

**INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV**

LADDER CAPITAL ASSET MANAGEMENT LLC

**345 Park Avenue
8th Floor
New York, NY 10154
212-715-3170
www.laddercapital.com**

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This Investment Adviser Brochure (“this Brochure”) provides information about the qualifications and business practices of Ladder Capital Asset Management LLC, a Delaware Limited Liability Company (“LCAM”). If you have any questions about the contents of this Brochure, please contact LCAM’s Chief Compliance Officer at 212-715-3170. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

LCAM is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

Additional information regarding LCAM is also available on the SEC’s website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

The initial filing of this Part 2A occurred on June 16, 2021. This Part 2A has been updated to reflect material changes to regulatory assets under management.

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ADVISORY BUSINESS

Ladder Capital Asset Management LLC (“**LCAM**”) is an affiliate of Ladder Capital Corp (NYSE: LADR) (“**LCC**”), a publicly-traded commercial real estate investment trust comprised of a registered investment advisory entity and other entities (collectively, the “**Ladder Capital Group**”). The Ladder Capital Group, having commenced operations in October 2008, primarily originates, underwrites, acquires, structures, manages and disposes of a diverse portfolio comprised primarily of commercial real estate mortgages, commercial real estate, commercial real estate backed securities and other real estate-related assets. Subsidiaries of the Ladder Capital Group also include a captive insurance company. See “Other Financial Industry Activities and Affiliations” below for more information.

LCAM is a registered investment adviser that commenced operations in June 2021. LCAM is ultimately controlled by LCC and currently provides investment advisory services solely to LCCM 2021-FL2 Trust (the “**CLO Issuer**”), although it is anticipated that LCAM will in the future provide investment advisory services to additional CLO issuers. This Brochure describes the applicable qualifications and business practices of LCAM.

LCAM manages, on a discretionary basis, the assets of the CLO Issuer pursuant to the Collateral Management Agreement between LCAM and the CLO Issuer. The CLO Issuer invests primarily in first mortgage loans secured by commercial real estate originated or acquired by the Ladder Capital Group and in participation interests in such loans.

LCAM’s investment advisory services to the CLO Issuer may include identifying and evaluating asset acquisition opportunities, negotiating with commercial loan obligors regarding proposed modifications or waivers of loan documents, monitoring assets on an ongoing basis and advising as to the disposition of any defaulted or credit-impaired assets and as to the CLO Issuer’s exercise of any rights or remedies. See “Methods of Analysis, Investment Strategies and Risk of Loss” below for additional information.

As of July 30, 2021, LCAM had regulatory assets under management of \$607,500,000 managed on a discretionary basis.

FEES AND COMPENSATION

LCAM is entitled to receive a management fee (a “**Management Fee**”) in connection with the advisory, administrative and monitoring services it performs for the CLO Issuer. However, LCAM has waived this fee for so long as it or any of its affiliates serves as Collateral Manager for the CLO Issuer. LCAM is not entitled to a promote or performance fee; however, it is entitled to be reimbursed for certain out-of-pocket expenses. In addition, LCAM and the Servicer are entitled to receive and retain certain amounts paid by mortgage loan borrowers, including, without limitation, in connection with loan extensions, loan modifications and late fees. The expense reimbursements and other amounts payable to LCAM and its affiliates are described in detail in the CLO Issuer’s Offering Memorandum and the Indenture executed by the CLO Issuer.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under “Fees and Compensation,” LCAM is not entitled to receive a promote or performance fee based on the performance of the CLO Issuer’s assets.

TYPES OF CLIENTS

LCAM currently provides investment advice solely to the CLO Issuer, although it is anticipated that LCAM will in the future provide investment advisory services to additional CLO issuers. Investors in the CLO Issuer must be reasonably believed to be “Qualified Institutional Buyers,” as defined in Rule 144A under the Securities Act of 1933, as amended (the “**Securities Act**”), “institutional accredited investors” for purposes of Regulation D under the Securities Act, or “non-U.S. persons” for purposes of Regulation S under the Securities Act.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

LCAM’s objective is to manage the CLO Issuer’s assets in a manner that is consistent with the Indenture executed by the CLO Issuer and that generates sufficient returns to permit timely payment of the CLO Issuer’s obligations to Noteholders and optimizes returns to Noteholders. LCAM uses market knowledge combined with a disciplined credit evaluation and due diligence culture in furtherance of its investment program.

Investment and Operating Strategies

The CLO Issuer primarily invests in: (i) first mortgage loans originated or acquired by a Ladder Capital Group affiliate that are secured by commercial real properties located in the United States and participation interests therein; and (ii) certain “Eligible Investments,” consisting primarily of U.S. government securities, demand and time deposits, investment grade-rated commercial paper and money market mutual funds. Certain transactions raising potential conflicts of interest are permitted to be effected only with the consent of an Advisory Committee, at least one member of which must be unaffiliated with LCAM.

LCAM, together with various third-party service providers, monitors the CLO Issuer’s loan portfolio on an ongoing basis, working closely with borrowers and/or their partners. The monitoring focuses on asset-specific and market surveillance, active enforcement of loan and security rights and review of potential modification or disposition strategies.

Risk of Loss

An investment in the CLO Issuer involves certain risks and, therefore, should be undertaken only by qualified investors capable of analyzing those risks. Certain of those risk factors are discussed below; however, those risks are not meant to be an exhaustive listing of all potential risks associated with an investment in the CLO Issuer or an exhaustive discussion of any particular risk. Investors should consult with their own financial, legal and other advisors for advice regarding their investment and should carefully review the Risk Factors section of the CLO Issuer’s Offering Memorandum.

Risks Applicable to Real Estate Investments, Generally

Uncontrollable Factors Affecting Performance and Value. Investments in the real estate sector are subject to varying degrees of risk. The yields available from such investments generally depend on the structure of the investment and the success of the property or properties which effectively serve as collateral for such investments as evidenced by the amount of net income earned and capital appreciation generated by such properties. Income from, and the value of, the CLO Issuer's assets may be adversely affected by many factors that are beyond LCAM's control, including: adverse changes in national and local economic and market conditions; changes in interest rates and in the availability, costs and terms of financing; changes in generally accepted accounting principles; changes in governmental laws and regulations, fiscal policies and zoning and other ordinances and costs of compliance with laws and regulations; the ongoing need for capital improvements, particularly in older structures; changes in operating expenses; and civil unrest, terrorism, acts of war, nuclear or radiological disasters, pandemics and natural disasters, including earthquakes, tsunamis and floods, which may result in uninsured and underinsured losses. The economic impact of such events could also adversely affect the credit quality of the CLO Issuer's assets and the property underlying such investments.

Pandemics and Other Deteriorations in Economic Conditions. In recent years, the real estate markets, including the commercial real estate market, as well as global financial markets and the U.S. economy generally, have periodically experienced significant dislocations, uncertainty, illiquidity and volatility. In 2020 and continuing to the present, a global pandemic has led to economic downturns and financial disruptions and has adversely affected many borrowers. While the Notes issued by the CLO Issuer remain outstanding, the real estate and securitization markets, including the market for commercial real estate securities, as well as financial markets and the economy generally, may experience periods of deterioration causing significant dislocations, illiquidity and volatility. During any such periods, declining real estate values, coupled with diminished availability of leverage and/or refinancings for commercial, multifamily and manufactured housing community real estate may result in increased delinquencies and defaults on commercial, multifamily and manufactured housing community mortgage loans. In addition, downturns in the general economy may affect the financial strength of many commercial, multifamily and manufactured housing real estate tenants and result in increased rent delinquencies and decreased occupancy. Any continued downturns may lead to decreased occupancy, decreased rents or other declines in income from, or the value of, commercial, multifamily and manufactured housing community real estate, which would also be likely to have an adverse effect on loans secured by such real estate, and thus affect the values of such loans. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect the performance of the CLO Issuer's assets. LCAM cannot assure that dislocations in the real estate markets will not continue to occur or not become more severe.

Interest Rate Fluctuations. Interest rates are highly sensitive to many factors beyond LCAM's control, including governmental monetary and tax policies and domestic and international economic and political considerations. Interest rate fluctuations may affect the value of debt instrument both directly and indirectly, including in connection with payments on adjustable rate commercial real estate mortgage loans.

Selected Risks Applicable to Commercial Real Estate Loans and Participations Therein

Interim Loans. The CLO Issuer expects to acquire loans secured by first lien mortgages on commercial real estate that provide interim financing to borrowers seeking short-term capital for the acquisition or transition (for example, lease up and/or rehabilitation) of such commercial real estate. These loans, generally having maturities of three years or less, are typically secured by a transitional asset that has been under-managed and/or is located in a recovering market. If the market in which the asset is located fails to recover according to the borrower's projections, or if the borrower fails to improve the quality of the asset's management and/or the value of the asset, the borrower may not be able to repay the interim loan and the CLO Issuer may not recover some or all of its initial expenditure.

Non-Recourse Nature of Loans. Payments under the mortgage loans that the CLO Issuer acquires are not insured, and are generally either not guaranteed or should not be considered to be guaranteed, by any person or entity. These loans are generally non-recourse loans. If a default occurs, the CLO Issuer's remedies generally are limited to foreclosing against the borrower and/or the specific mortgaged properties and any other assets that have been pledged to secure the mortgage loan, subject to, in some cases, customary non-recourse carve-outs either to the borrower and/or its sponsor. Even if a mortgage loan is recourse to the borrower (or if a non-recourse carve-out to the borrower applies), in most cases, the borrower's assets are limited primarily to its interest in the related mortgaged property. Such real property may not be sufficient to protect the CLO Issuer from a partial or complete loss if the borrower defaults on the loan. Payment of amounts due under the mortgage loan prior to its maturity date is consequently dependent primarily on the sufficiency of the net operating income of the property. Even if the mortgage loan provides for limited recourse to a principal or affiliate of the related borrower, there is no assurance that any recovery from such principal or affiliate will be made or that such principal's or affiliate's assets will be sufficient to pay any otherwise recoverable claim.

Enforceability of Loan Documents. Each of the CLO Issuer's mortgages permit it to accelerate the debt upon default by the borrower. The courts of all states will enforce acceleration clauses in the event of a material payment default, subject in some cases to a right of the court to revoke such acceleration and reinstate the mortgage loan if a payment default is cured. The equity courts of any state, however, may refuse to allow the foreclosure of a mortgage, deed of trust, or other security instrument or to permit the acceleration of the indebtedness if the exercise of those remedies would be inequitable or unjust or the circumstances would render the acceleration unconscionable. Thus, a court may refuse to permit foreclosure or acceleration if a default is deemed immaterial or the exercise of those remedies would be unjust or unconscionable or if a material default is cured.

Further, the ability to realize upon mortgage loans may be limited by the application of state and federal laws. Several states (including California) have laws that prohibit more than one "judicial action" to enforce a mortgage obligation. Some courts have construed the term "judicial action" broadly. As a result, the ability to realize upon mortgage loans may be limited by the application of state laws and may delay or otherwise limit the ability to realize on defaulted mortgage loans.

Loss of Principal on Maturity Date. The borrowers under certain commercial real estate-secured loans or participations acquired by the CLO Issuer may be unable to repay their remaining principal balances on the stated maturity dates. This is particularly likely in the case of mortgage loans that are non-amortizing or partially amortizing “balloon loans” that provide for substantial payments of principal due at their stated maturities. Balloon loans involve a greater risk to the lender than amortizing loans because a borrower’s ability to repay a balloon mortgage loan on its stated maturity date typically will depend upon its ability either to refinance the mortgage loan (although some loans such as those on condominium projects, may be at least partially self-liquidating) or to sell the mortgaged property at a price sufficient to permit repayment. A borrower’s ability to effect a refinancing or sale will be affected by a number of factors. The Ladder Capital Group is not obligated to refinance any of these mortgage loans.

Losses on Non-Performing Loans. In the event of any default under loans or participations held by the CLO Issuer, the CLO Issuer bears the risk of loss of principal and non-payment (and/or late payment) of interest and fees to the extent of any deficiency between the value of the mortgage collateral and the principal amount and unpaid interest of the loan. The real property securing the CLO Issuer’s loans and participations is subject to inherent risks that may limit the CLO Issuer’s ability to recover on a non-performing loan. Such risks include, without limitation, changes in general or local market conditions; changes in the occupancy or rental rates of the property or, for a property that requires new leasing activity, a failure to lease the property in accordance with the projected leasing schedule; increased operating expenses; limited availability of mortgage funds or fluctuations in interest rates which may render the sale and refinancing of a property difficult; development projects that experience cost overruns or otherwise fail to perform as projected; unanticipated increases in real estate taxes and other operating expenses; challenges to the borrower’s claim of title to the real property; environmental considerations; zoning laws; other governmental rules and policies; unanticipated structural defects or costliness of maintaining the property; uninsured losses, such as possible acts of terrorism; and a decline in the operational performance of a facility on the real property (such facilities may include multifamily rental facilities, retail facilities, hospitality facilities, healthcare-related facilities, industrial facilities, warehouse facilities, restaurants, mobile home facilities, recreational or resort facilities, arenas or stadiums, religious facilities, parking lot facilities or other facilities). In instances where the borrower is acting as a landlord on the underlying property, the ability of such borrower to satisfy the debt obligation held by the CLO Issuer will depend on the performance and financial health of the underlying tenants, which may be difficult for LCAM to assess or predict. In addition, as the number of tenants with respect to a commercial property decreases or as tenant spaces on a property must be relet, the nonperformance risk of the loan related to such commercial property may increase.

Construction, Development, Redevelopment, Renovation and Repairs at Mortgaged Properties. Mortgaged properties underlying the CLO Issuer’s assets may be currently undergoing, or may undergo in the future, construction, development, redevelopment, renovation or repairs. Any such construction, redevelopment, renovation or repairs may not be completed, may not be completed in the time frame contemplated, or, when and if redevelopment or renovation is completed, such redevelopment or renovation may not improve the operations at, or increase the value of, the subject property. Failure of any of the foregoing to occur could have a material negative impact on the related mortgage loan and/or the value of the related mortgaged property, which could affect the ability of the borrower to repay the related mortgage loan.

Additionally, in the event that the related borrower or tenant fails to pay the costs for work completed or material delivered in connection with such ongoing construction, redevelopment, renovation or repairs, the related mortgaged property may be subject to mechanic's or materialmen's liens that may be senior to the lien of the related mortgage loan. Also, the existence of construction or renovation at a mortgaged property may make such mortgaged property less attractive to tenants or their customers or other users and, accordingly, could have a negative impact on net operating income.

Lack of Skillful Property Management. The successful operation of a real estate project, including those underlying the CLO Issuer's assets, depends upon the present or future property manager's performance and viability. Management errors can, in some cases, impair short-term cash flow and the long-term viability of an income producing property. No representation or warranty can be made by LCAM as to the skills or experience of any present or future property managers. Many property managers are affiliated with the borrower and, in some cases, such property managers may not manage any other properties. Additionally, there can be no assurance that the related property manager will be in a financial condition to fulfill its management responsibilities throughout the term of its management agreement.

Borrower Creditworthiness. The commercial real estate lending business depends upon the creditworthiness of borrowers, which LCAM must judge in acquiring assets for the CLO Issuer. LCAM will depend on information obtained from non-public sources in making many decisions related to a CLO Issuer investment, and such information may be difficult to obtain. As a result, LCAM may be required to make decisions based on incomplete information or information that is impossible or impracticable to verify. A determination as to the creditworthiness of a prospective borrower is based on a wide range of information including, without limitation, information relating to the form of entity of the prospective borrower, which may indicate whether the borrower can limit the impact that its other activities have on its ability to pay obligations related to the mortgaged property. Even if LCAM is provided with full and accurate disclosure of all material information concerning a borrower, it may misinterpret or incorrectly analyze this information which may cause the CLO Issuer to purchase loans or participations that it otherwise would not have purchased and, as a result, may negatively impact the value of the CLO Issuer's portfolio.

Limitations of Third Party Reports. Appraisals and engineering and environmental reports, as well as a variety of other third party reports, are generally obtained with respect to each of the mortgaged properties underlying the CLO Issuer's assets at or about the time of origination. Appraisals are not guarantees of present or future value. One appraiser may reach a conclusion different from the conclusion that would be reached if a different appraiser were appraising that property. Moreover, the values of the mortgaged properties may have fluctuated significantly since the appraisals were performed. In addition, any third party report, including any engineering report, environmental report, site inspection or appraisal, represents only the analysis of the individual consultant, engineer or inspector preparing such report at the time of such report, and may not reveal all necessary or desirable repairs, maintenance, remediation and capital improvement items.

"Lender Liability" Claims. In recent years, a number of judicial decisions 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 on the premise that a lender has either violated a duty, whether implied or contractual, of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. LCAM cannot assure that such claims will not arise or that the CLO Issuer will not be subject to significant liability if a claim of this type did arise.

Environmental Liability Relating to Underlying Properties. Liability relating to environmental matters may decrease the value of the properties underlying the CLO Issuer’s assets and may adversely affect the ability of a borrower to sell the applicable property or to borrow using the property as collateral and may adversely affect the benefit of having the property as security for a mortgage loan. Under various federal, state and local laws, an owner or operator of real property may become liable for the costs of removal of certain hazardous substances released on, about, under or in its property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such hazardous substances. To the extent that an owner of an underlying property becomes liable for removal costs, testing, monitoring, remediation, bodily injury or property damage, the owner’s ability to make debt payments may be reduced, which in turn may adversely affect the value of the relevant mortgage asset related to such property. Moreover, some federal and state laws provide that, in certain situations, a secured lender, such as the CLO Issuer, may be liable as an “owner” or “operator” of the real property, regardless of whether the borrower or previous owner caused the environmental damage. Therefore, the presence of hazardous materials on certain property could have an adverse effect on the CLO Issuer in its capacity as the owner of such property, as the mortgage lender to the owner of such property, or as the holder of a real estate instrument related to such property.

Insurance. Insurance on the real estate underlying the CLO Issuer’s loans and participations may not cover all losses. The borrower or originating lender, as applicable, may not have purchased enough, or the proper types of, insurance coverage to cover all losses. Further, certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes, terrorism or acts of war, may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors, including terrorism or acts of war, also might make the insurance proceeds insufficient to repair or replace a property if it is damaged or destroyed. Under such circumstances, the insurance proceeds received might not be adequate to restore the CLO Issuer’s economic position with respect to the affected real property. Any uninsured loss could result in both loss of cash flow from and the asset value of the affected property.

Bankruptcy and Restructuring. Although commercial mortgage lenders typically seek to reduce the risk of borrower bankruptcy through such items as non-recourse carve-outs for bankruptcy and special purpose entity/separateness covenants and/or non-consolidation opinions for borrowing entities, the owners of, and borrowers on, the properties that secure the CLO Issuer’s assets may still seek the protection afforded by bankruptcy, insolvency and other debtor relief laws. One of the protections offered in such proceedings to borrowers or owners is a stay of legal proceedings against such borrowers or owners and a stay of enforcement proceedings against collateral for such loans (including the properties and cash collateral). A stay of foreclosure proceedings could adversely affect the ability of the CLO Issuer to realize on its collateral, and could adversely affect the value of those assets. Other protections in such proceedings to

borrowers and owners include forgiveness of debt, the ability to create super-priority liens in favor of certain creditors of the debtor, the potential loss of cash collateral held by the lender if the lender is over-collateralized, and certain well-defined claims procedures. The numerous risks inherent in the bankruptcy process create a potential risk of loss by the CLO Issuer of its entire investment in any particular loan.

Liquidity Risk of Commercial Real Estate Loans and Participations. The lack of liquidity in the CLO Issuer's commercial real estate loans and participations may significantly impede LCAM's ability to respond to adverse changes in the performance of the CLO Issuer's portfolio and may adversely affect the value of the portfolio. Such "liquidity risk" may be difficult or impossible to hedge against.

The lack of liquidity of the CLO Issuer's commercial real estate loans and participations may make it difficult to effect a sale of such assets at such time as LCAM may need or desire. Interim loans may be relatively less liquid than loans against stabilized properties due to their short life, their potential unsuitability for securitization, any unstabilized nature of the underlying real estate and the difficulty of recovery in the event of a borrower's default. As a result, LCAM expects many of the CLO Issuer's assets may be illiquid, and if LCAM is required to liquidate all or a portion of the CLO Issuer's portfolio quickly, the CLO Issuer may realize significantly less than the value at which such assets were previously recorded, which may fail to maximize the value of the assets or result in a loss.

Concentrations of Underlying Real Properties. The CLO Issuer's portfolio may at times have concentrations in certain property types that are subject to higher risk of foreclosure, or secured by properties concentrated in a limited number of geographic locations, as well as borrower concentrations. To the extent that the portfolio is concentrated in any one region or type of asset, downturns relating generally to such region or type of asset may result in defaults on a number of the CLO Issuer's assets within a short time period. Additionally, borrower concentration, in which a particular borrower is, or group of related borrowers are, associated with multiple real properties securing mortgage loans held by the CLO Issuer, may reduce diversification. Diversification also may be limited if the CLO Issuer's portfolio is concentrated in a certain commercial or industrial sector, a certain tenant or geographic area or if certain of the CLO Issuer's loans or participations have outstanding principal balances that are substantially larger than others. A limited degree of diversification increases risk because the aggregate return of the CLO Issuer may be substantially adversely affected by the unfavorable performance of even a single market, property type, tenant or loan.

Fair Value of Assets. LCAM expects that the value of some of the CLO Issuer's assets may not be readily determinable. Because such valuations are subjective, the fair value of certain of the CLO Issuer's assets may fluctuate over short periods of time and determinations of fair value may differ materially from the values that would have been used if a ready market for these assets existed.

Risks Applicable to LCAM's Services

Financial Projections. In addition to other analytical tools, LCAM uses financial models to evaluate loans and real estate assets. The accuracy and effectiveness of such models cannot be

guaranteed. In all cases, projections are only estimates of future results which are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained and actual results may vary significantly from the projections. General economic and industry-specific conditions, which are not predictable, can have an adverse impact on the reliability of projections.

Conflicts of Interest. LCAM is subject to conflicts of interest arising out of its relationship with, and position in, the Ladder Capital Group. Certain of LCAM's executive officers serve as officers of the Ladder Capital Group. LCAM's executive officers may have conflicts between their duties to the CLO Issuer and their duties to, and interests in, the Ladder Capital Group and its affiliates, which make proprietary investments similar to investments made by the CLO Issuer. The Ladder Capital Group will not be obligated to dedicate any of its executive officers or personnel exclusively to LCAM. In addition, none of the Ladder Capital Group, its executive officers or other personnel will be obligated to dedicate any specific portion of its or their time to LCAM's business. As a result, these individuals will have competing interests for their business time and attention. Further, if and when there are turbulent conditions in the real estate markets or distress in the credit markets or other times when LCAM will need focused support and assistance from its executive officers, the attention of the Ladder Capital Group's personnel and executive officers and the resources of the Ladder Capital Group may also be required by other affiliates. LCAM will compete with the Ladder Capital Group in the future for the time and attention of these officers. However, the ownership by an LCAM affiliate of CLO Issuer securities constituting an "eligible horizontal residual interest," in compliance with the Risk Retention Rules promulgated jointly by the SEC and other federal government agencies, operates to align, to some extent, the interests of the Ladder Capital Group with the interests of other owners of the CLO Issuer's securities.

Further, the Ladder Capital Group's officers or directors may be involved in other businesses related to the commercial real estate industry, and the Ladder Capital Group and LCAM may wish to invest in commercial real estate-related instruments or properties affiliated with such persons both for the Ladder Capital Group's own account and for the accounts of LCAM's clients. Potential conflicts of interest may exist in such situations, and as a result, the benefits to clients of such investments may be limited. The Ladder Capital Group does not have a policy that expressly prohibits its directors, officers, security holders or affiliates from having a direct or indirect pecuniary interest in any transaction in which the Ladder Capital Group has an interest or from engaging for their own account in business activities of the types conducted by the Ladder Capital Group. However, the allocation policies described below attempt to assure that investment opportunities are allocated fairly and certain personal trading pre-clearance and transaction restrictions also apply. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" below.

LCAM purchases loans from the Ladder Capital Group on behalf of the CLO Issuer. Such transactions may not be the result of arm's length negotiations and may involve conflicts between the CLO Issuer's interests and the interests of the Ladder Capital Group in obtaining favorable terms and conditions. There can be no assurance that any procedural protections, including review and pre-approval of investments by the Advisory Committee, will be sufficient to assure that these transactions will be made on terms that will be at least as favorable to the CLO Issuer as those that LCAM would have obtained in an arm's length transaction.

The CLO Issuer may be competing with the programs, funds, vehicles, managed accounts, ventures or other entities that the Ladder Capital Group may currently own or may form or sponsor in the future for access to the benefits that the relationship with the Ladder Capital Group provides to LCAM, including access to investment opportunities. While LCAM attempts to allocate investment opportunities in a fair and equitable manner for the CLO Issuer, there may be conflicts of interest in allocating investment opportunities to the CLO Issuer, the Ladder Capital Group and future programs, funds, vehicles, managed accounts, ventures or other entities owned and/or managed by the Ladder Capital Group. In addition, there is no restriction on the Ladder Capital Group on forming, sponsoring, owning and/or managing additional investment entities that have overlapping investment objectives with the CLO Issuer and could compete with the CLO Issuer for additional opportunities, subject to LCAM's investment allocation policies (described below under "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading"). The activities of the Ladder Capital Group vehicles could restrict LCAM's ability to pursue certain asset acquisitions or take other actions related to its investment advisory services for the CLO Issuer.

LCAM or the Ladder Capital Group may obtain other benefits in the form of reduced expenses or favorable rates for shared or similar services provided in connection with the CLO Issuer's relationships with certain service providers, including sharing with the Servicer and Special Servicer certain fees collected from mortgage loan borrowers. To manage and mitigate any potential conflict of interest, LCAM has implemented policies and procedures that include initial and ongoing reviews of its third-party service providers.

Transactions between the Ladder Capital Group and the CLO Issuer will only be effected in accordance with Advisers Act requirements, including applicable independent third-party consents.

DISCIPLINARY INFORMATION

LCAM and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Ladder Capital Finance LLC, a Delaware limited liability company and an affiliate of LCAM, may act as a sponsor and/or mortgage loan seller for one or more CMBS securitization trusts.

Ladder Capital Group contains a captive insurance company, Tuebor Captive Insurance Company LLC ("**Tuebor**"), a Michigan limited liability company, to provide certain previously self-insured coverage. Tuebor is regulated by the state of Michigan and is subject to regulations that cover all aspects of its business. LCAM does not currently intend to utilize the services of Tuebor in connection with transactions on behalf of its clients.

Affiliates of LCAM may recover certain additional fees as described below under "Client Referrals and Other Compensation."

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

LCAM has adopted a Code of Ethics and Securities Trading Policy (the “**Code**”), which sets forth standards of conduct that are expected of its principals and employees and addresses conflicts that arise from personal trading. The Code requires certain Ladder Capital Group personnel to report their personal securities transactions, generally prohibits or requires pre-clearance for Ladder Capital Group personnel from directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering, and may prohibit Ladder Capital Group personnel from directly or indirectly acquiring beneficial ownership of certain securities, without first obtaining approval from LCAM’s Chief Compliance Officer and compliance with other applicable precedents. Personal securities transactions by Ladder Capital Group employees who manage client accounts are required to be conducted in a manner that prioritizes the client’s interests in client eligible investments.

LCAM and its affiliated persons may come into possession, from time to time, of material non-public or other confidential information which, if disclosed, might affect a decision to buy, sell or hold a financial instrument. Under applicable law, LCAM and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of LCAM. Accordingly, should LCAM or any of its affiliated persons come into possession of material non-public or other confidential information, LCAM is prohibited from communicating such information to clients, and LCAM has no responsibility or liability for failing to disclose such information to clients as a result of following its policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of LCAM personnel serving as directors of public companies and may restrict trading on behalf of clients.

LCC, through its subsidiaries, makes proprietary investments that may or may not follow investment programs substantially similar to those provided to LCAM clients. Investment decisions for proprietary accounts may differ from advice given to, or financial instruments recommended for, LCAM clients even in cases in which their respective investment objectives are substantially similar. In addition, from time to time, an LCAM affiliate may have an ownership interest in a loan in which the CLO Issuer also has an interest. In such cases, the interest held by LCAM’s affiliates may occupy a senior, *pari passu* or subordinate position relative to the interest held by the CLO Issuer. Notwithstanding the foregoing, LCAM will seek to act in a manner that it believes in good faith to be equitable to all parties under the circumstances and will not effect “Restricted Transactions” on behalf of the CLO Issuer without the prior written consent of the Advisory Committee.

Clients may invest together with other vehicles advised by LCAM or other Ladder Capital Group entities in the manner set forth in their operative documents. LCAM determines the allocation of investment opportunities in a manner that it believes is fair and equitable to its clients consistent with its fiduciary obligations and may take into consideration factors, including those set forth in any investment allocation policy, such as the following: available capital, a client’s investment restrictions and objectives (including those set forth in the relevant client’s governing documents, where applicable), investment and operating guidelines, diversification limitations, tax and regulatory considerations, minimum dollar limits and other relevant factors, including risk.

LCAM and its affiliates may participate in such allocations based on the same factors, including available capital, which may present a conflict of interest. LCAM's allocation policies attempt to mitigate conflicts based on allocating under the factors described above.

LCAM and its affiliates, principals and employees may carry on investment activities for their own accounts and for family members, friends or others who are not clients, and may give advice and recommend financial instruments to vehicles that may differ from advice given to, or financial instruments recommended or bought for clients even though their investment objectives may be the same or similar.

LCAM purchases loans from the Ladder Capital Group on behalf of the CLO Issuer. See "Conflicts of Interest" above for more information.

BROKERAGE PRACTICES

LCAM has overall responsibility for the CLO Issuer's investment decisions, including ultimate decision-making authority regarding asset acquisitions and dispositions. Although the CLO Issuer's assets will not consist predominantly of traded securities, LCAM has the authority to place orders with brokers and other financial intermediaries. Pursuant to the Collateral Management Agreement, LCAM is obligated to use reasonable efforts to obtain best prices and executions and may take various factors into consideration when selecting brokers. However, research or additional ancillary services provided by such financial intermediaries will not be a determining factor for engaging financial intermediaries and LCAM does not expect to engage in "soft dollar" practices.

REVIEW OF ACCOUNTS

It is LCAM's responsibility to ensure that it's managing the CLO Issuer's investments in accordance with the Indenture entered into by the CLO Issuer, as well as in accordance with the Collateral Management Agreement executed by LCAM. Pursuant to the Collateral Management Agreement, LCAM is required to monitor the CLO Issuer's Collateral Interests on an ongoing basis and determine market value when required.

CLIENT REFERRALS AND OTHER COMPENSATION

LCAM affiliates may receive origination, application or other similar fees in respect of the CLO Issuer's investments, which fees shall be paid to and retained by LCAM's affiliates without offset against the Management Fee (which has, in any case, been waived by LCAM). See "Fees and Compensation."

CUSTODY

All CLO Issuer assets are held in custody, pursuant to the Indenture, by Wells Fargo Bank, N.A. as Custodian. Neither LCAM nor any affiliate thereof is deemed to have custody of the CLO Issuer's assets.

INVESTMENT DISCRETION

LCAM has discretionary authority to manage the CLO Issuer's investments pursuant to the restrictions contained in the Indenture, as described above under "Methods of Analysis, Investment Strategies and Risk of Loss."

VOTING CLIENT SECURITIES

LCAM has adopted a Proxy Voting Policies and Procedures (the "**Proxy Policy**") to address how it will vote proxies, as applicable, for each Client's investments. Although the instruments acquired by the CLO Issuer generally do not involve the solicitation of proxies, in the event the CLO Issuer holds instruments that may involve the solicitation of proxies or that entail voting opportunities, it is LCAM's policy to review the particular circumstances and vote in the best interest of the CLO Issuer, including where there may be material conflicts of interest. LCAM may abstain from voting if it determines that abstinence is in the CLO Issuer's best interest or that the vote is immaterial to the value of the investment held by the CLO Issuer.

FINANCIAL INFORMATION

LCAM does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure. Further, as noted above, LCAM has waived the receipt of Management Fees.