

Item 1: Cover Page

# Sycamore Tree CLO Advisors, L.P.

PART 2A OF FORM ADV: FIRM BROCHURE

2101 Cedar Springs Road, Suite 1250  
Dallas, Texas 75201

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This brochure provides information about the qualifications and business practices of Sycamore Tree CLO Advisors, L.P. If you have any questions about the contents of this brochure, please contact Brad Borud, Chief Compliance Officer at (214) 251-8254 or [bborud@sycamorelp.com](mailto:bborud@sycamorelp.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Any reference to Sycamore Tree CLO Advisors, L.P. as a registered investment adviser does not imply a certain level of skill or training.

Additional information about Sycamore Tree CLO Advisors, L.P. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: Material Changes**

This Brochure is Sycamore Tree CLO Advisors, L.P.'s initial Form ADV Part 2A, which has been submitted with our application for registration with the SEC. Sycamore Tree CLO Advisors, L.P. expects to become eligible for registration as an investment adviser with the SEC within 120 days of this initial registration filing, and will submit an updating amendment pursuant to Rule 203A-2(c) prior to that 120 day period expiring. In the future, if this Brochure contains material changes from our last update, we will identify and discuss those changes.

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#### **Item 4: Advisory Business**

##### **Item 4.A.**

Sycamore Tree CLO Advisors, L.P. ("**Sycamore Tree Advisors**"), founded in April 2021, is a Delaware limited partnership with its principal place of business in Dallas, Texas. Sycamore Tree Advisors is owned by Sycamore Tree Capital Partners, L.P.

Upon the effectiveness of its registration, Sycamore Tree Advisors serves as an investment manager and provides investment advisory services on a discretionary basis to a privately offered pooled investment vehicle, Sycamore Tree CLO Fund, LP (the "**Fund**"), a Delaware limited partnership. Sycamore Tree CLO Fund GP, LLC (the "**General Partner**") serves as general partner to the Fund.

##### **Item 4.B.**

Sycamore Tree Advisors will provide investment advisory services to the Fund's portfolio based on the particular investment objectives and strategies described in the Fund's confidential offering memorandum, limited partnership agreement and other governing documents (referred to collectively as "**Offering Documents**"). The Fund's investment objective is to generate positive returns, primarily by investing in (i) the economic equity securities of collateralized loan obligations and (ii) warehouse facilities for such collateralized loan obligations, as well as (iii) economic debt securities of collateralized loan obligations (together (i), (ii) and (iii) "**CLOs**"). The Fund is designed to provide investors with exposure to the equity in future CLOs managed by Sycamore Tree Advisors, such transactions issued as part of the Sycamore Tree Advisors series of CLOs (such CLOs, the "**Sycamore Tree CLOs**"). Sycamore Tree Advisors will serve as collateral manager ("**Collateral Manager**") of the Sycamore Tree CLOs.

##### **Item 4.C.**

Sycamore Tree Advisors' investment management and advisory services to the Fund are provided pursuant to the terms of the Offering Documents and investors in the Funds cannot obtain services tailored to their individual specific needs.

##### **Item 4.D.**

Sycamore Tree Advisors does not participate in a wrap fee program.

##### **Item 4.E.**

As this Brochure has been prepared and submitted in connection with Sycamore Tree Advisors' initial registration as a registered investment adviser with the SEC, Sycamore Tree Advisors does not currently advise any regulatory assets under management.

#### **Item 5: Fees and Compensation**

The information in this Item 5 reflects the terms on which Sycamore Tree Advisors intends to provide investment advice to the Funds.

**Item 5.A.**

The fees and expenses associated with an investment in the Fund are described in detail in the Funds' Offering Documents. Sycamore Tree Advisors may, in its sole discretion, manage other funds with higher or lower fees, different fee structures and different expense payment arrangements than the Fund.

It is anticipated that management fees and performance fees, also referred to as a "carried interest", will generally not be negotiable; however, Sycamore Tree Advisors, in its sole discretion, may waive or modify management or performance fees for certain investors or clients.

Applicable management fees are expected to be paid quarterly in arrears.

Sycamore Tree Advisors or its affiliate is also generally entitled to receive performance-based compensation from clients in the form of a carried interest equal to 20% of distributions of profits in excess of preferred return. The preceding sentence is a simplified explanation. The carried interest distributed to Sycamore Tree Advisors or its affiliate is subject to a potential giveback at the end of life of the Fund in the event that excess cumulative distributions have been received. Please review the distribution terms of the Fund's Offering Documents for full details, which may differ from the above.

**Item 5.B.**

Adviser is authorized to deduct management fees and performance fees, if any, directly from the Fund, and in effect, the investors' capital accounts. Fees are collected at the frequency described in 5.A.

**Item 5.C.***Other Fees and Expenses*

In addition to paying investment management fees and performance-based compensation, the Fund (and, indirectly, the investors therein) will pay such additional expenses as are disclosed in the Funds' applicable Offering Documents. These expenses include, among others: (i) the administrative costs of the Fund, including the fees and expenses paid to the Fund's administrator, accounting, appraisal and valuation, tax, auditing, legal, compliance and regulatory activities, including in connection with filings pertaining to the Fund or its investments (including in relation to blue sky, Foreign Account Tax Compliance Act, Form D, Section 13, Form PF, etc. and comparable non-U.S. filings) and compliance with any foreign law, rule or regulation; (ii) consulting and other professional fees and expenses (including with respect to research, investment banking, deal sourcing, lobbying or any of the other expense categories referenced in this paragraph) and custodial, clearing and transfer agency fees and expenses; (iii) printing and mailing expenses; (iv) organizational expenses, including the organization, management, operation, termination, winding up and dissolution of the Fund and the Fund's trading or special purpose vehicles; (v) the cost of maintaining the existence of the Fund; (vi) the cost of obtaining and maintaining operational, credit or other ratings; (vii) the costs and expenses of products and services relating to research concerning the Fund's investments or potential investments; (viii) fees, costs and expenses incurred in developing, implementing or maintaining computer software and technological systems for the benefit of the Fund and its investments and potential investments; (ix) all investment expenses incurred by the Fund, whether or not any contemplated transaction is consummated and whether or not such activities are successful; (x) investment banking, introduction, finders, asset management and operational fees and expenses, and brokerage commissions; (xi) borrowing charges on securities sold short and hedging costs; (xii) expenses related to the operation of entities formed for investment-related purposes (including insurance and third

party service provider expenses); and (xiii) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process (including any governmental inquiry, investigation or proceeding involving the Fund and its affiliates, including any judgment, fine, other award or settlement entered into in connection therewith).

Sycamore Tree Advisors will bear its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. The Adviser will receive fees and expenses for serving as Collateral Manager for the Sycamore Tree CLOs

Please refer to Item 12 of this Sycamore Tree Advisors brochure for a discussion of Sycamore Tree Advisors' brokerage practices.

***It is important that investors refer to the relevant Offering Documents for a complete understanding of expenses and fees they may pay through an investment in the Fund. The information contained in this Item 5 is a summary only and is qualified in its entirety by such documents.***

**Item 5.D.**

As discussed in Item 5.A., the management fee is generally payable quarterly.

**Item 5.E.**

Not Applicable. Neither Sycamore Tree Advisors nor its supervised persons are compensated for the sale of securities or other investment products.

**Item 6: Performance-Based Fees and Side-by-Side Management**

Sycamore Tree Advisors understands that there exist certain potential conflicts of interest associated with the presence of a performance-based fee. Such a fee may create an incentive for Sycamore Tree Advisors to cause the Fund to make investments that are riskier or more speculative than would be the case if there were no performance-based fee. However, Sycamore Tree Advisors will manage the Fund in accordance with its investment strategy and any restrictions set forth in the Fund's Offering Documents so that investors are aware of the applicable investment strategy, restrictions, and risks. Additionally, Sycamore Tree Advisors has adopted a Code of Ethics that addresses potential conflicts of interests and requires, in any situation where the interests of Sycamore Tree Advisors' clients are at stake, the client should be treated fairly and have priority over the economic interests of employees or Sycamore Tree Advisors. In addition, Sycamore Tree Advisors understands that the provision of advisory services to multiple clients could also create a potential conflict of interest to favor clients to whom higher advisory and performance fees are charged. However, as stated above, Sycamore Tree Advisors will advise each client in accordance with its advisory agreement and governing documents and strives to ensure that all clients are treated fairly and equally.

**Item 7: Types of Clients**

Sycamore Tree Advisors will provide discretionary investment management services to a privately-offered, pooled investment vehicle, as described above in Item 4.B, which is intended for investment by private placement by qualified investors (the "Investors"). The respective minimum initial and subsequent subscription amounts are detailed within the Offering Documents. Sycamore Tree Advisors

may, in its sole discretion, elect to reduce or waive the minimum threshold for subscription amounts with respect to any investor.

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

### **Item 8.A.**

The investment objective is discussed in response to Item 4.B. An investment in the Fund involves significant risks and is suitable only for Investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance that the Fund will achieve its investment objectives. Each prospective Investor should carefully review the Offering Documents and the agreements referred to therein prior to deciding to invest in the Fund.

### **Item 8.B. and Item 8.C.**

The following summary identifies the material risks related to Sycamore Tree Advisors' investment strategy and should be carefully evaluated before making an investment; however, the following does not intend to identify all possible risks of an investment with Sycamore Tree Advisors or provide a full description of the identified risks. Prospective Investors should also carefully review the risks described in the applicable Offering Documents:

#### **General Investment Risks**

*Credit Losses May Exceed Allowances.* The Fund may have credit losses in the future in the normal course of pursuing its asset management and investment objectives, including through CLOs. Estimates and judgments by the Fund with respect to the appropriateness of its respective allowances for credit losses may not be accurate, and the assumptions used by the Fund to make such estimates and judgments may not be accurate. If such credit losses were to exceed the applicable allowance for the same, such credit losses could negatively impact returns on investments as well as the ongoing operations and financial condition of the Fund and/or the CLOs in which it invests.

*Risk Associated with Unspecified Transactions; No Assurance of Investment Return.* Investors will be relying solely on the ability of members of Sycamore Tree Advisors to choose, make and realize investments, and there is no assurance that members of Sycamore Tree Advisors will find a sufficient number of attractive investment opportunities to meet their investment objectives or that the Fund will be able to make investments, recover any amounts contractually owed to them or realize any investments. There can be no assurance that the Fund will be able to generate returns for any Investor or that the returns will be commensurate with the risks of investing in the type of companies and transactions described herein. There may be little or no near-term cash flow available to the Investors, and there can be no assurance that any Investor will receive any distributions on its investments. The Fund and/or the CLOs in which it invests will pay any fees, costs and expenses incurred in developing, investigating, negotiating or structuring any loan or other investment that Sycamore Tree Advisors is considering making but does not actually make. There are no assurances that investments made by the Fund will produce a satisfactory return or any return at all, and it is not reasonable to expect that all of the investments of the Fund will perform well or even return capital. Accordingly, an investment should only be considered by prospective Investors who do not require current income and can afford a loss of their entire investment.

*Default and Recovery Rates.* There are varying sources of statistical default and recovery rate data for loans and other assets and numerous methods for measuring default and recovery rates. The historical performance of loans or other assets is not indicative of future results.

*Uncertain Exit Strategies.* Due to the illiquid nature of many of the investments which the Fund expects to make, no assurance can be given as to what, if any, exit strategies will ultimately be available for any given position. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors. The larger the transaction in which Fund is participating, the more uncertain their exit strategy tends to become.

*No Operating History.* Each of Sycamore Tree Advisors and its affiliates has recently been formed, and therefore has no prior operating history or track record. Accordingly, Sycamore Tree Advisors and its affiliates have no financial histories for potential Investors to consider in making a decision as to whether or not to invest.

*Combination or "Layering" of Multiple Risks May Significantly Increase Risk of Loss.* Although the various risks discussed herein are generally described separately, prospective Investors should consider the potential effects of the interplay of multiple risk factors. Thus, in connection with an investment, prospective Investors should consider that they will be exposed to multiple layers of risk including the business risk of an investment in newly established CLOs and the market generally. When more than one significant risk factor is present, the risk of loss to an Investor may be significantly increased.

*There Is Limited Disclosure About Portfolio Assets.* The Fund and Sycamore Tree Advisors and its affiliates will not be required to provide Investors with financial or other information (which may include material nonpublic information) they receive pursuant to the Fund's investments and related documents. The Fund and Sycamore Tree Advisors and its affiliates also will not be required to disclose to any Investor the contents of any notice they receive pursuant to the Fund's investments or related documents. In particular, the Fund and Sycamore Tree Advisors and its affiliates will not have any obligation to keep any Investor informed as to matters arising in relation to any investment. The Offering Documents limit the rights of Investors to inspect the records relating to the Fund and Sycamore Tree Advisors and its affiliates or any of the portfolio assets, and Sycamore Tree Advisors and its affiliates are not obligated by the Offering Documents to disclose any further information or evidence regarding the existence or terms of, or the identity of any underlying obligor on, any underlying asset or any portfolio asset. Furthermore, Sycamore Tree Advisors and its affiliates may demand that any persons requesting such information execute confidentiality agreements in a form satisfactory to the Fund and Sycamore Tree Advisors and its affiliates in their respective sole discretion before being provided with any information.

*Cybersecurity.* Cybersecurity incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. As part of its business, the General Partner, and Sycamore Tree Advisors (and their respective affiliates) process, store and transmits large amounts of electronic information, including information relating to the transactions of the Fund and personally identifiable information of the Investors. Similarly, service providers of Sycamore Tree Advisors and its affiliates may process, store and transmit such information, including the custodian and the administrator. The General Partner, Sycamore Tree Advisors and their respective affiliates do not control the cyber security plans and systems put in place by third party service providers, and such third party service providers may have limited indemnification obligations to the Fund. The Fund could be negatively impacted as a result of such arrangements. Further, although the General Partner, Sycamore Tree Advisors and their affiliates have procedures and systems in place that it believes are reasonably

designed to protect such information and prevent data loss and security breaches, such measures cannot provide absolute security. Their information and technology systems may be vulnerable to damage or interruption from computer viruses or other malicious codes, network failures, computer and telecommunication failures, infiltration by unauthorized persons, and security breaches, government surveillance, usage errors by their respective professionals, defects in design or manufacture, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, typhoons, earthquakes, wars, terrorist attacks and other similar events. If unauthorized parties gain access to such information and technology systems, they may be able to steal, publish, delete or modify private and sensitive information, including nonpublic personal information related to Investors (and their beneficial owners) and material nonpublic information. Measures designed to manage risks relating to these types of events cannot provide absolute security and could prove to be inadequate and, if compromised, could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. The techniques used to obtain unauthorized access to data, disable or degrade service or sabotage systems change frequently and may be difficult to detect for long periods of time. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, the General Partner, or Sycamore Tree Advisors, as applicable, may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Fund or Sycamore Tree Advisors and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Investors (and the beneficial owners of Investors), material nonpublic information and intellectual property and trade secrets and other sensitive information in the possession of the Fund, General Partner, Sycamore Tree Advisors and/or their affiliates. A cybersecurity incident could have numerous material adverse effects, including on the operations, liquidity and financial condition of Sycamore Tree Advisors and its affiliates. A breach of the information systems of the General Partner or Sycamore Tree Advisors (or any of their affiliates) may cause information relating to the transactions of Sycamore Tree Advisors and its affiliates and personally identifiable information of the Investors to be lost or improperly accessed, used or disclosed. Cyber threats and/or incidents could cause financial costs from the theft of portfolio assets (including proprietary information and intellectual property) as well as numerous unforeseen costs including, but not limited to: litigation costs, preventative and protective costs, remediation costs and costs associated with reputational damage, any one of which could be materially adverse to Sycamore Tree Advisors and its affiliates. Such a failure could harm the reputation of the Fund, General Partner, Sycamore Tree Advisors and/or their affiliates, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance. Any of the foregoing events could have a material adverse effect on Sycamore Tree Advisors and its affiliates and the Investors' investments therein.

Service providers are subject to the same electronic information security threats. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Fund and personally identifiable information of the Investors may be lost or improperly accessed, used or disclosed.

In addition to risks to Sycamore Tree Advisors and its affiliates, Investors are advised to ensure communication methods with the administrator, General Partner, Sycamore Tree Advisors, staff and services provider and any of their respective affiliates, any financial advisers or any other parties associated with their investment in the Fund are secure so as to prevent fraudulent change of details or other fraudulent requests and communications from being submitted through, for example, their email accounts.

## **Certain Risks Relating to General Market Conditions**

*Impact of Disease Epidemics.* The U.S. capital markets have experienced extreme volatility and disruption following the global outbreak of a novel strain of coronavirus (also known as “COVID-19”) that began in December 2019. When reviewing the following risk factors, Investors should understand that COVID-19 and the related economic volatility and disruption could magnify any and all of the specific risks described herein.

The recent outbreak of the novel coronavirus in many countries continues to adversely impact global commercial activity and has contributed to significant volatility in financial markets. The global impact of the outbreak has been rapidly evolving, and as cases of the virus have continued to be identified in additional countries, many countries have reacted by instituting quarantines, restrictions on travel, bans on public events, bans on public gatherings, closures of a variety of venues (e.g., restaurants, concert halls, museums, theaters, schools and stadiums, non-essential stores, malls and other entertainment facilities) or shelter-in-place orders. The U.S. federal government and U.S. state governments are continuing to implement a variety of actions to mobilize efforts to mitigate the ongoing and expected impact. Such actions are creating disruption in global supply chains, and adversely impacting a number of industries, such as transportation, hospitality and entertainment. The outbreak could have a continued adverse impact on economic and market conditions and trigger a period of global economic slowdown. The rapid development of this situation precludes any prediction as to the ultimate adverse impact of the novel coronavirus. There are no comparable recent events in the United States which provide guidance as to the effect of the spread of COVID-19 and a potential pandemic on the business, financial condition and results of operations of Sycamore Tree Advisors and its affiliates. There is substantial uncertainty of COVID-19’s potential effect on the Fund, the value of portfolio assets, the ability of Sycamore Tree Advisors to source new CLOs and the ability of the CLOs in which the Fund invests to source new underlying assets. COVID-19 could have a material adverse impact on the underlying obligors, particularly those underlying obligors that were already highly leveraged or distressed prior to such economic downturn, and their ability to make principal and interest payments on, or refinance, outstanding debt when due. Failure to meet any such financial obligations could result in the underlying obligors being subject to margin calls or being required to repay indebtedness or other financial obligations immediately in whole or in part, together with any attendant costs, and the underlying obligors could be forced to sell some of its assets to fund such costs. In the event of any such consequences, the underlying assets related to such underlying obligors could experience payment defaults and/or ratings downgrades, both of which would materially adversely affect the CLOs in which the Fund invests. Ratings downgrades and payment defaults on underlying assets could result in the occurrence of a default or amortization of payments to senior debtholders in one or more CLOs in which the Fund invests. Any default could lead to a liquidation of underlying assets by the CLO, which could lead to a total loss of the investment by the Fund if proceeds of such liquidation are insufficient to satisfy senior debtholders. Additionally, any amortization of payments would restrict the cash flow to the Fund, which would have a material adverse effect on cash available to distribute to Investors. No previous success by any affiliate of Sycamore Tree Advisors in dislocated markets is any guarantee of Sycamore Tree Advisors’ success in respect of investing and managing any CLO or other investment during and post- the COVID-19 pandemic.

*General Economic Conditions.* The global economy has been affected by a crisis in the capital markets and continues to experience general economic challenges and, in certain countries, a recession. Among the sectors of the global credit markets that experienced particular difficulty are the collateralized loan obligation and the leveraged loan markets, each of which was severely impacted by the economic conditions during the last recession and experienced limited liquidity and substantial volatility. There exist significant risks for the Fund and Investors as a result of these economic conditions. These risks include,

among others, (i) the likelihood that the Fund, or the CLOs in which the Fund invests, will find it more difficult to sell assets in the secondary market, thus rendering it more difficult to dispose of such assets, (ii) the possibility that the price at which assets can be sold by the Fund or any CLO in which the Fund invests will have deteriorated from their effective purchase price and (iii) the illiquidity of an investment, as there is currently little or no secondary trading in securities issued in connection with limited partnership interests similar to an investment in the Fund. These risks may increase the volatility of the portfolio assets and investments and may affect the returns on investments to Investors and the ability of Investors to realize their investment in the Fund.

The liquidity crisis also severely affected the primary market for leveraged loans and debt securities. Compared to historical norms, the volume of new leveraged loans and debt securities in the past several years has been low. A lack of new loans may make it more difficult for the CLOs in which the Fund invests to acquire investments appropriate for their respective portfolios, and periods of high demand for leveraged loans by investors may result in such CLOs paying higher prices to acquire their portfolios, leading to reduced yields on the portfolio assets.

The credit crisis had a negative impact on the economic conditions in a number of jurisdictions. Any further slowdown in growth or commencement or continuation of a recession in such economies will continue to have an adverse effect on the ability of consumers and businesses to repay or refinance their existing debt. Further adverse macroeconomic conditions may adversely affect the rating, performance and realization value of the underlying portfolio assets and, therefore, may have an adverse effect on the value of an investment in the Fund.

Several nations, particularly within the European Union, continue to suffer from significant economic distress. There can be no assurance as to the resolution of the economic problems in those countries, or as to whether such problems will further spread to other countries or otherwise negatively affect economies or markets. In addition, the bankruptcy, insolvency or financial distress of one or more financial institutions, or one or more sovereigns, may trigger additional crises in the global credit markets and overall economy which could have a significant adverse effect on the Fund and investments. In addition, the underlying obligors of CLOs in which the Fund invests may be organized in, or otherwise domiciled in, certain countries or other that are suffering economic distress, and the uncertainty and market instability in such countries may increase the likelihood of default by such underlying obligors. In the event of its insolvency, any such underlying obligor, by virtue of being organized in such a jurisdiction or having a substantial percentage of its revenues or assets in such a jurisdiction, may be more likely to be subject to bankruptcy or insolvency proceedings in such jurisdiction at the same time as such jurisdiction is itself potentially unstable.

While it is possible that current conditions may improve for certain sectors of the global economy, there can be no assurance that the collateralized loan obligation or leveraged finance markets will recover at the same time or to the same degree as such other recovering sectors.

*United Kingdom's Withdrawal from the European Union.* The U.K. withdrew from the EU and the EEA on 31 January 2020.

Following withdrawal from the EU, the U.K. entered into a transition period, during which period EU law continued to apply in the U.K. New EU legislation that took effect before the end of the transition period also applies in the UK. The transition period ended on 31 December 2020. On 30 December 2020, the EU and U.K. signed an agreement on the terms governing certain aspects of the EU's and the U.K.'s relationship following the end of the transition period, the EU-UK Trade and Cooperation Agreement (the

“TCA”), which is currently in the process of being ratified by the EU’s and U.K.’s respective parliaments. Notwithstanding the TCA, following the transition period, there is likely to be considerable uncertainty as to the U.K.’s post-transition framework, and in particular as to the arrangements which will apply to the U.K.’s relationships with the EU and with other countries, which is likely to continue to develop following 31 December 2020. This uncertainty may, at any stage, adversely affect the Fund and its investments and/or Sycamore Tree Advisors and staff and services provider. There may be detrimental implications for the value of the Fund’s investments and/or its ability to implement its investment program. This may be due to, among other things:

- (ii) increased uncertainty and volatility in U.K., EU and other financial markets;
- (iii) fluctuations in asset values;
- (iv) fluctuations in exchange rates;
- (v) increased illiquidity of investments located, listed or traded within the U.K., the EU or elsewhere;
- (vi) changes in the willingness or ability of financial and other counterparties to enter into transactions, or the price at which and terms on which they are prepared to transact; and/or
- (vii) changes in legal and regulatory regimes to which the Fund, Sycamore Tree Advisors, staff and services provider certain of the Fund’s assets and/or service providers are or become subject.

The U.K.’s departure from the EU has created a degree of political uncertainty, as well as uncertainty in monetary and fiscal policy, which is expected to continue following the end of the transition period. It may have a destabilizing effect on some of the remaining members of the EU, the effects of which may be felt particularly acutely by Member States within the Eurozone.

The withdrawal of the U.K. from the EU could have a material impact on the U.K.’s economy and its future growth, impacting adversely the Fund’s investments in the U.K. It could also result in prolonged uncertainty regarding aspects of the U.K. economy and damage customers’ and investors’ confidence. Any of these events could have a material adverse effect on the Fund (and consequently Sycamore Tree Advisors and staff and services provider).

*Historically Low Interest Rate Environment.* Interest rates in the United States and many other countries are at, or near, historic lows, which may increase the exposure of the Fund or the CLOs in which it invests to risks associated with rising interest rates. Moreover, interest rate levels are currently impacted by extraordinary monetary policy initiatives the effect of which is impossible to predict with certainty. Any increase in interest rates could have a material adverse effect on the Fund or the CLOs in which it invests.

*Spread Widening Risks.* For reasons not necessarily attributable to any of the risks set forth herein (for example, supply/demand imbalances or other market forces), the prices of the debt instruments and other securities held by the Fund or the CLOs in which it invests may decline substantially. In particular, purchasing debt instruments or other assets at what may appear to be “undervalued” or “discounted” levels is no guarantee that these assets will not be trading at even lower 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. Additionally, the perceived discount in pricing from previous environments described herein may still not reflect the true value of the assets underlying debt instrument investments of the Fund or the CLOs in which it invests.

*Liquidity of Markets.* At times, certain sectors of the fixed-income markets may experience significant declines in liquidity. While such events may sometimes be attributable to changes in interest rates or other factors, the cause is not always apparent. During such periods of market illiquidity, the Fund or the CLOs in which it invests may not be able to sell the assets in their respective portfolios or may only be able

to do so at unfavorable prices. Such “liquidity risk” could adversely impact the value of the portfolio of the Fund or the CLOs in which it invests and may be difficult or impossible to hedge against.

*Systemic Risk.* Credit risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a “systemic risk” (which may be exacerbated by COVID-19) and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Fund or the CLOs in which it invests will interact on a daily basis.

### **Certain Risks Relating to CLO securities**

*CLO securities are Limited Recourse Obligations.* CLO securities are limited-recourse obligations of the CLO issuer thereof payable solely from the underlying assets of such CLO or proceeds thereof. If distributions on collateral are insufficient to pay required fees and expenses, to make payments on CLO securities or to pay dividends or other distributions, all in accordance with the applicable priority of payments, no other assets of the CLO issuer or any other person will be available for the payment of the deficiency. Once all proceeds of the collateral have been applied, no funds will be available for payment or distributions on the CLO securities. Therefore, whether holders of the CLO securities receive repayment or a return thereon will depend upon the aggregate amount of payments and other distributions paid on the CLO securities prior to any final redemption date and the amount of available funds on the final redemption date available for distribution to holders.

*Distributions on CLO securities will be Affected by Yield, Maturity, Distributions and Other Performance Considerations.* The amount of distributions on any CLO securities will be affected by, among other things, the timing of purchases of loans, rates of repayment of or distributions on the underlying assets, the timing of reinvestment in substitute underlying assets and the interest rates available at the time of reinvestment. The longer the period of time before reinvestment of cash in underlying assets, the greater the adverse impact may be on the aggregate interest collected, thereby lowering yields and otherwise affecting performance of the CLO securities. The amount of distributions on CLO securities may also be affected by rates of delinquencies and defaults on and liquidations of the underlying assets, sales of the underlying assets and purchases of underlying assets having different payment characteristics. The yield and other measures of performance may be adversely affected to the extent that the CLO issuer incurs any significant unexpected expenses.

*CLO Investments Involve Complex Documentation and Accounting Considerations.* CLOs and other structured finance securities in which we have invested and expect to invest are often governed by a complex series of legal documents and contracts. As a result, the risk of dispute over interpretation or enforceability of the documentation may be higher relative to other types of investments. For example, some documents governing the loans underlying our CLO investments may allow for “priming transactions,” in connection with which majority lenders or debtors can amend loan documents to the detriment of other lenders, amend loan documents in order to move collateral, or amend documents in order to facilitate capital outflow to other parties/subsidiaries in a capital structure, any of which may adversely affect the rights and security priority of the CLOs in which we are invested.

*The Modeled Cash Flow Predictions and Assumptions Used to Calculate the expected Internal Rate of Return of CLO Securities May Prove to be Inaccurate and Require Adjustment.* Sycamore Tree Advisors expects to utilize certain investment modeling software to model expected cash flows on the CLO securities in Sycamore Tree CLOs. These modeled cash flows are then used to calculate the expected

internal rate of return of each such CLO security, under certain specified assumptions, including annual default rates, recovery rates, prepayment rates and reinvestment prices and spreads, as well as their timing and duration, which in certain instances may be several years or as long as the stated maturity of the investment. These modeled cash flows and assumptions may prove to be inaccurate and require adjustment. Factors affecting the accuracy of such modeled cash flow predictions include: (i) uncertainty in predicting future market values of certain loans (including defaulted securities and “excess CCC rated” securities) utilized in determining overcollateralization or similar ratios, (ii) the inability to accurately model trading gains/losses or cash holding levels, (iii) the inability to predict future regulatory changes in the leveraged finance and securitization space, which may affect, among other things, the availability of loans and their eligibility for acquisition by the CLO issuers, and/or (iv) the divergence over the period covered by the model of assumed variables from realized levels, including reinvestment spreads/prices, the timing and severity of defaults and downgrades, recovery rates, prepayment levels and LIBOR (or the relevant replacement index applicable to a CLO or loan) and foreign exchange volatility. In addition, the underlying CLO trustee reports used to assemble applicable investment data for the cash flow models are subject to data entry and other human errors, which may not be immediately discovered, if at all, in the course of the Fund’s investment portfolio updates and valuation procedures.

*Investors Will Not Have Any Control Rights over the Collateral Management Activities of Sycamore Tree Advisors in CLOs.* Sycamore Tree Advisors, in its capacity as collateral manager of a CLO, will have the discretion to make collateral management decisions for such CLO, including with respect to asset selection, disposition and amendments of the underlying assets. In exercising such discretion, Sycamore Tree Advisors will be responsible to act solely in the best interests of the CLO issuer, not the Fund or any Investor. Any amendment, waiver or modification of an investment could postpone the receipt of payments in respect of such investment and/or reduce distributions to Investors. The Investors will have no right to compel Sycamore Tree Advisors in its role as collateral manager to take or refrain from taking any actions or decisions, and the actions or decisions taken by Sycamore Tree Advisors as collateral manager may expose the Investors to losses on their investment.

### **Certain Risks Relating to CLOs and Underlying Assets in CLOs**

When evaluating information relating to the CLOs and underlying assets in CLOs, Investors should take into consideration the impact of COVID-19 generally, as well as the preparation dates for related historical financial information and credit estimates. In particular, Investors should assume that there may be a time lag with respect to reporting items for all or a substantial portion of the underlying assets which may mask a deterioration of the financial health of the related obligors. In particular, these most recently received reporting items may not reflect the impact of COVID-19 and/or other stresses of the current economic environment, which impacts may be materially negative.

*Lower-Rated Loans May be Regarded as Predominantly Speculative.* CLO securities acquired by Sycamore Tree Advisors will be in CLOs where the assets include loans or interests therein that may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such loans or interests may not be protected by financial covenants or limitations upon additional indebtedness, and there may be no minimum credit rating for such loans or interests therein. Other factors may materially and adversely affect the market price and yield of such loans or interests therein, including investor demand, changes in the financial condition of the underlying obligor, government fiscal policy and domestic or worldwide economic conditions. Certain of the loans or interests therein underlying CLOs in which Sycamore Tree Advisors will acquire CLO securities may be unrated, and whether or not rated, the loans may have speculative characteristics. The underlying obligors (including sovereign issuers) of such loans or interests therein may

face significant ongoing uncertainties and exposure to adverse conditions (including COVID-19) that may undermine the underlying obligors' ability to make timely payment of interest and principal. Such loans or interests are regarded as predominantly speculative with respect to the underlying obligors' 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 these loans or interests and may have an adverse impact on the value of such loans or interests. It also is likely that any such economic downturn could adversely affect the ability of the underlying obligors of such loans or interests to repay principal and pay interest thereon and increase the incidence of default for such loans or interests. In addition, the Fund may incur additional expenses to the extent they are required to seek recovery upon a default or participate in the restructuring of such loans or interests.

*Special Risks of Loans.* The special risks associated with loans or interests therein included in the CLOs the Fund will invest include: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) environmental liabilities that may arise with respect to collateral securing the obligations; (iii) adverse consequences resulting from participating in such instruments with other institutions with lower credit quality; (iv) limitations on the ability of the holders of participations to directly enforce their rights with respect thereto; and (v) generation of income that is subject to U.S. federal income taxation as income effectively connected with a U.S. trade or business. Successful claims by third parties arising from these and other risks, absent bad faith, may be borne by the Fund and have an adverse effect on investments.

*Below Investment-Grade Loans Involve Particular Risks.* The loans or interests therein included in the CLOs the Fund will invest will consist primarily of non-investment grade loans or interests in non-investment grade loans, which are subject to liquidity, market value, credit, interest rate, reinvestment and certain other risks. It is anticipated that such loans or interests therein generally will be subject to greater risks than investment grade corporate obligations.

These risks could be exacerbated by COVID-19 and to the extent that any portfolio is concentrated in one or more particular types of loans. While a limited amount of concentration of certain loans with respect to any particular underlying obligor, region or industry may exist at the time a particular investment in CLO securities is made, redemptions of loans and the disposition of loans and any subsequent reinvestment in other loans may result in a greater concentration in any one underlying obligor, region or industry, and such concentration could subject the related CLO Security to a greater degree of risk with respect to collateral defaults by such underlying obligor and economic downturns relating to such industry or region.

Any reinvestment by a CLO issuer with amounts from the redemption or disposition of loans would also expose such CLO issuer to the market conditions prevailing at the time of such sale and reinvestment and could result in adverse changes in the characteristics and quality of the CLO's portfolio and, as a result, have an adverse effect on the portfolio assets. Prices of loans may be volatile and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including the ongoing impact of COVID-19, changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry, and the financial condition of the underlying obligors of the underlying assets. The current uncertainty affecting the United States economy and the economies of other countries in which underlying obligors of loans are domiciled or conduct operations, and the possibility of increased volatility in financial markets, could adversely affect the value and performance of the portfolio assets.

Underlying obligors of below investment-grade assets may be highly leveraged and may not have available to them more traditional methods of financing. During an economic downturn, a sustained period of rising interest rates, or a period of fluctuating exchange rates (in respect of those underlying obligors located or operating in non-U.S. countries), such underlying obligors may be more likely to experience financial stress and may be unable to meet their debt obligations due to the underlying obligors' inability to meet specific projected business forecasts or the unavailability of financing. All risks associated with a CLO issuer's investments in such assets will be borne by the Fund as holder of the CLO securities.

Most of the loans or interests therein included in the CLOs the Fund will invest will have only a limited trading market. The illiquidity of such loans may restrict the CLO issuer's ability to dispose of such loans in a timely fashion and for a fair price as well as its ability to take advantage of market opportunities. In particular, the market for non-investment grade loans has experienced periods of severe price volatility and reduced liquidity. Additionally, loans and interests in loans have significant liquidity and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities. In addition, historically the trading volume in the loan market has been small relative to the high-yield debt securities market.

*Leveraged Loans Have Historically Experienced Greater Default Rates.* A non-investment grade loan or an interest in a non-investment grade loan is generally considered speculative in nature and may become a defaulted asset for a variety of reasons. Upon any loan becoming a defaulted asset, such defaulted asset may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted asset. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted asset. The liquidity for defaulted assets may be limited, and to the extent that defaulted assets are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon.

*Covenant-Lite Loans.* A significant portion of the underlying assets included in the CLOs the Fund will invest may be composed of loans that are considered "covenant-lite." Generally, such loans either do not require the borrower to maintain debt service or other financial ratios or do not contain common restrictions on the ability of the borrower to change significantly its operations or to enter into other significant transactions that could affect its ability to repay such loans. As a result, the CLO issuer's exposure to losses may be increased, which could result in an adverse impact on the CLO issuer's ability to repay the CLO securities. In addition, in the current economic environment, the market prices of such covenant-lite loans may be depressed.

*Unsecured Loans.* The CLOs in which the Fund invests may include unsecured loans. Unsecured loans are unsecured obligations of the applicable underlying obligor. Such loans may be subordinated to other obligations of the underlying obligor and generally have greater credit, insolvency and liquidity risk than is typically associated with investment grade obligations and secured obligations. Depending upon market conditions, there may be a very limited market for unsecured loans. Unsecured loans will generally have lower rates of recovery than secured obligations following a default. Also, in the event of the insolvency of an underlying obligor of any unsecured loan, the holders of such unsecured loan will be considered general, unsecured creditors of the underlying obligor and will have fewer rights than secured creditors of the underlying obligor.

*Second Lien loans.* The underlying assets included in the CLOs the Fund will invest may include second lien loans. Such second lien loans will be secured by a pledge of collateral, which is subordinated (with respect to liquidation preferences with respect to pledged collateral) to other secured obligations of the underlying obligors secured by all or a portion of the collateral securing such secured loan. Second lien loans are typically subject to intercreditor arrangements, the provisions of which may prohibit or restrict the ability of the holder of a second lien loan to (i) exercise remedies against the collateral with respect to their second liens; (ii) challenge any exercise of remedies against the collateral by the first lien lenders with respect to their first liens; (iii) challenge the enforceability or priority of the first liens on the collateral; and/or (iv) exercise certain other secured creditor rights, both before and during a bankruptcy of the underlying obligor. In addition, during a bankruptcy of the underlying obligor, the holder of a second lien loan may be required to give advance consent to (a) any use of cash collateral approved by the first lien creditors; (b) sales of collateral approved by the first lien lenders and the bankruptcy court, so long as the second liens continue to attach to the sale proceeds; and (c) debtor-in-possession financings.

*Adjustments to Terms of Underlying Assets.* The terms and conditions of loan agreements and related assignments may be amended, modified or waived only by the agreement of the lenders. Generally, any such agreement must include a majority or a supermajority (measured by outstanding loans or commitments) or, in certain circumstances, a unanimous vote of the lenders. Consequently, the terms and conditions of the payment obligation arising from loan agreements relating to underlying assets in which the Fund or its CLOs invest could be modified, amended or waived in a manner contrary to the preferences of the Fund if a sufficient number of the other lenders concurred with such modification, amendment or waiver. There can be no assurance that any underlying obligor will maintain the obligations arising from a loan agreement and/or the terms and conditions to which Sycamore Tree Advisors originally agreed. Because the Fund and/or CLOs in which it invests may invest through participation interests, it is possible that the Fund and/or CLOs in which it invests may not be entitled to vote on any such adjustment of terms of such agreements.

The exercise of remedies may also be subject to the vote of a specified percentage of the lenders thereunder. Sycamore Tree Advisors and/or underlying CLOs will have the authority to consent to certain amendments, waivers or modifications to the loan agreements requested by underlying obligors or the lead agents for loan syndication agreements. Sycamore Tree Advisors and/or underlying CLOs may extend or defer the maturity, adjust the outstanding balance of any investment, reduce or forgive interest or fees, release material collateral or guarantees, or otherwise amend, modify or waive the terms of any related loan agreement, including the payment terms thereunder. Any amendment, waiver or modification of an investment could adversely impact the investment returns on an investment in the Fund.

*Investments in Distressed Securities and Restructurings.* Sycamore Tree Advisors may make, or may cause a Sycamore Tree CLO to make, investments, in restructurings or otherwise, that involve underlying obligors that are experiencing, or are expected to experience, severe financial difficulties. These financial difficulties may never be overcome and may lead to uncertain outcomes, including causing such underlying obligor to become subject to bankruptcy proceedings. There are a number of significant risks inherent in the bankruptcy process.

*Creditors' Rights.* Certain of the portfolio assets and the collateral underlying those portfolio assets will be subject to various laws for the protection of creditors in the jurisdictions of the investments concerned. Sycamore Tree Advisors or any CLO issuer, as a creditor, may experience less favorable treatment under different insolvency regimes than those that apply in the United States, including in cases where Sycamore Tree Advisors or a CLO issuer seeks to enforce any security it may hold as a creditor.

*Lender Liability and Equitable Subordination.* In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed “**lender liability**”). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to a borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. Because of the nature of certain of the potential portfolio assets, the Fund could be subject to allegations of lender liability.

In addition, under common law principles that in some cases form the basis for lender liability claims, if a lender or bondholder (i) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower; (ii) engages in other inequitable conduct to the detriment of such other creditors; (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors; or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors, a remedy called “equitable subordination.” Sycamore Tree Advisors and its affiliates do not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine. However, because of the nature of certain of the portfolio assets, Sycamore Tree Advisors and its affiliates may be subject to claims from creditors of an obligor that debt obligations which are held by the Fund should be equitably subordinated.

The preceding discussion regarding lender liability is based upon principles of U.S. federal and state laws. With respect to portfolio assets outside the United States, the laws of certain non-U.S. jurisdictions may also impose liability upon lenders or bondholders under factual circumstances similar to or different from those described above, with consequences that may or may not be analogous to those described above under U.S. federal and state laws.

*Financial Product Risks.* All investments in loans or interests therein (directly or indirectly through investments in CLOs) risk the loss of the entire amount of capital invested. The investments made by the Fund may utilize techniques such as leverage, margin transactions, short sales, swaps, options on securities and forward contracts, which practices may, in certain circumstances, increase the adverse impact to which such loan investments are subject.

*Risks Associated with the Acquisition of Portfolios.* The Fund may seek to purchase entire portfolios or substantial portions of portfolios from market participants in need of liquidity or suffering from adverse valuations. The Fund may be required to bid on such portfolios in a very short time frame and may not be able to perform normal due diligence on the portfolio. Such a portfolio may contain instruments or complex arrangements of multiple instruments that are difficult to understand or evaluate. Such a portfolio may suffer further deterioration after purchase and before it is possible to ameliorate such risk. As a consequence, there is substantial risk that the Fund will not be able to adequately evaluate particular risks or that market movements or other adverse developments and will incur substantial losses on such portfolio acquisitions.

*Risks Associated with the Loan Repayments as a Source of the Fund’s Income.* The income of the Fund may be derived (on an indirect basis) largely from principal repayments on loans or interests therein. A wide range of factors may adversely affect an underlying obligor’s willingness and ability to make such principal repayments, including adverse changes in the financial condition of such underlying obligor or the industries or regions in which it operates; the underlying obligor’s exposure to counterparty risk; systemic

risk in the financial system and settlement; changes in law or taxation; changes in applicable law or other policies; natural disasters; terrorism; social unrest, civil disturbances; or general economic conditions.

*Loan Assignment and Participations Risk.* The Fund, or any CLO in which it holds an interest, may acquire interests in loans either directly (by way of assignment) or indirectly (by way of participation). The purchaser by an assignment of a loan obligation typically succeeds to all the rights and obligations of the selling institution (the “**Selling Institution**”) and becomes a lender under the loan or credit agreement with respect to the debt obligation. In contrast, participations (“**Participations**”) acquired in a portion of a debt obligation held by a Selling Institution typically result in a contractual relationship only with such Selling Institution, not with the underlying obligor. The purchaser of a Participation would have the right to receive payments of principal, interest and any fees to which it is entitled under the Participation only from the Selling Institution and only upon receipt by the Selling Institution of such payments from the underlying obligor. The purchaser of a Participation will generally have no right to enforce compliance by the underlying obligor with the terms of the loan or credit agreement or other instrument evidencing such debt obligation, nor any rights of setoff against the underlying obligor, and the purchaser may not directly benefit from the collateral supporting the debt obligation in which it has purchased the Participation. As a result, the purchaser of a Participation would assume the credit risk of both the underlying obligor and the Selling Institution. In the event of the insolvency of the Selling Institution, the purchaser of a Participation will be treated as a general creditor of the Selling Institution in respect of the Participation and may not benefit from any set-off between the Selling Institution and the underlying obligor.

In addition, a Participation in a debt obligation may not have the right to vote to waive enforcement of any default by an underlying obligor. Selling Institutions commonly reserve the right to administer the debt obligations sold by them as they see fit and to amend the documentation evidencing such debt obligations in all respects. However, most participation agreements with respect to bank loans provide that the Selling Institution may not vote in favor of any amendment, modification or waiver that (i) forgives principal, interest or fees; (ii) reduces principal, interest or fees that are payable; (iii) postpones any payment of principal (whether a scheduled payment or a mandatory prepayment), interest or fees; or (iv) releases any material guarantee or security, in each case without the consent of the participant (at least to the extent the participant would be affected by any such amendment, modification or waiver). A Selling Institution voting in connection with a potential waiver of a default by an underlying obligor may have interests different from those of the purchaser of a Participation, and the Selling Institution might not consider the interests of the purchaser of a Participation in connection with its vote. In addition, many participation agreements with respect to bank loans that provide voting rights to the participant further provide that, if the participant does not vote in favor of amendments, modifications or waivers, the Selling Institution may repurchase such Participation at par.

Purchasers of loans are predominately commercial banks, investment funds and investment banks. As secondary market trading volumes increase, new loans frequently contain standardized documentation to facilitate loan trading that may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because holders of such loans are offered confidential information relating to the underlying obligor, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not purchased or sold as easily as publicly traded securities are purchased or sold.

*The Underlying Assets of the CLOs may be Transferred for No Cash Consideration.* Sycamore Tree Advisors, in its capacity as collateral manager of Sycamore Tree CLOs may (in its sole discretion) decide, from time to time, to cause one CLO or other financing transaction to which the Fund has exposure to transfer loans

or other assets to, or acquire loans or other assets from, another or new CLO or financing transaction to which the Fund has exposure are owned or are intended to be acquired, or a CLO managed by any member of Sycamore Tree Group (each a “**Finance Transfer**”). Such Finance Transfers may be accomplished in a multitude of ways and in a number of different contexts, including to facilitate the issuance of a new CLO or other financing transaction (e.g., the redemption, refinancing or replacement of an existing CLO or financing transaction with a new CLO or financing transaction). Such transactions will be subject to any applicable requirements of the U.S. Investment Advisers Act of 1940, as amended from time to time, or any successor statute thereto (the “**Advisers Act**”).

For a variety of reasons, including administrative convenience, Sycamore Tree Advisors in its capacity as collateral manager of Sycamore Tree CLOs may (in its sole discretion) decide, from time to time, based on factors it deems relevant at the time, to effect these Finance Transfers for little or no payment of cash consideration, as transfers “in kind,” as transfers for contributed consideration (or any combination or permutation thereof) and/or in a multitude of ways depending upon the context. For example, some loans may be transferred directly from one or more entities or parties to such Finance Transfers, thereby bypassing one or more intermediate steps or transfers that would technically or otherwise be required. In many cases, such Finance Transfers will be effected through the payment or receipt of “in kind” consideration (e.g., the purchase price of the loans transferred is offset or credited against the purchase price of the CLO securities acquired). In certain other cases, any cash payment amounts owed to or among the various entities and CLOs and other financing transactions involved in the transaction will be netted against each other so as to eliminate or offset some or all of the need for sending full cash payments back and forth among such entities or parties. In addition, in certain instances such transfers may be effected through the means of a participation or master participation interest in such loan or portfolio of loans, which interest may be required to be elevated to a full assignment within a specified period of time and expose one or more of the selling parties to the requirement to repurchase or indemnify the buying parties for losses in connection with such failure. In the case of any or all of such Finance Transfers, it may be the case that loans or assets are transferred or acquired between and among the entities or parties to such transaction for a cash purchase price that may be more or less than the fair market value of such loans, with the difference in price being documented as, or deemed to be, a capital contribution, cash capital contribution, deemed dividend or any other form of equity capitalization, as applicable. Each of such methods of transferring or acquiring loans could expose investors to further risk of loss in connection with these Finance Transfers. Such transactions will be subject to any applicable requirements of the Advisers Act.

The exact payment, transfer or acquisition method employed in any Finance Transfer will vary from transaction to transaction and will likely not be explicitly disclosed directly to any Investor with respect to any particular transaction.

*Loans to Private or Middle Market Companies.* The underlying assets of certain of the CLOs in which the Fund will invest may include loans to private and middle market companies. Such loans involve a number of particular risks that may not exist in the case of large public companies, including: (i) these companies may have limited financial resources and limited access to additional financing, which may increase the risk of their defaulting on their obligations, leaving creditors dependent on any guarantees or collateral they may have obtained; (ii) these companies frequently have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors’ actions and market conditions, as well as general economic downturns; (iii) there may not be as much information publicly available about these companies as would be available for public companies, and such information may not be of the same quality; and (iv) these companies are more likely to depend on the management talents and efforts of a small group of persons and, as a result, the death,

disability, resignation or termination of one or more of these persons could materially and adversely affect these companies' ability to meet their obligations. Such risks may materially increase the risk of loss to the Fund with respect to such investments.

*Fraud Risk.* Of concern in investments in loans is the possibility of material misrepresentation or omission on the part of the underlying obligor. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of a CLO to perfect or effectuate a lien on any collateral securing the loan. The Fund and the CLOs in which it invests will rely upon the accuracy and completeness of representations made by the underlying obligors, without any or with limited diligence or investigation on their part. Under certain circumstances, payments to the Fund and the CLOs in which it invests may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

*Perfection and Security Risk.* The collateral and security arrangements in relation to secured loans and other secured obligations held by the Fund and the CLOs in which the Fund invests (and the security arrangements relating to the underlying assets of CLOs) will be subject to such security or collateral having been correctly created and perfected and any applicable legal or regulatory requirements which may restrict the giving of collateral or security by an underlying obligor, such as, for example, thin capitalization, overindebtedness, financial assistance and corporate benefit requirements. If such secured loans or other secured obligations do not benefit from the expected collateral or security arrangements, this may adversely affect the value of, or in the event of a default, the recovery of principal or interest from, such secured loans or obligations. Accordingly, any such failure properly to create or perfect collateral and security interests in the underlying assets may have an adverse effect on the Fund and the CLOs in which it invests.

*Prepayment Risk.* Underlying assets of a CLO may be prepaid more quickly than expected. The frequency at which prepayments (including voluntary prepayments by obligors and accelerations due to defaults) occur on loans will be affected by a variety of factors, including the prevailing level of interest rates and spreads, as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed-rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many fixed-rate obligations will be discount instruments when interest rates and/or spreads are high, and will be premium instruments when interest rates and/or spreads are low, such debt instruments and asset-backed instruments may be adversely affected by changes in prepayments in any interest rate environment.

The adverse effects of prepayments may impact the portfolio assets in at least two ways. *First*, particular investments may experience outright losses, as in the case of an interest-only instrument in an environment of faster actual or anticipated prepayments. *Second*, particular investments may underperform relative to hedges for these investments, resulting in a loss to the overall asset portfolio. In particular, prepayments (at par) may limit the potential upside of many instruments to their principal or par amounts, whereas their corresponding hedges often have the potential for unlimited loss.

*Bankruptcy Risk.* In the event of a bankruptcy or insolvency of an underlying obligor, a court or other governmental entity may determine that the claims of the Fund or the CLOs in which it invests are not valid or not entitled to the treatment that was expected when the related loan asset was acquired.

Various laws enacted for the protection of debtors may apply to the underlying assets owned by the Fund or the CLOs in which it invests. The information in this and the following paragraph represents a brief summary of certain points only, is not intended to be an extensive summary of the relevant issues and is applicable with respect to underlying obligors in the U.S. The following is not intended to be a summary of all relevant risks. Avoidance provisions similar to those described below are sometimes available with respect to non-U.S. underlying obligors, but there is no assurance that this will be the case, which may result in a much greater risk of partial or total loss of value in that underlying asset.

If a court in a lawsuit brought by an unpaid creditor or representative of creditors of an underlying obligor, such as a trustee in bankruptcy, were to find that such underlying obligor did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting such underlying assets and, after giving effect to such indebtedness, the underlying obligor (i) was insolvent; (ii) was engaged in a business for which the remaining assets of such underlying obligor constituted unreasonably small capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could decide to invalidate, in whole or in part, the indebtedness constituting the underlying assets as a fraudulent conveyance, to subordinate such indebtedness to existing or future creditors of the underlying obligor or to recover amounts previously paid by the underlying obligor in satisfaction of such indebtedness. In addition, in the event of the insolvency of an underlying obligor, payments made on such underlying assets could be subject to avoidance as a “preference” if made within a certain period of time (which may be as long as one year under U.S. federal bankruptcy law or even longer under U.S. state laws) before insolvency.

The underlying assets held by the Fund or the CLOs in which it invests may be subject to various laws for the protection of debtors in other jurisdictions, including the jurisdiction of incorporation of the underlying obligor and, if different, the jurisdiction from which it conducts business and in which it holds assets, any of which may adversely affect such underlying obligor’s ability to make, or a creditor’s ability to enforce, payment in full, on a timely basis or at all. These insolvency considerations will differ depending on the jurisdiction in which an underlying obligor or the related underlying assets are located and may differ depending on the legal status of the underlying obligor.

*Concentration Risk.* The underlying assets owned by the Fund and the CLOs in which it invests are subject to liquidity, market value, credit, repricing, default, recovery, interest rate, reinvestment and certain other risks. These risks could be exacerbated to the extent that the loans are concentrated in one or more particular types of loans, regions or industries. Moreover, redemptions or prepayments of loans and the disposition of loans and any subsequent reinvestment in other assets may result in greater concentrations. High levels of concentrations in any specific type of loan, region or industry could subject an investment in such loans to a greater degree of risk with respect to collateral defaults and with respect to economic downturns relating to such industry or region. No assurance can be made that the underlying assets will not be or become highly concentrated, which could have an adverse effect on the Fund and its investments.

Even if the Fund maintain adequate diversification across different CLO issuers, the portfolio assets may still be subject to concentration risk since CLO portfolios tend to have a certain amount of overlap across underlying obligors. This trend is generally exacerbated when demand for bank loans by CLO issuers outpaces supply. Market analysts have noted that the overlap of obligor names among CLO issuers has

increased recently, and is particularly evident across CLOs of the same year of origination, as well as with CLOs managed by the same asset manager. To the extent the Fund invests in CLOs which have a high percentage of overlap, this may increase the likelihood of defaults on the Fund's CLO investments occurring together.

*Interest Rate Risk.* Interest rate risk refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt obligation indirectly (especially in the case of fixed rate obligations) or directly (especially in the case of debt obligations whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt obligation and falling interest rates will have a positive effect on price. Adjustable rate debt obligations 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 debt obligations with uncertain payment or prepayment schedules. The CLO securities in which the Fund will invest have an uncertain payment or prepayment schedule because of the uncertainty associated with the timing of the repayment of principal on the underlying assets and the circumstances in which such CLO securities may be prepaid.

The fair value of certain of the investments owned by the Fund and the CLOs in which it invests may be significantly affected by changes in interest rates. For example, although senior secured loans are generally floating rate instruments, they are sensitive to interest rate levels and volatility. Although CLOs are generally structured to mitigate the risk of interest rate mismatch, there may be some difference between the timing of interest rate resets on the assets and liabilities of a CLO, which could have a negative effect on the amount of funds distributed to investors. In addition, CLO issuers may not be able to enter into hedging agreements, even if it may otherwise be in the best interests of the CLO to hedge such interest rate risk. Furthermore, in the event of a significant rising interest rate environment and/or economic downturn, loan defaults may increase and result in credit losses that may adversely affect the investment of the Fund and the CLOs in such assets. In the event that the interest expense of the Fund or the CLOs in which it invests was to increase relative to income, or sufficient financing became unavailable, the return on such investment and cash available for distribution would be reduced. In addition, future investments in different types of instruments may carry a greater exposure to interest rate risk.

*LIBOR and EURIBOR Reform and Continuation.* The London Interbank Offered Rate ("**LIBOR**") has been reformed, with developments including: (a) the activities of administering a specified benchmark and of providing information in relation to a specified benchmark becoming regulated activities in the United Kingdom (LIBOR has been a specified benchmark since April 2013); (b) ICE Benchmark Administration Limited becoming the LIBOR administrator in place of the British Bankers' Association in February 2014; (c) a reduction in the number of currencies and tenors for which LIBOR is calculated; and (d) the introduction of a LIBOR code of conduct for contributing banks. ICE Benchmark Administration Limited intends to make further reforms to the submission methodology for LIBOR panel banks.

In a speech on 27 July 2017, Andrew Bailey, the Chief Executive of the Financial Conduct Authority (the "**FCA**"), made remarks indicating that the FCA does not intend to sustain LIBOR by using its influence or legal powers to persuade or compel banks to submit rates for the calculation of the benchmark beyond 2021. On April 3, 2018, the New York Federal Reserve Bank began publishing its alternative rate, the Secured Overnight Financing Rate ("**SOFR**"). The Bank of England followed suit on April 23, 2018 by publishing its proposed alternative rate, the Sterling Overnight Index Average ("**SONIA**"). Both SOFR and SONIA significantly differ from LIBOR—both in the actual rate and how they are calculated—and therefore it is unclear whether and when markets will adopt either of these rates as a widely accepted replacement

for LIBOR. If LIBOR does not survive in its current form or at all, this could adversely affect the value of, and amounts payable under, any loans which pay interest calculated with reference to LIBOR and therefore reduce amounts which may be available to the Fund to pay Investors. 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 on the amounts available to the Fund to pay Investors.

Similarly, 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. In September 2013, the European Commission published a proposed regulation (the “**Benchmark 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.

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.

Potential effects of the Benchmarks Regulation include (among other things): (a) an index which is a “benchmark” could not be used by a supervised entity in certain ways if its administrator does not obtain authorization or, if based in a non-EU jurisdiction, the administrator is not otherwise recognized as equivalent; and (b) the methodology or other terms of the “benchmark” could be changed in order to comply with the terms of the Benchmarks Regulation, and such changes could (among other things) have the effect of reducing or increasing the rate or level or affecting the volatility of the published rate or level of the benchmark.

It is not possible to predict the changes that will ultimately be made to LIBOR or EURIBOR, the effect of any such changes and any other reforms to LIBOR or EURIBOR that may be enacted in the European Union. Any significant changes to LIBOR or EURIBOR or any other benchmark could have a material adverse effect on the value of, and the amount payable under (i) any loans which pay interest linked to a LIBOR or EURIBOR rate or other benchmark (as applicable), and (ii) the value and/or the liquidity of existing CLO investments and the value of investments.

CLO indentures typically provide that, if LIBOR cannot be determined, the most recently-determined LIBOR remains in effect. While most recent CLO indentures permit the collateral manager to designate a reference rate to replace LIBOR in the event that LIBOR is no longer reported, the conditions to such designation vary from deal to deal, and most older CLO indentures contain no such permission; there is therefore no guaranty that Sycamore Tree Advisors will be able to effect such a designation in every CLO. This could create a mismatch between the interest rate payable on the CLO securities and the interest received on underlying assets.

*LIBOR Floor Risk.* An increase in LIBOR (or the relevant replacement index applicable to the CLO or underlying loans) will increase the financing costs of the Fund and the CLOs in which it invests. Since many senior secured loans have LIBOR floors, there may not be corresponding increases in investment income (if LIBOR increases but stays below the average LIBOR floor rate of such senior secured loans) resulting in smaller distribution payments to the investors in these CLOs, including Sycamore Tree Advisors.

*Reinvestment Risk.* As part of the ordinary management of its portfolio, a CLO will typically generate cash from asset repayments and sales and reinvest those proceeds in substitute assets, subject to compliance with its investment guidelines and certain other conditions. The earnings with respect to such substitute assets will depend on the quality of reinvestment opportunities available at the time. The need to satisfy each CLO's investment guidelines and identify acceptable assets may require Sycamore Tree Advisors to purchase substitute assets at a lower yield than those initially acquired or require that the sale proceeds be maintained temporarily in cash or cash equivalents, either of which may reduce the yield that the CLO is able to achieve. The investment guidelines and other CLO terms may incentivize Sycamore Tree Advisors to buy riskier assets than it otherwise would, which could result in additional losses. Any of the foregoing could reduce the return on any investments and may have a negative effect on the fair value of the portfolio assets and the market value of investments. In addition, the reinvestment period for a CLO may terminate early, which may cause the holders of the CLO securities to receive principal payments earlier than anticipated. There can be no assurance that Sycamore Tree Advisors will be able to reinvest such amounts in an alternative investment that provides a comparable return relative to the credit risk assumed.

*Currency Risk.* The investments of the Fund and the CLOs in which it invests that are denominated in currencies other than U.S. Dollars will be subject to the risk that the value of such currency will decrease in relation to the U.S. Dollar. Although the Fund may consider hedging any non-U.S. Dollar exposures back to U.S. Dollars, an increase in the value of the U.S. Dollar compared to other currencies in which the Fund makes its investments would otherwise reduce the effect of increases and magnify the effect of decreases in the prices of its non-U.S. Dollar denominated investments in their local markets. Fluctuations in currency exchange rates will similarly affect the U.S. Dollar equivalent of any interest, dividends or other payments made that are denominated in a currency other than U.S. Dollars.

*Limited Nature of Credit Ratings.* In general, the ratings issued by nationally recognized rating organizations represent the opinions of these agencies as to the quality of securities that they rate. These ratings may be used by Sycamore Tree Advisors as initial criteria for the selection of certain portfolio assets. Such ratings, however, are relative and subjective; they only evaluate the credit risk with respect to payment of principal and interest. Such ratings are not absolute standards of quality and they do not evaluate the market value risk of the securities. It is also possible that a rating agency might not change its rating of a particular issue to timely reflect subsequent events.

*Asset Sourcing.* Sycamore Tree Advisors may have difficulty sourcing certain portfolio assets. Factors that may affect the ability to source suitable investments include, among other things, the following: (i)

developments in the market for leveraged loans or other general market events, which may include changes in interest rates or credit spreads or other events which may adversely affect the price of securities; (ii) whether individually or collectively, competition for investment opportunities and the inability to acquire securities at favorable yields (including if the Fund's competitors have greater access to financial, technical and marketing resources than Sycamore Tree Advisors, a lower cost of funds than the Fund, and access to funding sources that are not available to the Fund); (iii) the inability of the Fund to reinvest the proceeds from the sale or repayment of any of their assets in suitable target investments on a timely basis, whether at prices that Sycamore Tree Advisors believes are appropriate or at all; and (iv) the inability of Sycamore Tree Advisors, on behalf of the Fund to secure debt financing or refinancing of the portfolio on a timely basis, whether on a basis that is satisfactory to Sycamore Tree Advisors or at all.

*Bank Loan Agents.* Bank loans are typically administered by a bank, insurance company, finance company or other financial institution (the "**Agent**") for a lending syndicate of financial institutions. In a typical bank loan, the Agent administers the terms of the loan agreement and is responsible for the collection of principal and interest and fee payments from the borrower and the apportionment of these payments to all lenders that are parties to the loan agreement. In addition, an institution (which may be the Agent) may hold collateral on behalf of the lenders. Typically, under loan agreements, the Agent is given broad authority in monitoring the borrower's performance and is obligated to use the same care it would use in the management of its own property. In asserting rights against an underlying obligor, the Fund or the CLOs in which it invests normally would be dependent on the willingness of the lead bank to assert these rights, or upon a vote of the lenders to authorize the action.

If an Agent becomes insolvent, or has a receiver, conservator, or similar official appointed for it by the appropriate bank or other regulatory authority, or becomes a debtor in a bankruptcy proceeding, the Agent's appointment may be terminated and a successor Agent may be appointed. If an appropriate regulator or court determines that assets held by the Agent for the benefit of the purchasers of bank loans are subject to the claims of the Agent's general or secured creditors, the purchasers might incur certain costs and delays in realizing payment on a bank loan or suffer a loss of principal or interest.

*Investment in Sycamore Tree CLOs.* Certain of the portfolio assets will generally consist of securities issued by CLOs managed by Sycamore Tree Advisors or its affiliates. As a result, certain allocations among the Fund and one or more other clients, accounts or entities for which Sycamore Tree Advisors acts as investment adviser or investment manager may be on an other than *pro rata* basis. In addition, Sycamore Tree Advisors may allocate to any other client that specializes in investments in a limited set of asset classes, sectors, geographic regions, industries or markets greater than their *pro rata* share of any investments in such asset classes, sectors, geographic regions, industries or markets. Notwithstanding the foregoing, Sycamore Tree Advisors or the other clients may not be under any obligation to share any investment opportunity, idea or strategy with any business entity. There may occur potential or actual conflicts of interest involving Sycamore Tree Advisors and the investments of other clients, on the one hand, and the Fund and its investments, on the other hand.

*Limited Disclosure about Collateral.* CLOs will not provide noteholders, such as Sycamore Tree Advisors, with financial or other information (which may include material nonpublic information) the CLOs receive, including any additional impacts of COVID-19, unless required to do so pursuant to the indenture or other agreements. Noteholders, such as Sycamore Tree Advisors, will not have any right to inspect any records relating to the collateral except in limited circumstances.

## **Certain Risks Relating to Investments in Non-U.S. Jurisdictions**

Certain of the investments made by the Fund or the CLOs in which it invests will involve investments in non-U.S. jurisdictions. Set forth below are some of the risks that could negatively affect the Investors and/or investments in non-U.S. jurisdictions. Such risks are not the only risks entailed by such investments. Additional risks relating to such investments may also materially and adversely affect the Investors and/or value of investments.

*Economic and Political Risks.* There is often a high degree of government regulation in non-U.S. economies, including in the securities markets. Action by such governments may directly affect foreign investment in securities in those countries and may also have a significant indirect effect on the market prices of securities and on the payment of dividends and interest.

Changes in policy with regard to taxation, fiscal and monetary policies, repatriation of profits, and other economic regulations are possible, any of which could have an adverse effect on private investments. Non-U.S. economies may differ favorably or unfavorably from the U.S. economy with regard to the rate of growth of gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments.

Governments in countries outside of the United States may participate to a significant degree, through ownership interests or regulation, in their respective economies. Action by these governments could have a significant adverse effect on market prices of securities and payment of dividends.

Many non-U.S. countries have undergone a substantial political and social transformation and there can be no assurance that the economic, educational and political reforms necessary to complete political and economic transformation will continue. The state of development of certain political systems outside of the United States makes them susceptible to changes and potential weakening from economic hardship and social instability. In certain non-U.S. countries, the extent of the success of economic reform is difficult to evaluate. Information on these economies is often contradictory or absent. In certain countries, much of the workforce remains under-employed or unemployed. Continued unemployment could hinder the ability of various governments to keep deficit spending in check.

Changing political environments, regulatory restrictions, and changes in government institutions and policies outside of the United States could adversely affect private investments. Civil unrest, ethnic conflict or regional hostilities may contribute to instability in some countries outside of the United States. Such instability may impede business activity and adversely affect the environment for foreign investments. None of Sycamore Tree Advisors and its affiliates intends to obtain political risk insurance. Actions in the future of one or more non-U.S. governments could have a significant effect on the various economies, which could affect market conditions, prices and yields of assets of the Fund and the CLOs in which it invests. Political and economic instability in any of the countries outside the United States in which the Fund invests could adversely affect the Fund and/or the portfolio assets and/or the CLOs in which the Fund invests.

*Legal Infrastructure.* Investment in non-U.S. securities involves considerations and possible risks not typically involved with investment in the securities of U.S. issuers, including changes in applicable law, changes in governmental administration or economic or monetary policy (in the United States or elsewhere) or changed circumstances in dealings between nations. The application of non-U.S. tax laws (e.g., the imposition of withholding taxes on dividend or interest payments) may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than would result

from investment in U.S. securities because of the costs that must be incurred in connection with conversions between various currencies and non-U.S. brokerage commissions that may be higher than in the United States. Non-U.S. securities markets also may be less liquid and more volatile.

Laws affecting international investment and business continue to evolve, although at times in an uncertain manner that may not coincide with local or accepted international practices. Laws and regulations, particularly those concerning foreign investment and taxation, can change quickly and unpredictably. Inconsistencies and discrepancies among the vast number of local, regional and national laws, the lack of judicial or legislative guidance on unclear or conflicting laws and broad discretion on the part of government and regulatory authorities implementing the laws produce additional legal uncertainties. The burden of complying with conflicting laws may have an adverse impact on the operations of the Business Entities.

*Accounting Standards.* Investments may be made in countries where generally accepted accounting standards and practices differ significantly from those practiced in the United States. The evaluation of potential investments and the ability to perform due diligence may be affected. The financial information appearing on the financial statements of a company operating in one or more non-U.S. countries may not reflect its financial position or results of operations in the way they would be reflected if the financial statements had been prepared in accordance with GAAP.

*Eurozone Risks.* The investments of the Fund, including the CLOs in which it invests, will most likely be affected by economic and fiscal conditions in eurozone countries and developments relating to the euro. The deterioration of the sovereign debt of several eurozone countries, together with the risk of contagion to other more stable economies, exacerbated the global economic crisis. This situation raised a number of uncertainties regarding the stability and overall standing of the European Monetary Union. Economic, political or other factors could still result in changes to the composition of the European Monetary Union. The risks that other eurozone countries could be subject to higher borrowing costs and face further deterioration in their economies, together with the risk that some countries could withdraw from the eurozone, could have a negative impact on Sycamore Tree Advisors and its affiliates' investment activities. A reintroduction of national currencies in one or more eurozone countries or, in more extreme circumstances, the possible dissolution of the European Monetary Union cannot be ruled out. The departure or risk of departure from the European Monetary Union by one or more eurozone countries and/or the abandonment of the euro as a currency could have significant negative effects on the Fund or the CLOs in which it invests. If the European Monetary Union is dissolved entirely, the legal and contractual consequences for holders of euro-denominated obligations would be determined by laws in effect at such time. These potential developments, or market perceptions concerning these and related issues, could adversely affect the value of the Fund and its investments.

### **Certain Risks Relating to the Asset Management Industry**

*Market Disruptions.* The Fund may incur major losses in the event of market disruptions and other extraordinary events in which historical pricing relationships (on which the Fund bases a number of its trading positions) become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. Market disruptions caused by unexpected political, military and terrorist events may from time to time cause dramatic losses for the Fund and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

*Highly Volatile Markets.* The prices of financial instruments owned by the Fund and the CLOs in which it invests can be highly volatile. The prices of such instruments are influenced by numerous factors, including interest rates, currency rates, default rates, governmental policies and political and economic events (both domestic and global). Moreover, political or economic crises or other events may occur that can be highly disruptive to the markets. In addition, Governmental Authorities from time to time intervene (directly and by regulation), which intervention may adversely affect the performance and investment activities of the Fund and the CLOs in which it invests. The Fund and the CLOs in which it invests are also subject to the risk of a temporary or permanent failure of the exchanges and other markets on which their investments may trade. Sustained market turmoil and periods of heightened market volatility make it more difficult to produce positive trading results, and there can be no assurance that strategies employed by the Fund or the CLOs in which it invests will be successful in such markets.

*Increased Competition in the Market May Result in Increased Price Volatility, a Shortage of Opportunities or a Failure of Business Objective.* In recent years there has been a marked increase in the number of, and flow of capital into, investment vehicles established to implement alternative asset investment strategies, the strategy implemented by the Fund and the CLOs in which it invests, whereas the size of this market is relatively limited. While the precise effect of such competition cannot be determined, such increase may result in greater competition for investment opportunities that the Fund may pursue for its own account or those of the CLOs in which it invests, which may result in an increase in the price of such investments relative to the risk taken on by holders of such investments, or an increase in the weighted average cost of funds payable to the investors ranking more senior in the capital structure of such CLOs, thereby reducing the potential return on the investments held by the Fund. Such competition may also result under certain circumstances in increased price volatility or decreased liquidity with respect to certain positions.

No assurances can be given that the Fund will be able to deploy all of their capital in a timely manner or at all, such as in circumstances where the market for CLOs is highly competitive. Prospective Investors should understand that the Fund will compete with other investment managers, investment vehicles, and investment and commercial banking firms that may have substantially greater resources in terms of financial wherewithal and research staffs, than may be available to the Fund.

*Due Diligence and Investment Opportunity Risk.* When conducting due diligence and making an assessment regarding an investment, the Fund and the CLOs in which it invests will be required to rely on resources available to them, including internal sources of information as well as information provided by existing and potential underlying obligors, any equity sponsor(s), lenders and other independent sources. The due diligence process may at times be required to rely on limited or incomplete information. Sycamore Tree Advisors will select investments in part on the basis of information and data relating to potential investments filed with various governmental authorities and publicly available or made directly available to them by the entities filing such information or third parties. As a result, there may be no ability to confirm the completeness, genuineness or accuracy of such information and data. The Fund and the CLOs in which it invests are dependent upon the integrity of the management of the entities filing such information and of such third parties as well as the financial reporting process in general. The value of an investment made by the Fund and the CLOs in which it invests may be affected by fraud, misrepresentation or omission on the part of an underlying obligor, any related parties to such underlying obligor, or by other parties to the investment (or any related collateral and security arrangements). Such fraud, misrepresentation or omission may adversely affect the value of the investment and/or the value of the collateral underlying the investment in question and may adversely affect the ability to enforce contractual rights relating to that investment or the relevant underlying obligor's ability to repay the principal or interest on the investment. Investment analysis and decisions by the Fund and the CLOs in

which it invests may be undertaken on an expedited basis in order to make it possible to take advantage of short-lived investment opportunities. In such cases, the available information at the time of an investment decision may be limited, inaccurate and/or incomplete. Furthermore, there may not have been sufficient time to evaluate fully such information even if it is available. Accordingly, there can be no assurance or guarantee that the due diligence investigation carried out by the Fund with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Any failure to identify relevant facts through the due diligence process may cause an inappropriate investment decision to be made by Sycamore Tree Advisors, which may have a material adverse effect on the financial condition or results of operations of the Fund and/or the value of its investments.

*The Risk of Rapid Growth and Significant Declines.* It is possible for the Fund to experience periods of rapid growth or significant declines in the amount of their assets under management. Rapid changes in assets under management may impose substantial demands on legal, compliance, accounting, risk management, and administrative and operational infrastructures. Furthermore, future growth of the Fund and Sycamore Tree Advisors' CLO platform will depend on, among other things, their ability to maintain and develop highly reliable operating platforms, management systems and financial reporting and compliance infrastructures that are also sufficiently flexible to promptly and appropriately address their business needs, applicable legal and regulatory requirements and relevant market and other operating conditions, all of which can change rapidly.

*The Asset Management Industry is Heavily Regulated.* Asset management and financial advisory businesses are subject to extensive regulation, which affects their activities and creates the potential for significant liabilities and penalties. The possibility of increased regulatory focus could result in additional burdens on Sycamore Tree Advisors and its affiliates. Recent legislative and regulatory changes in the U.S., such as the Dodd-Frank Act, could adversely affect the performance of the Fund.

Numerous regulatory authorities have powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. Many of these regulators, including U.S. and non-U.S. governmental and regulatory authorities and self-regulatory organizations, as well as U.S. state securities commissions, are also empowered to conduct investigations and administrative proceedings that can result in fines, suspensions of personnel, changes in policies, procedures or disclosure or other sanctions, including censure, the issuance of cease-and-desist orders, or the commencement of a civil or criminal lawsuit.

Sycamore Tree Advisors and its affiliates will rely on numerous exemptions from various requirements under U.S. federal securities laws. These exemptions can be complex and may be conditioned on factors outside of Sycamore Tree Advisors and its affiliates' control. If any of these exemptions were to become unavailable, Sycamore Tree Advisors and its affiliates could be materially and adversely affected.

Moreover, the financial services industry generally is presently the subject of heightened scrutiny, and the SEC has increasingly placed an emphasis on the financial services industry. In that connection, Sycamore Tree Advisors (and through it, the Fund) may be subject to requests for information and informal or formal investigations by the SEC and/or other governmental authorities. Even if an investigation or proceeding does not result in a sanction or the sanction imposed against the business entities and/or their personnel is small in monetary amount, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm Sycamore Tree Advisors and its affiliates' reputation and cause them to lose existing clients or fail to gain new assets.

Investors should be aware that the General Partner and/or Sycamore Tree Advisors and/or the staff and services provider (where relevant) in their respective sole discretion may determine it necessary or appropriate to disclose information about, or require information from, the Investors in order to comply with certain laws or regulations, including securities and tax laws, applicable to the business entities. Without limiting the foregoing, Sycamore Tree Advisors expects to be subject to the Advisers Act and other regulatory regimes in the U.S. in connection with its contemplated CLO collateral management activities.

*Litigation Risk.* The Fund is subject to the risk of third-party litigation and legal liability. In general, the business entities will be exposed to litigation risk in connection with any allegations of misconduct, negligence, dishonesty, fraud or bad faith arising from the management of any of its investments, including Sycamore Tree Advisors in connection with its role as collateral manager of CLOs. Sycamore Tree Advisors and its affiliates may also be subject to litigation arising from dissatisfaction by Investors or holders of CLO securities with the performance of any investment or from claims that Sycamore Tree Advisors and its affiliates failed to address certain conflicts of interest. Moreover, there can be no assurance or guarantee that the business entities will not become involved in ongoing and material litigation, disputes or other adversarial proceedings in the normal course of their collateral management business. If Sycamore Tree Advisors and its affiliates were to be found liable in any suit or proceeding, any associated damages could have a material and adverse effect on the finances of Sycamore Tree Advisors and its affiliates in addition to being materially damaging on the reputation of Sycamore Tree Advisors and its affiliates.

#### **Certain Risks Relating to Leverage and Other Exposures**

*Financing Arrangements.* To the extent that the Fund enters into financing arrangements, such arrangements may contain provisions that expose them to particular risk of loss. For example, any cross-default provisions could magnify the effect of an individual default. If a cross-default provision were exercised, this could result in a substantial loss for the Fund. Also, the Fund may, in the future, enter into financing arrangements that contain financial covenants that could require them to maintain certain financial ratios. If the Fund were to breach the financial covenants contained in any such financing arrangement, they might be required to repay such debt immediately in whole or in part, together with any attendant costs, and the Fund might be forced to sell some of their assets to fund such costs. The Fund might also be required to reduce or suspend distributions. Such financial covenants would also limit the ability of Sycamore Tree Advisors to adopt the financial structure (e.g., by reducing levels of borrowing) which it would have adopted in the absence of such covenants. In addition, pursuant to the Offering Documents, the Fund and its subsidiaries are permitted to pledge the capital commitments of the Investors to secure financing arrangements for the Fund. The Investors may be required to make contributions to the Fund to permit the Fund to pay debt rather than to make investments.

*The Use of Leverage Would Expose Investors to Additional Levels of Risk.* In addition to the embedded leverage in a CLO, the Fund may elect to incur indebtedness, subject to compliance with applicable law. Such leverage may be incurred through a variety of techniques, including reverse repurchase agreements, dollar rolls, margin financing, options, futures, repurchase agreements, contracts, short sales, swaps (including total return swaps) and other derivative instruments, and the issuance of debt securities, and may be done when deemed appropriate by the Fund, in its sole discretion, including to: (i) acquire loans or other assets pursuant to warehouse arrangements in connection with a CLO or otherwise, (ii) make or leverage any of the portfolio assets; (iii) cover Fund expenses (including fees and expenses of the service providers); (iv) make deposits in lieu of, or in advance of, capital contributions; (v) enable the Fund or any of its subsidiaries to issue or cause the issuance of letters of credit or other forms of indebtedness; or (vi)

otherwise facilitate or carry out the purpose of the Fund. The Fund and any of its subsidiaries will be authorized to pledge or grant security interests on their respective assets or interests in connection with any borrowing or other leverage.

The amount of debt financing that the Fund may have outstanding at any time may be large in relation to their capital. Consequently, the level of interest rates generally and the rates at which the Fund can borrow in particular will affect the returns and operating results of the Fund. The returns of the Fund and cash available for distribution to Investors will be reduced to the extent that their interest expense increases relative to their income, such as may occur in the event of a general rise in interest rates. Interest rates are highly sensitive to factors beyond the control of the Fund, including governmental monetary and tax policies and domestic and international economic and political conditions. Leverage also has the effect of magnifying both profits and losses compared with unleveraged positions.

*Limited Number of Financing Providers.* The Fund may obtain a significant portion of their respective debt financing through a limited number of financial institutions. This concentration of funding sources could expose the Fund to funding risks. If these participating lenders decided to terminate the credit facilities, the Fund would need to establish new lending relationships to satisfy their respective funding needs. The Fund may not be able to establish satisfactory new lending relationships.

*One Form of Leverage Will Be the Various Loan Warehouses in Which the Fund invests.* It is expected that the Fund will invest capital in various loan warehouses to acquire loans on an interim basis that are expected to form part of the portfolio of a future CLO. Portfolio assets in loan accumulation facilities have risks that are similar to those applicable to investments in CLOs as described herein. Loan warehouses may take the form of the Fund acquiring loans, either in their own name or through a subsidiary, using leverage provided by a credit facility or total return swap. In such cases the Fund would typically take a “first loss” equity position that would require the Fund to bear the amount of any realized losses on the loans held pursuant to the applicable warehouse, which would increase the risk borne by the Fund and, ultimately, the Investors. There typically will be no assurance that any future CLO will be consummated or that the loans held in such a loan accumulation facility will be eligible for purchase by a CLO. In the event a planned CLO is not consummated, or the loans are not eligible for purchase by the CLO issuer, the Fund may be responsible for holding, disposing or repurchasing such loans. This could expose the Fund to credit and/or mark-to-market losses. Leverage is often utilized in a loan accumulation facility, and the potential risk of loss will be increased for loan accumulation facilities that employ leverage.

*Credit Facilities.* The Fund or Sycamore Tree Advisors on its behalf may, at any time and from time to time, obtain one or more credit facilities to finance the Fund’s investments. Investors may, as described in such section, be required to confirm the terms of their capital commitments and the amount of their unfunded capital commitments to the lender, to honor capital calls made by the lender, to provide financial information reasonably requested by the lender and to execute other documents as may be reasonably requested in connection with obtaining such a facility. In connection with any credit facility, each Investor may be required to agree and acknowledge for the benefit of the lenders: (1) it is and shall remain absolutely and unconditionally obligated to make capital contributions (including, without limitation, those required as a result of the failure of any other Investor to advance funds with respect to a call for a capital contribution), *pro rata* among all non-defaulting partners based on its respective capital commitment and not in excess of its unfunded capital commitment, without defense, counterclaim or offset (including without limitation any defense of fraud or mistake, or any defense under Section 365 of the U.S. Bankruptcy Code but excluding, for the avoidance of doubt, any defense available under the applicable Business Document), all of which will, to the fullest extent permitted by law, be waived as against the lenders, and (2) that all Drawdowns made by such Investor in connection with a credit facility

will be made to an account (in which such lenders will have a security interest) as directed by the General Partner or the lenders. Further, each Investor agrees that all of its claims against the Fund will be subordinate to all payments due to the applicable lenders.

*Over-the-Counter Trading.* Subject to compliance with applicable law, the investment and hedging strategies of the Fund or any CLO managed by Sycamore Tree Advisors may involve engaging in forward currency contracts and options, as well as currency and credit default swaps and other derivatives. There is no limitation on daily price movements on these instruments and speculative position limits are not currently applicable. The principals who deal in these markets are not required to continue to make markets and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain contracts or have quoted prices with unusually wide spreads between the prices at which they were prepared to buy and those at which they were prepared to sell. Disruptions can also occur in any market in which the Fund or any CLO managed by Sycamore Tree Advisors trade due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such trading to less than that which Sycamore Tree Advisors would otherwise recommend, to the possible detriment of the Fund. Market illiquidity or disruption could result in significant losses to the Fund.

*Hedging Transactions.* Subject to compliance with applicable law, the Fund may utilize a variety of financial instruments such as shorts, derivatives, options, swaps, caps and floors and forward contracts, both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of the Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect unrealized gains in the value of the Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) establish a position as a temporary substitute for other securities; (v) enhance or preserve returns, spreads or gains on any investment in the Fund's portfolio; (vi) hedge the interest rate or currency exchange rate on any of the Fund's liabilities or assets; (vii) protect against any increase in the price of any securities the Fund's anticipate purchasing at a later date; or (viii) for any other reason that the Fund deems appropriate.

Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not be possible for the Fund to hedge against an exchange rate, interest rate or security price fluctuation that is so generally anticipated the Fund is unable to enter into a hedging transaction at a price sufficient to protect their assets from the decline in value of the portfolio positions anticipated as a result of such fluctuations.

The Fund is not required to attempt to hedge portfolio positions and, for various reasons, may determine not to do so. Moreover, the Fund is not obligated to hedge (and may be prohibited from hedging) against fluctuations in the value of the portfolio assets as a result of changes in market interest rates or any other developments. Furthermore, the Fund may not anticipate a particular risk so as to hedge against it. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if the Fund had not engaged in any such hedging transaction. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio asset being hedged may vary. For a variety of reasons, the Fund may not seek to establish a perfect correlation between such hedging instruments and the portfolio asset being hedged. Such imperfect correlation may prevent the Fund from achieving the

intended hedge or expose the Fund to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of certain of the portfolio assets. Moreover, it should be noted that a portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties), “liquidity risk” and “widening” risk.

*Use and Availability of Leverage; Recent Changes in Credit Markets.* The Fund expect to leverage its investments with debt financing at the CLO issuer level. Utilization of such leverage will result in fees, expenses and interest costs. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also substantially increase the risk of loss. Furthermore, although the Fund will seek to use leverage in a manner each believes to be appropriate under the circumstances in its sole discretion, the leveraged capital structure of certain issuers will increase the exposure of such issuers to adverse economic factors (such as rising interest rates, downturns in the economy or a deterioration in the condition of such investment or its sector), each of which may impair such investment’s ability to finance its future operations and capital needs and may result in the imposition of restrictive financial and operating covenants. As a result, certain issuers’ or borrowers’ flexibility to respond to changing business and economic conditions may be limited. If, for any of these reasons, an issuer or borrower is unable to generate sufficient cash flow to meet principal and/or interest payments on its indebtedness or make regular dividend payments, the value of the investments by the Fund in such issuer could be significantly reduced or even eliminated. Similarly, with respect to leverage at the level of the Fund, if the assets of such entities are not sufficient to pay the principal of, and interest on, the debt when due, the Fund could sustain a total loss of its investments. The ability of issuers to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise, or to raise capital in the leveraged finance debt markets, which historically have been cyclical with regard to the availability of financing.

The extent to which the Fund uses leverage may have important consequences to Investors, including: (i) use of cash flow (including capital contributions) for debt service and related costs and expenses, rather than for additional investments, distributions or other purposes; (ii) increased interest expense if interest rate levels were to increase significantly; (iii) in certain circumstances, prematurely harvesting investments to service such debt obligations; and (iv) limitation on the flexibility of the Fund to make distributions on investments or sell assets that are pledged to secure the indebtedness.

There can be no assurance that the Fund will have sufficient cash flow to meet their debt service obligations. As a result, the exposure of the Fund to losses may be increased due to the illiquidity of its investments generally.

In general, the use of short-term margin borrowings with respect to portfolio investments and securities results in certain additional risks to the Fund. For example, should the securities pledged to brokers to secure the applicable margin accounts’ decline in value, the Fund could be subject to a “margin call,” pursuant to which they must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value.

The investment return of the Fund may also be leveraged with options, short sales, swaps, forwards and other derivative instruments. In the futures markets, margin deposits are typically low relative to the value of the futures contracts purchased or sold. Such low margin deposits are indicative of the fact that any futures contract trading is typically accompanied by a high degree of leverage. Low margin deposits mean that a relatively small price movement in a futures contract may result in immediate and substantial losses to the investor. For example, if at the time of purchase, 10% of the price of a futures contract is deposited

as margin, a 10% decrease in the price of the futures contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. Thus, like other leveraged investments, any purchase or sale of a futures contract may result in losses in excess of the amount invested.

In certain cases, the financing used by the Fund and the CLOs in which it invests to leverage their portfolio may include leverage extended by securities brokers and dealers in the marketplace in which they will invest. While Sycamore Tree Advisors and the CLO issuers expect to seek to negotiate the terms of these financing arrangements with such brokers and dealers, their ability to do so may be limited. Such entities are therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to them. To the extent such entities employed substantial leverage of this nature, they could be forced to liquidate their portfolio on short notice to meet their financing obligations. In such circumstances, the forced liquidation of all or a portion of the portfolio at distressed prices could result in significant losses to Sycamore Tree Advisors and the CLO issuers. In addition, borrowings will typically be secured by the securities and other assets of such entities. Under certain circumstances, a broker-dealer may demand an increase in the collateral that secures such obligations, and if such entities were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy such obligations to the broker-dealer. Liquidation in such manner could have extremely adverse consequences.

In addition, and as discussed elsewhere herein, the continuing uncertainty in the global financial system could lead to an overall weakening of the U.S. and global economies, which could adversely affect the financial resources of companies in which the Fund and Sycamore Tree CLOs invest. Favorable borrowing conditions in the debt markets, which historically have been cyclical, have benefitted recent investments. However, the deterioration of the global credit markets (including the U.S. credit markets) during the recent economic downturn, coupled with continuing uncertainty in the global financial system generally, has reduced investor demand and liquidity for investment grade, high yield and senior bank debt and has caused some investment banks and other lenders to be unwilling (or significantly less willing) to finance new investments or to offer committed financing for investments on terms less favorable than terms offered in the past, making it significantly more difficult for sponsors to obtain favorable financing. This decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions could impair, potentially materially, the ability of the Fund to consummate transactions or could cause the Fund to enter into certain leveraged transactions on less attractive terms. As such, there can be no guarantee that debt facilities will be available at commercially attractive rates.

*Total Return Swaps.* The Fund or warehouse borrowers in which it invests may enter into total return swaps ("TRS"). A TRS agreement is a two-party contract under which an agreement is made to exchange returns from predetermined investments or instruments. TRS allow investors to gain exposure to an underlying credit instrument without actually owning the credit instrument. In these swaps, the total return (interest, fixed fees and capital gains/losses on an underlying credit instrument) is paid to an investor in exchange for a floating rate payment. A TRS may be a leveraged investment in the underlying credit instrument. Because swap maturities may not correspond with the maturities of the credit instruments underlying the swap, swaps may be renewed as they mature. However, there are a limited number of providers of such swaps, and there is no assurance the initial swap providers will choose to renew the swaps, and, if they do not renew, that the Fund or such warehouse borrowers would be able to obtain suitable replacement providers. TRS are subject to risks related to changes in interest rates, credit spreads, credit quality and expected recovery rates of the underlying credit instrument as well as counterparty and renewal risks.

*Counterparty Risk.* A number of the markets in which the Fund or CLO issuers in which it invests may effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes Fund or CLO issuers in which it invests 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 Fund or CLO issuers in which it invests to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where Fund or CLO issuers in which it invests have concentrated transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. The ability of Fund or CLO issuers in which it invests to transact business with any one or number of counterparties, the potential lack of transparent information to enable meaningful and independent evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

*Use of Derivatives and Other Specialized Techniques.* Subject to compliance with applicable law, as described above, Fund or CLO issuers in which it invests may engage in a variety of swaps and derivative transactions as part of a hedging or investment strategy, including total return swaps on individual or a basket of assets, interest rate swaps, credit derivative swaps, forward contracts, purchase and sale of commodities or commodity futures, put and call options, floors, collars or other similar arrangements.

Many derivatives instruments are traded on a principal-to-principal basis, in which performance with respect to such instruments is the responsibility of only the parties to the contract, and not of any exchange or clearinghouse. As a result, many of the protections afforded to participants on organized exchanges and in a regulated environment are not available in connection with these transactions, and the Fund or CLO issuers in which it invests will be subject to counterparty risk relating to the inability or refusal of a counterparty to perform such derivatives contracts. If a counterparty’s creditworthiness declines, the value of derivatives contracts with such counterparty can be expected to decline, potentially resulting in significant losses to the Fund or CLO issuers in which it invests. If a default, an event of default, a termination event or other similar condition or event were to occur with respect to the Fund or CLO issuers in which it invests under any derivative instruments, the relevant derivative counterparty may terminate all transactions with the Fund and such CLO issuer at significant losses the Fund and such CLO issuer, as the case may be.

Suitable hedging instruments may not continue to be available at a reasonable cost. Participants in the swap and other derivative markets are generally not required to make continuous markets in the derivatives instruments in which they trade. Participants could also refuse to quote prices for derivatives contracts or could quote prices with an unusually widespread. A reduction or absence of price transparency or liquidity could increase the margin requirement under the relevant transactions and may result in significant losses or loss of liquidity to the Fund or CLO issuers in which it invests. Position limits imposed by various regulators, self-regulatory organizations or trading facilities on derivatives may also limit the Fund’s or such CLO issuers’ ability to effect desired trades. Position limits are the maximum amounts of net long or net short positions that any one Person may own or control in a particular financial instrument. It is possible that trading decisions may have to be modified and that positions held may have to be liquidated in order to avoid exceeding such limits. Such modification or liquidation, if required, could materially and adversely affect the operations and profitability of the Fund and the value of its investments.

The investment techniques related to derivative instruments are highly specialized and may be considered speculative. Such techniques often involve forecasts and complex judgments regarding relative price movements and other economic developments. The success or failure of these investment techniques may turn on small changes in external factors not within the control of the Fund or CLO issuers in which it invests.

Derivatives instruments may also embed varying degrees of leverage. Accordingly, the leverage offered by trading in derivative instruments may magnify the gains and losses experienced by the Fund or the CLO issuers in which it invests. Thus, like other leveraged investments, a derivatives trade may result in losses in excess of the amount invested. Any increase in the amount of leverage applied will increase the risk of loss due to the amount of additional leverage applied.

The Dodd-Frank Act requires clearing and exchange trading of certain products subject to regulation by the CFTC. The CFTC currently requires the clearing of certain interest rate and credit index derivatives. Additional products are expected to be required to be cleared in the future. However, other swaps will not necessarily be cleared through registered clearinghouses, and therefore may not be subject to the protections afforded to participants in cleared swaps (for example, centralized counterparty, guaranteed funds, customer asset segregation and mandatory margin requirements). Clearinghouse collateral requirements may differ from and be greater than the collateral terms negotiated with swap counterparties in the “over-the-counter” market. This may increase the Fund’s or CLO issuers’ cost in entering into these products and impact Sycamore Tree Advisors’ ability to pursue certain investment strategies. For swaps that are cleared through a clearinghouse, Sycamore Tree Advisors may face the clearinghouse as legal counterparty and would be subject to clearinghouse performance and credit risk.

In addition, the Dodd-Frank Act and related CFTC and SEC rules (certain of which have not yet been finalized) impose other significant new regulations on the derivatives markets, including the registration of and regulations on persons or entities deemed to be swap dealers or major swap participants. Such regulated swap entities are subject to a number of regulatory requirements which may result in such counterparties increasing the cost of trading derivatives instruments through increased fees or spreads to offset the compliance costs and requirements. On the other hand, the Fund or CLO issuers in which it invests may trade in certain swaps or derivatives instruments with unregistered and unregulated entities, and therefore may not benefit from protections afforded to counterparties of registered and regulated swap entities.

There is significant uncertainty regarding applicable derivatives legislation (including the Dodd-Frank Act and the regulations that are being developed pursuant to such legislation) and, consequently, the full impact that such legislation ultimately will have on derivatives instruments utilized by the Fund or CLO issuers in which it invests is not fully known to date.

Moreover, the IRS has issued proposed regulations regarding the tax accounting for swaps with contingent payments (such as total return swaps) and there have been other proposed changes (both congressional and administrative) to the taxation of swaps, and it is uncertain whether these proposed regulations or other proposals will be adopted (with or without modification).

For all the foregoing reasons, while the Fund may benefit from the use of derivatives and related techniques, such instruments can expose the Fund to significant risk of loss and may result in a poorer overall performance for the Fund than if it had not entered into such transactions.

***The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors should read the relevant offering documents in their entirety and consult with their own advisors before deciding to invest in the Funds.***

**Item 9: Disciplinary Information**

Not Applicable. Sycamore Tree Advisors and its supervised persons have no reportable disciplinary events to disclose.

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

**Item 10.A.**

Not Applicable. Sycamore Tree Advisors is currently not applying to register as a broker-dealer and does not intend to. An employee of Sycamore Tree Advisors is a registered representative of an unaffiliated broker-dealer, First Liberties Financial (“FLF”), which is registered with the Financial Industries Regulatory Authority, Inc. Sycamore Tree Advisors

**Item 10.B.**

Not Applicable at this time. Neither Sycamore Tree Advisors, nor any of its management persons, is applying to register with the Commodity Futures Trading Commission or applying for membership with the National Futures Association.

**Item 10.C.**

The General Partner to the Fund is an affiliate of Sycamore Tree Advisors, and in this capacity the relationship could create an incentive for Sycamore Tree Advisors to make investment allocations that are riskier or more speculative than would be the case if the general partner did not receive incentive compensation from the Fund for serving as the general partner to the Fund. Sycamore Tree Advisors will act in the best interest of its Fund and in accordance with the Fund’s investment objectives and has a robust compliance program in place to generally deal with conflicts of interest that come up from time to time on an objective basis.

Sycamore Tree Advisors is a wholly owned subsidiary of Sycamore Tree Capital Partners, L.P. (“**Sycamore Tree Capital**”), an SEC exempt reporting advisor (CRD number 311555). Sycamore Tree Advisors and Sycamore Tree Capital operate as a single advisory business and, collectively, serve as managers and/or general partners of pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

**Item 10.D.**

Not Applicable. Sycamore Tree Advisors and its supervised persons do not recommend or receive compensation for selection of other investment advisers for its clients.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Item 11.A.**

Employees of Sycamore Tree Advisors may only purchase and sell securities in accordance with Sycamore Tree Advisors' Code of Ethics to which all employees are subject. This policy is monitored by the Chief Compliance Officer.

Employees are permitted to maintain personal brokerage accounts, subject to the Code of Ethics and personal trading policy.

The Code of Ethics includes the following points:

- A statement of the standard of business conduct.
- Limits on gifts and entertainment.
- Limits on political contributions.
- Employees are prohibited from purchasing or selling, directly or indirectly, any existing or contemplated securities for the Fund's investment portfolio, or any security for which the Employee may have received material nonpublic information.
- All employees are required to pre-clear certain purchases or sales of securities through the Chief Compliance Officer for personal accounts.
- Additionally, employees are subject to strict reporting requirements regarding personal holdings.
- Employees must acknowledge in writing having received and read a copy of the Code of Ethics.
- Any exceptions to the above need prior approval of the Chief Compliance Officer.

A copy of Sycamore Tree Advisors' Code of Ethics is available to investors and prospective investors upon request.

### **Item 11.B through Item 11.D.**

Sycamore Tree Advisors does not engage in principal transactions. Sycamore Tree Advisors, as a fiduciary, endeavors to always make decisions in the best interests of its clients if conflicts of interest arise. Employees of Sycamore Tree Advisors are prohibited from using their knowledge of Fund transactions to cause any non-Fund account to profit from the market effect of such transactions or give such information to a third party who may so profit. Sycamore Tree Advisors may restrict personal trading by employees or related persons in any circumstances where Sycamore Tree Advisors considers it to be in the best interests of Sycamore Tree Advisors and/or its clients. Sycamore Tree Advisors may also reverse, cancel, or freeze any transaction or position in an account of an employee or related person that in its discretion it believes is inconsistent with the Code of Ethics.

## **Item 12: Brokerage Practices**

### **Item 12.A.1.**

Sycamore Tree Advisors retains full discretion to determine the broker or dealer to be used for each securities transaction for Fund accounts and seeks to obtain best execution for its clients by placing orders for the purchase and sale of securities with brokers and dealers based on Sycamore Tree Advisors' evaluation of the ability of the broker or dealer to execute orders in a prompt and effective manner as well as consider such factors as, including but not limited to, the financial stability and reputation of brokerage firms, creditworthiness, efficiency of execution and error resolution, the actual executed price and the commission, custodial and other services provided for the enhancement of Sycamore Tree Advisors' portfolio management capabilities; the size and type of the transaction; the difficulty of execution and the ability to handle difficult trades, and the research, brokerage or other services provided by such brokers. There may be instances when, in the judgment of Sycamore Tree Advisors, more than one broker or dealer is able to offer comparable brokerage services to the Funds. In selecting among such brokers or dealers, consideration may be given to those brokers or dealers that provide research services to the Fund, Sycamore Tree Advisors, and any of Sycamore Tree Advisors' affiliates. However, while it is not the policy of Sycamore Tree Advisors to pay higher commissions to a broker for receiving such services, it is possible that transaction costs may be higher than if Sycamore Tree Advisors was not receiving products or services from a broker.

Sycamore Tree Advisors can use soft dollars but has chosen not to do so to date. Research and brokerage services obtained by the use of commissions arising from the Fund's portfolio transactions may be used by Sycamore Tree Advisors in its other investment activities and thus, the Fund may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided. The Fund may be deemed to be paying for this research and other services with "soft" or commission dollars generated by Fund transactions. These "soft dollar" commissions may be used by Sycamore Tree Advisors to pay for research and brokerage services that provide lawful and appropriate assistance to Sycamore Tree Advisors in carrying out its investment decision-making responsibilities, as permitted under the safe harbor of Section 281 of the Securities and Exchange Act of 1934, as amended ("**Section 28(e)**"). As is anticipated within Sycamore Tree Advisors' Offering Documents, Sycamore Tree Advisors may choose to direct the brokerage transactions of the Fund to brokers in order to obtain research services, some of which are described below.

Research services furnished by brokers may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services.

Brokerage services furnished by brokers may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides

trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirmations or trade affirmations.

**Item 12.A.2.**

Sycamore Tree Advisors does not participate in selecting or recommending broker-dealers in exchange for client referrals.

**Item 12.A.3.**

Not Applicable. Sycamore Tree Advisors does not recommend, request or require that a client direct Sycamore Tree Advisors to execute transactions through a specified broker-dealer.

**Item 12.B.**

Currently, Sycamore Tree Advisors manages one Fund and, therefore, an aggregation and allocation policy is not applicable at this time. Should Sycamore Tree Advisors manage more than one advisory client, Sycamore Tree Advisors will implement the following policy. When purchasing securities for more than one of its advisory clients (i.e., bunching orders), Sycamore Tree Advisors will endeavor to aggregate such orders into a single trade to purchase the quantity of securities necessary to supply all advisory clients. Sycamore Tree Advisors has the authority to allocate trades to advisory clients on an average price basis or on another basis it deems fair and equitable. Similarly, if an order on behalf of any advisory client cannot be fully allocated under prevailing market conditions, Sycamore Tree Advisors may allocate the trades among different advisory clients on a basis it considers fair and equitable over time. One or more of the foregoing considerations may (and are often expected to) result in allocations among advisory clients on other than a *pari passu* basis.

**Item 13: Review of Accounts**

**Item 13.A. and 13.B.**

Sycamore Tree Advisors has established an “**Investment Committee**” comprised of a team of investment professionals responsible for reviewing the overall strategic, direction and broad allocations of investments by the Fund on an ongoing basis to confirm that each portfolio is in line with, as applicable: investment criteria specified in private placement memoranda; objectives, limitations or restrictions specified in agreement with the Fund; risk parameters and other Sycamore Tree Advisors specified limits; and other guidelines or restrictions. Guidance from the Investment Committee will be a key input into the macro portfolio positioning considerations. The Investment Committee includes: Mark Okada, Trey Parker, and Jack Yang Sycamore Tree Advisors.

**Item 13.C.**

Investors in the Fund will typically receive, among other things, a copy of audited financial statements of the Fund within 90 days after the fiscal year end of the Fund. In addition, Investors in the Fund will typically receive periodic written reports containing unaudited summary financial information regarding the Fund.

**Item 14: Client Referrals and Other Compensation****Item 14.A.**

As noted in the response to Item 12, Sycamore Tree Advisors may receive certain research and brokerage products or services from broker-dealers through soft dollar arrangements. As such, the Fund may benefit from research services acquired by Sycamore Tree Advisors as a result of the brokerage transactions of the applicable client. Please see Item 12 for further information on Sycamore Tree Advisors' soft dollar practices, including Sycamore Tree Advisors' procedures for addressing conflicts of interest that arise from such practices.

Additionally, Sycamore Tree Advisors does not receive a direct economic benefit from any third party for providing investment advice or other advisory services to the Fund or related to the selection or recommendation of broker-dealers.

**Item 14.B.**

Currently, Sycamore CLO does not have any arrangements with placement agents or arrangements to compensate third party persons or entities for client referrals or to solicit clients. Sycamore CLO may in the future enter into agreements with certain solicitors or placement agents that provide for compensation to be paid to the solicitor or placement agent for referring investors to the Fund.

**Item 15: Custody**

Given that Sycamore Tree Advisors acts as investment adviser to the Fund, Sycamore Tree Advisors may be deemed to have custody of certain client assets under current applicable regulatory interpretations. As such, and as is required by the safekeeping requirement in Rule 206(4)-2 of the Advisers Act, all assets of the Fund are held by qualified custodians. On an annual basis, Sycamore Tree Advisors is required to deliver to the Fund's investors audited financial statements within 120 days of fiscal year-end; Sycamore Tree Advisors expects to provide such audited financial statements within 90 days of the fiscal year-end.

**Item 16: Investment Discretion**

Sycamore Tree Advisors accepts discretionary authority to manage securities accounts on behalf of clients and therefore, determines which securities and the amounts of securities it buys and sells for clients. This authority has been granted to Sycamore Tree Advisors by means of the execution of the relevant organizational and/or advisory agreements (e.g., investment advisory agreement) that set forth the scope of Sycamore Tree Advisors' discretion with respect to the Fund.

**Item 17: Voting Client Securities**

Sycamore Tree Advisors has voting authority due to the fact that it has discretionary authority over the securities held by its clients. Accordingly, Sycamore Tree Advisors understands its fiduciary responsibility to monitor corporate events, to vote proxies and cast votes in the best economic interests of its clients, and to not put client interests second to its own economic interests.

Sycamore Tree Advisors has adopted the proxy voting policies and procedures set forth in its Compliance Manual to identify and address material conflicts of interest related to voting proxies. Under our proxy voting policy, Sycamore Tree Advisors will generally vote proxies in accordance with the recommendation

of the issuing company's management on routine and administrative matters unless Sycamore Tree Advisors has a particular reason to vote to the contrary. Non-routine matters will be voted on a case-by-case basis in a manner that serves the clients' best interest. Under certain circumstances, we may abstain from voting specific proxies if we believe that doing so is in the best interests of our clients. Furthermore, under our proxy voting policy, we may not vote proxies issued by companies if our clients no longer have any economic exposure to the issuer.

Clients are not permitted to direct Sycamore Tree Advisors' vote in a particular proxy solicitation.

Clients may obtain information regarding how Sycamore Tree Advisors voted its securities by requesting records of the Chief Compliance Officer, who is responsible for retaining all records related to proxy voting. Additionally, clients may obtain a copy of Sycamore Tree Advisors' proxy voting policies and procedures upon request of the Chief Compliance Officer.

**Item 18: Financial Information**

Not Applicable. Sycamore Tree Advisors does not require or solicit prepayment of more than \$1,200 in fees, six months or more in advance. In addition, Sycamore Tree Advisors has not been the subject of a bankruptcy petition at any time during the past ten (10) years.