" (and, therefore, higher risk) debt securities of the former categories. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (*i.e.*, credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (*i.e.*, market risk). A major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Bank Loans. The CLOs invest in corporate bank debt ("Bank Loans") and participations therein originated by banks and other financial institutions. The Bank Loans invested in by a CLO are primarily term loans, may pay interest at a fixed or floating rate and may be senior or subordinated. Purchasers of

Bank Loans are predominantly commercial banks, investment funds and investment banks and there can be no assurance that current levels of supply and demand in Bank Loan trading will provide an adequate degree of liquidity. A CLO acquires interests in Bank Loans either directly (by way of sale or assignment) or indirectly (by way of participation or other derivative contract). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. Participation interests in a portion of a debt obligation typically result in a contractual relationship only with the institution participating out the interest, not with the borrower. In purchasing participations and other derivatives, C-MOA on behalf of the CLO generally has no right to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, and the CLOs may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, the CLOs will assume the credit risk of both the borrower and the institution selling the participation or other derivative contract.

As a result of the additional debt incurred by the borrower in the course of the Bank Loan, the borrower's creditworthiness is often judged by the ratings agencies to be below investment grade. The Bank Loans to be acquired by a CLO are likely to be below investment-grade and may not be rated. For a discussion of the risks associated with below investment-grade investments, see "Investments in High-Yield Securities" and "Investments in Distressed Securities" above.

A CLO may be unable to sell its loan interests at a time when it may otherwise be desirable to do so or may be able to sell them only at prices that are less than what the CLO regards as their fair market value. Accordingly, loan interests may at times be illiquid. Loan interests may be difficult to value and may have extended settlement periods (i.e., more than seven days after the sale), which exposes a CLO to the risk that the receipt of principal and interest payments may be delayed until the loan interest settles. Interests in loans made to finance highly leveraged companies or transactions, such as corporate acquisitions, may be especially vulnerable to adverse changes in economic or market conditions. In addition, loans are not registered under the federal securities laws like stocks and bonds, so investors in loans have less protection against improper practices than investors in registered securities.

Interests in secured loans have the benefit of collateral and, typically, of restrictive covenants limiting the ability of the borrower to further encumber its assets. There is a risk that the value of any collateral securing a loan in which a CLO has an interest may decline and that the collateral may not be sufficient to cover the amount owed on the loan. In most loan agreements there is no formal requirement to pledge additional collateral. In the event the borrower defaults, a CLO's access to the collateral may be limited or delayed by bankruptcy or other insolvency laws. Further, in the event of a default, second lien secured loans will generally be paid only if the value of the collateral exceeds the amount of the borrower's obligations to the first lien secured lenders, and the remaining collateral may not be sufficient to cover the full amount owed on the loan in which the Sound Point Funds have an interest. In addition, if a secured loan is foreclosed, a CLO would likely bear the costs and liabilities associated with owning and disposing of the collateral. The collateral may be difficult to sell and a CLO would bear the risk that the collateral may decline in value while the Client Account is holding it.

A CLO may acquire a loan interest by obtaining an assignment of all or a portion of the interests in a particular loan that are held by an original lender or a prior assignee. As an assignee, a CLO normally will succeed to all rights and obligations of its assignor with respect to the portion of the loan that is being assigned. However, the rights and obligations acquired by the purchaser of a loan assignment may differ from, and be more limited than, those held by the original lenders or the assignor. Alternatively, a CLO may acquire a participation interest in a loan that is held by another party. When a CLO's loan interest is a participation, the CLOs may have less control over the exercise of remedies than the party selling the

participation interest, and it normally would not have any direct rights against the borrower. As a participant, a CLO also would be subject to the risk that the party selling the participation interest would not remit the CLO's pro rata share of loan payments to the CLO. It may be difficult for the CLO to obtain an accurate picture of a lending bank's financial condition. Loan interests may not be considered "securities," and purchasers, such as the CLO, therefore may not be entitled to rely on the anti-fraud protections of the federal securities laws.

A CLO also may be in possession of material non-public information about a borrower as a result of its ownership of a loan instrument of such borrower. Because of prohibitions on trading in securities of issuers while in possession of such information, a CLO might be unable to enter into a transaction in a security of that borrower when it would otherwise be advantageous to do so. Any steps taken to ensure that the CLO does not receive material non-public information about a security may have the effect of causing the CLO to have less information than other investors about certain interests in which it seeks to invest.

Unlike publicly traded common stocks which trade on national exchanges, there is no central place or exchange for Bank Loans to trade. Bank Loans trade in an over-the-counter market, and confirmation and settlement, which are effected through standardized procedures and documentation, may take significantly longer than seven days to complete. Extended trade settlement periods may, in unusual market conditions present a risk to investors as it related to the CLOs' ability to repay amounts due and payable pursuant to an optional redemption (or otherwise) within the allowable time periods stated in its relevant governing document. The secondary market for Bank Loans also may be subject to irregular trading activity and wide bid/ask spreads. The lack of an active trading market for certain Bank Loans may impair the ability of the CLOs to sell its loan interests at a time when it may otherwise be desirable to do so or may require the CLOs to sell them at prices that are less than what the CLOs regard as their fair market value and may make it difficult to value such loans. Interests in loans made to finance highly leveraged companies or transactions, such as corporate acquisitions, may be especially vulnerable to adverse changes in economic or market conditions.

Loan Participations. A CLO may invest in loan participations. Investment in loan participations involves certain risks in addition to those associated with direct loans. A loan participant has no contractual relationship with the borrower of the underlying loan. As a result, the participant is generally dependent upon the lender to enforce its rights and obligations under the loan agreement in the event of a default and may not have the right to object to amendments or modifications of the terms of such loan agreement. A participant in a syndicated loan generally does not have the voting rights, which are retained by the lender. In addition, a loan participant is subject to the credit risk of the lender as well as the borrower, since a loan participant is dependent upon the lender to pay its percentage of payments of principal and interest received on the underlying loan. A CLO will acquire participations only if the seller of the participation is determined by C-MOA to be creditworthy.

Collateralized Loan Obligations. CLO securities present risks similar to those of other types of credit investments, including default (credit), interest rate, liquidity, prepayment and reinvestment risks. The market value of a CLO will fluctuate with, among other things, the financial condition of the obligors on or issuers of the CLO's holding, general economic conditions, the condition of the debt trading markets and certain other financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Such changes in market value will impact the value of CLO securities.

CLO investments are often illiquid. Consequently, an investor in CLO securities must be prepared to hold its investment in the securities until the stated maturity date. The securities are not, and will not be, registered under the U.S. Securities Act or any state securities law. Although one or more classes of CLO securities may be listed on the Irish Stock Exchange, such listing does not guarantee liquidity of investment

or that an active secondary market for such securities will develop. In the past several years, securities issued in securitization transactions (such as CLO securities) have experienced significant market value fluctuations. In addition, a variety of potential investors now consider such investments as inappropriate or are prohibited by regulatory restrictions or investments policies from purchasing such securities.

CLOs are governed by a complex series of legal documents and contracts, which increases the risk of dispute over the interpretation and enforceability of such documents relative to other types of investments. There is also a risk that the trustee of a CLO does not properly carry out its duties to the CLO, potentially resulting in loss to the CLO. CLOs are also inherently leveraged vehicles and are subject to leverage risk.

Credit Analysis and Credit Risk. The strategies utilized by C-MOA require accurate and detailed credit analysis of issuers and there can be no assurance that its analysis will be accurate or complete. A CLO may be subject to substantial losses in the event of credit deterioration or bankruptcy of one or more issuers in its portfolio.

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

Limited Diversification. At any given time, it is possible that a CLO may make investments that are concentrated in a particular type of security, industry or market capitalization. This limited diversity could expose a CLO to significantly greater volatility than in a more diversified portfolio.

Illiquid Securities. A significant portion of CLO assets may be illiquid. Market prices for such securities are often volatile and may not be ascertainable. The resale of restricted and illiquid securities often may have higher brokerage charges. Such investments may be difficult to value.

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

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

Currency Risk. The CLO is expected to invest predominately in Euro-denominated assets (or assets hedged into Euro) and it will therefore be subject to the risk that the Euro will decline in value relative to the U.S. dollar. In the case of hedging positions, a CLO will be subject to the risk that the U.S. dollar will decline in value relative to the Euro hedge. Currency rates fluctuate, sometimes significantly, based on a number of factors, including changes in market interest rates, central bank policies, capital controls, and other actions.

EU Risk Retention Risk. EU risk retention rules and securitization regulations require, among other things, C-MOA to retain on an ongoing basis a net economic interest of not less than five percent in the CLO securitization, and were supplemented and modified by the E.U. securitization regulation (and related amendments to prior regulations) with effect on January 1, 2019. Risk retention holdings may not be able to be sold or hedged, subjecting the CLO to greater performance risk.

Interest Rate Risks. Underlying loans in a CLO may bear interest at a fixed rate while the CLO securities issued by the CLO holding the underlying loans may bear interest at a floating rate. The converse may also be true. Discrepancies in rates, timings of any adjustments of rates, or in indices, between the CLO securities and the underlying loans may adversely impact the ability of CLO issuers to make payments on CLO securities.

In addition, on July 27, 2017, Andrew Bailey, the Chief Executive of the UK Financial Conduct Authority made remarks indicating that the London Interbank Offered Rate (“LIBOR”) in its current form will be phased out as a benchmark rate by the end of 2021. Actions to phase out, modify, or eliminate LIBOR in the future may cause disruption in credit markets, create regulatory uncertainty, and increase interest rate and pricing risks with respect to CLO securities and underlying loans.

The FCA has statutory powers to compel panel banks to contribute to LIBOR where necessary. The FCA has decided not to ask, or to require, that panel banks continue to submit contributions to LIBOR beyond the end of 2021. The FCA has indicated that the current panel banks will voluntarily sustain LIBOR until the end of 2021. The FCA’s intention is that after 2021, it will no longer be necessary for the FCA to persuade, or to compel, banks to submit to LIBOR. The FCA does not intend to sustain LIBOR through using its influence or legal powers beyond that date. It is possible that the LIBOR administrator, ICE Benchmark Administration, and the panel banks could continue to produce LIBOR on the current basis after 2021, if they are willing and able to do so.

However, the survival of LIBOR in its current form, or at all, is not guaranteed after 2021. If LIBOR does not survive in its current form or at all, this could adversely affect the value of, and amounts payable under, any CLOs which pay interest calculated with reference to LIBOR and therefore reduce amounts which may be available to the issuing CLO to pay CLO noteholders. Furthermore, the uncertainty as to whether LIBOR will survive in its current form or at all may lead to adverse market conditions, which may have an adverse effect to the CLOs.

Further, the Euro Interbank Offered Rate (“EURIBOR”), together with LIBOR, and other so-called “benchmarks” are the subject of reform measures by a number of international authorities and other bodies.

Additionally, in March 2017, the European Money Markets Institute (formerly Euribor-EBF) (the “EMMI”) published a position paper referring to certain proposed reforms to EURIBOR, which reforms aim to clarify the EURIBOR specification, to develop a transaction-based methodology for EURIBOR and to align the relevant methodology with the Benchmarks Regulation (as defined below), the IOSCO Principles for Financial Benchmarks and other regulatory recommendations. The EMMI has since indicated that there has

been a “change in market activity as a result of the current regulatory requirements and a negative interest rate environment” and “under the current market conditions it will not be feasible to evolve the current EURIBOR methodology to a fully transaction-based methodology following a seamless transition path”. It is the current intention of the EMMI to develop a hybrid methodology for EURIBOR.

In the EU, in September 2013, the European Commission published a proposal for a regulation (the “Benchmarks Regulation”) on indices used as benchmarks in financial instruments and financial contracts. The Benchmarks Regulation was published in the Official Journal of the EU on 29 June 2016 and entered into force on 30 June 2016. The application date for the majority of its provisions was 1 January 2018. It is directly applicable law across the EU.

The Benchmarks Regulation applies principally to “administrators” and also, in some respects, to “contributors” and certain “users” of “benchmarks”, and will, among other things, (i) require benchmark administrators to be authorized (or, if non-EU-based, to be subject to an equivalent regulatory regime) and make significant changes to the way in which benchmarks falling within scope of the Benchmarks Regulation are governed (including reforms of governance and control arrangements, obligations in relation to input data, certain transparency and record-keeping requirements and detailed codes of conduct for contributors) and (ii) prevent certain uses of “benchmarks” provided by unauthorized administrators by supervised entities in the EU. The scope of the Benchmarks Regulation is wide and, in addition to so-called “critical benchmark” indices, could also potentially apply to many interest rate and foreign exchange rate indices, equity indices and other indices (including “proprietary” indices or strategies) where used to determine the amount payable under or the value or performance of certain financial instruments traded on a trading venue, financial contracts and investment funds. EURIBOR and LIBOR have been designated “critical benchmarks” for the purposes of the Benchmarks Regulation, by way of European Commission Implementing Regulations published on 12 August 2016 and 28 December 2017, respectively.

In addition to the potential ramifications to the future of LIBOR resulting from the FCA’s announcement of 27 July 2017 outlined above, benchmarks such as EURIBOR or LIBOR may be discontinued if they do not comply with the requirements of the Benchmarks Regulation, or if the administrator of the benchmark either fails to apply for authorization or is refused authorization by its home regulator. On 2 July 2019, EURIBOR was authorized under the Benchmarks Regulation and is now considered compliant with the Benchmarks Regulation.

Any of the above or any other significant changes to LIBOR, EURIBOR or any other benchmark could have a material adverse effect on the value of any CLOs which pay interest linked to a EURIBOR rate or other benchmark (as applicable), and could have a material adverse effect on C-MOA’s business model.

Economic and Regulatory Climate. The success of the CLO’s activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a CLO’s investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect, among other things, the level and volatility of securities’ prices, the liquidity of a CLO’s investments and the availability of certain securities and investments. Volatility or illiquidity could impair a CLO’s profitability or result in losses. The CLO may maintain substantial trading positions that can be materially adversely affected by the level of volatility in the financial markets — the larger the positions, the greater the potential for loss.

The global financial markets have in recent years gone through pervasive and fundamental disruptions that have led to extensive governmental intervention. Such interventions have in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’

ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty. It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on C-MOA and the CLOs.

European Union changes. In June 2016, the United Kingdom (the “UK”) voted in a referendum to leave the European Union (“EU”). The UK invoked article 50 of the Lisbon Treaty on March 29, 2017, which triggered the commencement of a negotiation process between the UK and the EU in respect of the arrangements for the UK’s withdrawal from the EU. The initial deadline for this withdrawal process was 29 March 2019. This deadline was subsequently extended to 31 October 2019 and then again to 31 January 2020.

On 17 October 2019, the agreement on a negotiated withdrawal agreement was endorsed by leaders at a special meeting of the European Council. The negotiated withdrawal agreement provides for a transition or implementation period. The negotiated withdrawal agreement provides that, unless otherwise provided in the agreement, EU law will be applicable to and in the UK during the transition period. However, the UK government requires the approval of the UK Parliament in order to ratify the negotiated withdrawal agreement and, on 19 October 2019 the UK Parliament voted to withhold approval of the negotiated withdrawal agreement until implementing legislation has been passed by the UK Parliament. Following the UK general election on 12 December 2019, the ruling Conservative Party significantly increased its majority in government. On 9 January 2020, the UK Parliament voted to approve the withdrawal agreement and the UK government has indicated its intention to leave the EU from 31 January 2020. The UK will then enter a transition period, lasting until 31 December 2020, to negotiate its new relationship with the EU.

It remains uncertain to what extent the UK and EU will be able to finalize negotiation of a future trading relationship ahead of 31 December 2020. The UK government has therefore commenced preparations for a “hard Brexit” or “no-deal Brexit” to minimize the risks for firms and businesses associated with an exit with no transitional agreement. This has included publishing draft secondary legislation under powers provided in the EU (Withdrawal) Act 2018 to ensure that there is a functioning statute book in the event of a hard or no deal Brexit. This uncertainty could potentially have a materially adverse effect on the value of CLOs’ investments.

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

Subordination. Each class of CLO securities (other than the highest-ranking class) is subordinated to higher-ranking classes and all classes of securities are subordinated to the payment of certain fees and expenses to the extent provided under the priorities of payment. In addition, amounts otherwise available to make payments on lower-ranking classes are subject to diversion to pay interest on and/or principal of secured notes under the priorities of payment. Notwithstanding the priority of interest payments and the priority of principal payments, if the CLO notes are accelerated following an event of default and such acceleration is not rescinded, no payments of interest on and principal of any lower-ranking classes will be made until each higher-ranking class has been paid in full. To the extent that any losses are suffered, such losses will be borne by the securities in reverse order of priority, commencing with the subordinated

notes.

CLO Ratings Not Necessarily Indicative of Asset Quality; Actions of any Rating Agency can Adversely Affect the Market Value or Liquidity of the Securities. The ratings assigned to the CLO secured notes by the rating agencies are not necessarily indicative of the quality of the secured notes. Credit ratings only represent the rating agencies' opinions of credit quality and are not a recommendation to buy, sell or hold assets. They do not purport to assess market, regulatory or other risks that are relevant to the assessment of the quality of an asset. Credit ratings may not accurately assess credit risk and may be reduced or withdrawn at any time.

The rating agencies may change their published ratings criteria or methodologies for securities such as the secured notes at any time in the future. Further, the rating agencies may retroactively apply any such new standards to the ratings of the secured notes. Any such action could result in a substantial lowering (or even withdrawal) of any rating assigned to any secured note, despite the fact that such secured note might still be performing fully to the specifications set forth for such secured note in this offering memorandum and the transaction documents. Additionally, any rating agency may, at any time and without any change in its published ratings criteria or methodology, lower or withdraw any rating assigned by it to any class of secured notes. If any rating initially assigned to any Secured Note is subsequently lowered or withdrawn for any reason, Holders of the securities may not be able to resell their Securities without a substantial discount. Any reduction or withdrawal to the ratings on any class of secured notes may significantly reduce the liquidity of the Securities and may adversely affect the Issuer's ability to make certain changes to the composition of the collateral assets.

CLO Risk Retention Rules. The E.U. risk retention rules were put in place at the end of 2012. While the ultimate impact of the E.U. risk retention rules and any future U.S. risk retention rules on the loan securitization market and the leveraged loan market generally remain uncertain, it is possible that they will have a significant negative impact on secondary market liquidity for notes issued by CLOs, due to the effects of such risk retention rules on market expectations, the relative appeal of alternative investments not impacted by such risk retention rules or other factors. To date, the E.U. risk retention rules have reduced the issuance of new CLOs and reduced the liquidity provided by CLOs to the leveraged loan market generally. Reduced liquidity in the loan market could reduce investment opportunities for collateral managers, which could negatively affect the return of investments in portfolios managed by C-MOA.

On October 21, 2014, five federal banking and housing agencies and the SEC adopted a final rule (the "U.S. Risk Retention Rules") implementing the credit risk retention requirement mandated by Section 941 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") for certain securitization transactions. Specifically, Section 941 of the Dodd-Frank Act had added new Section 15G to the Securities Exchange Act of 1934, as amended, that directed the foregoing agencies to adopt rules requiring sponsors of asset-backed securities to retain at least 5% of the credit risk relating to the assets that underlie such asset-backed securities. The U.S. Risk Retention Rules applicable to CLOs became effective on December 24, 2016.

The U.S. Risk Retention Rules require the sponsor of asset-backed securities to retain directly or through a majority-owned Affiliate, in one or more prescribed forms, at least 5% of the credit risk associated with the applicable asset-backed securities. Under the SEC's interpretation of the U.S. Risk Retention Rules, investment managers of open market CLOs were considered sponsors of CLOs and the creation of a CLO triggered the investment manager's obligation to satisfy the U.S. Risk Retention Rules. Thus, any SP CLO that issued securities after the effectiveness of the U.S. Risk Retention Rules (including as a result of "deemed" issuances of securities resulting from refinancing, re-pricings or material amendments) was required to satisfy the U.S. Risk Retention Rules.

However, on February 9, 2018, a three judge panel of the United States Court of Appeals for the District of Columbia Circuit rendered a decision in *The Loan Syndications and Trading Association v. Securities and Exchange Commission and Board of Governors of the Federal Reserve System*, No. 1:16-cv-0065, holding that open market CLO managers are not subject to the requirements of the U.S. Risk Retention Rules (the “DC Circuit Ruling”). Since the Applicable Agencies have not successfully challenged the DC Circuit Ruling and the DC District Court has issued the above described order implementing the DC Circuit Ruling, collateral managers of open market CLOs are no longer required to comply with the U.S. Risk Retention Rules at this time. As such, it is possible that some collateral managers of open market CLOs will decide to dispose of the notes (or cause their majority owned Affiliates to dispose of the notes) constituting the “eligible vertical interest” or “eligible horizontal interest” they were previously required to retain, or decide take other action with respect to such notes that is not otherwise permitted by the U.S. Risk Retention Rules.

In the event that the U.S. Risk Retention Rules are modified to subject collateral managers of open market CLOs to be subject to the requirements of the U.S. Risk Retention Rules, C-MOA or an affiliate would be expected to acquire and hold securities of any CLOs that are subject to the U.S. Risk Retention Rules in order for C-MOA to satisfy such 5% holding requirement.

Further developments, if any, to the U.S. Risk Retention Rules and their impact on the CLO market remain uncertain.

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

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

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

Force Majeure. C-MOA has established a business continuity plan to mitigate the risk of significant disruption to its operations, but natural disasters like hurricanes, floods, earthquakes and weather disturbances sometimes referred to as “acts of God,” or extraordinary events such as war, terrorism or threats of terrorism, civil disorder, labor strikes or disruptions, fire, disease or medical epidemics or outbreaks, may materially impact C-MOA’s ability, or impact the operations of C-MOA’s critical third-party service providers and therefore indirectly impact C-MOA’s ability, to properly manage the CLOs.

The outbreak of any contagious disease with human-to-human airborne or contact propagation effects, such as the 2019 coronavirus (“COVID-19”), that escalates into a regional epidemic or global pandemic has

prompted precautionary government-imposed closures of certain travel and business. It is unknown whether and how global supply chains may be affected if such an epidemic persists for an extended period of time. C-MOA, the CLOs and the investments that the CLOs invest in may incur expenses, delays or interruption of critical business functions relating to such events outside of our control, which could have a material adverse impact on C-MOA's investment advisory business including, but not limited to, the financial conditions or prospects of its investment portfolios and the sourcing of new investment opportunities. Such material adverse impact could, in turn, adversely affect the performance of the CLOs.

Item 9. Disciplinary Information

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

Item 10. Other Financial Industry Activities and Affiliations

EU risk retention rules also have a requirement that an originator entity that holds the EU risk retention must have seasoned a portion of the loans. Accordingly, prior to the closing of the CLO in order to satisfy this regulatory requirement, C-MOA intends to enter into trade confirmations to acquire 5% of the CLO's underlying assets from the market before transferring them to the CLO at the same price it paid for such assets. C-MOA will not transfer them to the CLO if such assets default during the seasoning period.

C-MOA depends on Sound Point to provide shared employees, credit research services and back-office and administrative services pursuant to one or more services agreement. As such, C-MOA will be dependent on one of its affiliates for certain important services, which presents conflict of interest with respect to the devotion of time and resources to C-MOA.

C-MOA is under common control with Sound Point, an SEC-registered investment adviser.

Sound Point provides investment advisory services to privately-offered pooled alternative investment funds, separately managed accounts, registered investment companies and securitized asset pools.

Sound Point is affiliated with the following entities that provide investment advisory and other services to its clients: (i) Sound Point Credit Opportunities GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Credit Opportunities Master Fund, LP, and Sound Point Credit Opportunities Fund, LP; (ii) Sound Point Montauk GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Montauk Fund, LP; (iii) Sound Point Senior GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Senior Floating Rate Master Fund, LP and Sound Point Senior Floating Rate Fund, LP; (iv) Sound Point Beacon GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Beacon Master Fund, LP and Sound Point Senior Beacon Fund, LP; (v) Sound Point CLO GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point CLO Fund, LP, (vi) Sound Point Co-Invest GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services to SP Co-Invest Fund, LLC, (vii) Sound Point Strategic Capital GP, LLC, a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point Strategic Capital Fund, LP, (viii) Sound Point CLO Management GP, LLC a Delaware limited liability company, which serves as general partner, and provides advisory and other services, to Sound Point I Management, LP, (ix) Sound Point Harbor Fund GP LLC (the general partner

of Sound Point Harbor Master Fund LP and Sound Point Harbor Fund LP), (x) Sound Point Distressed Loan Opportunity GP, LLC (the general partner of Sound Point Distressed Loan Opportunity Fund, LP and Sound Point Distressed Loan Opportunity Master Fund I, LP), (xi) Sound Point Discovery Manager, LLC (the general manager of Sound Point Discovery Fund, LLC), and any other general partner entities established from time to time by Sound Point and its affiliates.

Certain Sound Point employees are registered representatives of a third-party limited-purpose broker-dealer, Foreside Fund Services, LLC. Sound Point's limited partners and principal owners are Stephen Ketchum, Dyal Capital Partners II (A), LP and five senior principals of Stone Point Capital LLC.

C-MOA is also under common control with CRE and SPCRE, each of which is registered with the SEC as an Exempt Reporting Adviser. CRE sub-advises one or more real estate investment trusts. Investment assets of CRE clients primarily include commercial mortgage loans and debt where commercial real estate properties serve as the underlying collateral. C-MOA is also affiliated with Sound Point Capital Management UK LLP, which is sub-advised by Sound Point and is authorized by the Financial Conduct Authority.

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

Other Potential Conflicts of Interest

C-MOA and its affiliates and employees may engage in other activities, including providing investment management and advisory services to different CLOs. C-MOA shall not be required to refrain from any activity or to disgorge profits from any such activity.

C-MOA is required to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities to the CLOs and to the Proprietary Account. C-MOA intends to address this conflict through the application of its trade allocation procedures. C-MOA intends to review allocation of investment opportunities and sequencing of transactions to determine whether the CLOs are treated fairly.

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

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

Code of Ethics and Personal Trading

C-MOA has adopted a code of ethics pursuant to Advisers Act Rule 204A-1. C-MOA's code of ethics requires full compliance with all applicable laws and regulations governing the provision of investment management services to its clients. In addition, C-MOA's code of ethics highlights the fiduciary duty that it owes to its clients, including the affirmative duty to act in the best interests of its clients and to make full and fair disclosure of material facts. C-MOA expects each access person to act with integrity, competence, dignity, and in an ethical manner when dealing with the public, the CLOs, investors and prospective investors in the CLOs, service providers and fellow access persons. C-MOA also expects access persons to

adhere to the highest standards with respect to any potential conflict of interest with the CLOs.

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

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

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

Clients may obtain, free of charge, a full copy of C-MOA's code of ethics by contacting us at the following address:

Sound Point CLO C-MOA, LLC
375 Park Avenue, 33rd Floor
New York, NY 10152
Attention: Wendy Ruberti, Chief Compliance Officer
212-895-2288

Participation in Client Transactions

As noted above in Item 10 and further below in Item 12, C-MOA has the ability to engage in, and expects from time to time to engage in, principal transactions. If C-MOA were to engage in principal transaction, this would present a conflict of interest for C-MOA, which C-MOA manages by providing disclosures as required under the Advisers Act and by following its internal procedures with regards to such principal transactions.

A principal transaction under the Advisers Act requires C-MOA to disclose the transaction to clients and obtain consent prior to completing the transaction. Furthermore, conflicts may be disclosed to clients, or investors in clients, in CLO governing documents.

A CLO may also engage in cross trades, either with future C-MOA clients or with C-MOA's affiliates' clients, where investments held by one client are purchased or sold to another client. C-MOA is subject to a conflict of interest in connection with such transactions because cross transactions may benefit C-MOA or its affiliates. To the extent any cross transactions are performed, they shall be conducted consistent with applicable laws and regulations and CLO governing documents.

Item 12. Brokerage Practices

As an investment adviser, C-MOA has a fiduciary obligation to seek to obtain "best execution" of client transactions for the CLOs managed by C-MOA, taking into account the particular circumstances of the

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

When evaluating counterparties for loan transactions, C-MOA will frequently favor the agent/sponsor of a particular transaction where the price is consistent across such counterparties.

Soft Dollars

C-MOA does not currently utilize soft dollars.

Trade Error Policy

C-MOA exercises due care in making and implementing investment decisions on behalf of its clients. If an error occurs, C-MOA seeks to ensure that the best interests of its clients are served when correcting such errors. Errors in the trading process (i.e., placement, execution or settlement) will be considered to be "Trade Errors" under C-MOA's trade error policy. Trade Errors do not include good faith errors in judgment in making investment decisions for clients or matters outside of the placement, execution and settlement of transactions. C-MOA generally will not reimburse CLO for any loss resulting from the Trade Error unless the loss was the result of C-MOA's bad faith, fraud, gross negligence or reckless or intentional misconduct. In addition, C-MOA will not compensate the CLO for lost opportunities associated with Trade Errors. If a Trade Error results in a gain, the gain generally will accrue to the benefit of the affected CLO. Under no circumstances may soft dollars be used to correct errors.

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

Aggregation of Transactions

C-MOA will aggregate trades for the CLOs and the Proprietary Account, unless it believes that doing so would conflict or otherwise be inconsistent with its duty to seek best execution for the CLOs and/or the terms of the respective agreements and understandings relating to the CLOs for which trades are being aggregated. When C-MOA believes that it can effectively obtain best execution for the CLOs by aggregating trades, it will do so for all CLOs for which the trades are both suitable and consistent with the respective investment advisory agreements, investment guidelines, and other agreements and understandings relating to such CLOs, unless prohibited or restricted by law, indenture, or otherwise.

Cross and Principal Transactions

From time to time, C-MOA will cause a CLO to buy or sell securities directly from or to another CLO or vehicle managed by C-MOA or affiliated entity. Such transactions may be effected through the use of an unaffiliated broker-dealer or may be effected directly between the CLOs. C-MOA may effect a cross

transaction or a principal transaction under certain circumstances including, for example, if, as a result of liquidity management, exposure requirements, or other CLOs' specific factors, C-MOA determines to reduce one CLO's exposure to a particular investment and increase another CLO's exposure to that investment. Cross transactions may be considered principal transactions due to the level of ownership interest or control in the CLOs by C-MOA.

With respect to any such transaction (i) the transaction must be effected at a price that is fair to clients on both sides of the trade, (ii) neither C-MOA nor any of its affiliates may receive any compensation for effecting the trade and (iii) the trade must be in the best interests of both buyer and seller. To the extent that a 40 Act Fund is a party to such a transaction, C-MOA will comply with Rule 17a-7 under the Investment Company Act of 1940, as amended. C-MOA may execute cross trades without using a broker-dealer in seeking best execution, thereby not paying a spread for both sides of the trade. C-MOA will obtain broker quotes and/or a third party pricing provider's valuation to determine the cross trade transactions price.

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

Item 13. Review of Accounts

The portfolios of the CLOs are reviewed daily by the portfolio manager(s) responsible for that particular CLO. Reviews may range from supervision by investment professionals of purchases and sales and reviews of client positions and valuations, and reviews by compliance professionals to periodically monitor the adherence of CLOs to investment mandates and compliance requirements. The CLO trustee (unaffiliated with C-MOA) will provide all investor reporting for the CLOs.

Item 14. Client Referrals and Other Compensation

C-MOA does not receive any economic benefit from anyone other than the CLOs as a result of the provision of investment advice or other advisory services to the CLOs.

Item 15. Custody

C-MOA expects that it will not have custody of the assets of the CLOs.

Item 16. Investment Discretion

C-MOA will have discretionary authority over a CLO from the start of the collateral management relationship, however, CMOA's discretionary authority will be restricted by the terms of each CLO as described in its indenture. Generally, C-MOA expects to have and exercise discretionary authority in making, structuring, negotiating, purchasing, financing, securitizing, and eventually divesting investments. Investors in the CLOs will be dependent on the collateral management services provided by C-MOA.

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

Item 17. Proxy Voting

C-MOA generally has proxy voting authority over assets held by CLOs. However, the loans that comprise CLO assets do not typically convey equity voting rights to the holder, however, they may convey the right to the CLO to consent to certain amendments, modifications or waivers of loan obligations. C-MOA's

policy is to vote proxies only where it believes that the vote is likely to have a material positive economic impact (or to avoid a material negative economic impact) on the value of the underlying credit position (taking into account any related hedges) or the short-term trading strategy employed. In addition, C-MOA may elect to not vote a proxy if the cost of voting, or time commitment required to vote a proxy outweighs the expected benefits of voting the proxy.

Item 18. Financial Information

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