

Item 1 – Cover Page

PART 2A OF FORM ADV: FIRM BROCHURE

Pretium Residential Credit Management, LLC

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810 Seventh Avenue 24th Floor

New York, NY 10019

Tel: (212) 257-5757

www.pretium.com

This brochure (the “Brochure”) provides information about the qualifications and business practices of Pretium Residential Credit Manager, LLC (the “Investment Adviser” or “PRCM”). If you have any questions about the contents of this Brochure, please contact Cheryl Zabala at (212) 257-5757 or compliance@pretium.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Investment Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Pretium Residential Credit Manager, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure does not contain any material changes in the qualifications or business practices of Pretium Residential Credit Management, LLC when compared to the Investment Adviser's previous filing in March 2022.

Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	6
Item 6 – Performance Based Fees and Side-By-Side Management	9
Item 7 – Types of Clients.....	11
Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss	12
Item 9 – Disciplinary Information	22
Item 10 – Other Financial Industry Activities and Affiliations	23
Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading.....	26
Item 12 – Brokerage Practices	28
Item 13 – Review of Accounts.....	29
Item 14 – Client Referrals and Other Compensation.....	30
Item 15 – Custody	31
Item 16 – Investment Discretion.....	32
Item 17 – Voting Client Securities.....	33
Item 18 – Financial Information	34

Item 4 – Advisory Business

Pretium Partners, LLC (“Pretium” or the “Firm”), founded in 2012, is an Investment Adviser focused on real estate, mortgage finance and corporate and structured credit. Pretium conducts its mortgage finance business through Pretium Residential Credit Management, LLC (“PRCM” or the “Investment Adviser”), a Delaware limited liability company. The Investment Adviser is primarily owned by Donald R. Mullen, Jr. and is an indirect subsidiary of Pretium.

PRCM currently provides discretionary investment advisory services to:

- Pretium Mortgage Credit Partners I, L.P., a Delaware limited partnership (and its parallel vehicles, “PMC I”), and Pretium Residential Credit Fund II, L.P., a Delaware limited partnership (and its parallel vehicles, “RCF II”), which invest principally in the United States residential housing credit market through purchases of pools consisting of nonperforming, reperforming and subperforming residential mortgage loans and, from time to time, residential real property (“REO”). PMC I and RCF II participate in the current market opportunity in mortgage loans by seeking (i) to earn capital gains by acquiring mortgage loans at discounted prices and executing loss mitigation strategies to enhance their value, (ii) to earn long-term yield and capital gains by selectively acquiring non-QM, non-performing, reperforming and sub-performing residential credit loans at a discount and to enhance their value through the execution of various loss mitigation strategies, and (iii) to generate rental income and capture home price appreciation by selectively retaining desirable REO-to-rental assets. PMC I and RCF II work with borrowers to implement certain loss mitigation strategies, and, where applicable, to convert nonperforming mortgage loans into reperforming mortgage loans through loan modifications. In certain situations, the Funds permit a short sale or converts acquired mortgage loans into REO and generates income through an REO-to-rental strategy or immediate sale;
- Pretium Residential Opportunities Fund I, L.P., a Delaware limited partnership (and its parallel vehicles, “ROF I”), which seeks to make private equity or equity-related investments in businesses primarily involved in the origination of loans; and
- Multiple separately managed accounts pursuing parallel strategies to PMC I and RCF II
- A separately managed account that invests in mortgage loans secured by mortgages or deeds of trust on residential real property, the servicing rights relating to the mortgage loans, and one-to-four family, residential real properties which have been acquired by foreclosure or similar proceedings

(PMC I, RCF II, ROF I, collectively the “Funds,” and the Funds together with the separately managed accounts, collectively, the “Clients”).

The Clients are not registered or required to be registered under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”), or the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the Funds were privately placed to qualified investors in the United States and elsewhere in accordance with applicable laws. The Funds rely upon the

exclusion from the definition of investment company provided by Sections 3(c)(1) and 3(c)(7) of the Investment Company Act. Likewise, securities issued by the Funds generally rely on the offering exemptions provided by Section 4(a)(2) of the U.S. Securities Act of 1933, as amended (the “Securities Act”) and Regulation D thereunder.

PRCM advises the Clients in an attempt to achieve their respective investment objectives (consistent with any relevant guidelines or restrictions) and does not tailor its advice to the individual needs of any investor in the Funds. Fund investors generally cannot impose any restrictions on the way in which the Investment Adviser provides advice to the Fund. PRCM’s management of the Clients is subject to the terms the offering memorandum, limited partnership agreement or investment management agreement and subscription agreement, as each can be amended, supplemented, or modified from time to time (collectively, the “Governing Documents”). The Investment Adviser generally expects to enter into agreements (“Side Letters”) with one or more of their investors whereby, in consideration for agreeing to invest certain amounts in a Client and/or providing other consideration, such investors may be granted favorable rights not afforded other investors in such Client. Such rights typically include one or more of the following: rights to receive reports from the Client on a more frequent basis or that include information not typically provided to other investors; rights to receive reduced rates of performance fees/allocations and/or management fees earned by PRCM, each Client’s general partner and/or other affiliates; excuse rights; information rights; co-investment rights; rights to transfer interests in a Fund; and such other rights as may be negotiated between the Client, PRCM and such investors. Side Letters may be entered into by the Client and PRCM without the consent of other investors in such Client. Additionally, except as may be required by “most-favored-nations” clauses or under the relevant Governing Documents, Side Letters will not be disclosed to other investors in such Client.

Investors and other recipients should be aware that while this Brochure includes information about the Clients, it is not a complete description of the terms, risks or conflicts associated with an investment in the Clients. More complete information about the Clients is included in the relevant Governing Documents, which should be carefully reviewed prior to making an investment decision. In no event should this Brochure be considered an offer to sell or a solicitation of an offer to buy interests in the Funds or relied upon in determining to invest in the Funds. This Brochure is designed solely to provide information about PRCM for purposes of complying with certain obligations under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and as such, responds to relevant regulatory requirements under the Advisers Act that can differ from the information required to be provided in the Funds’ respective offering memoranda and Governing Documents. In the event of any inconsistency between the Governing Documents and this Brochure, the Governing Documents shall control.

As of December 31, 2022, PRCM managed approximately \$13,577,885,791 of regulatory assets under management.

Item 5 – Fees and Compensation

Management Fees

PRCM generally charges an annual management fee ranging between 1.125% to 2% (the “Management Fee”) as follows:

PMC I and RCF II - The Management Fee is charged (i) during the commitment period, on committed capital of the fund, and (ii) upon expiration of the commitment period, on the aggregate amount of invested capital. The Management Fee is payable quarterly in advance, based on committed or invested capital, as applicable, and will be due to PRCM even if the fair value of the relevant remaining investments is below cost or even zero.

ROF I - The Management Fee is charged (i) during the commitment period, on committed capital of the funds, and (ii) upon expiration of the commitment period, on the aggregate amount of invested capital. The Management Fee is charged quarterly in arrears base on committed or invested capital, as applicable, and will be due to PRCM even if the fair value of the relevant remaining investments is below cost or even zero.

The General Partner generally will call capital from investors in the Funds for the amount of Management Fees payable by the general partner to PRCM and then pay such amounts received from the investors to PRCM, consistent with the Fund’s Governing Documents. In some cases, Management Fees due to PRCM may be deducted from proceeds otherwise distributable to investors in the Funds. In the unlikely event PRCM does not provide services for a full period, the Management Fee is typically required to be returned to Fund investors. In general, the amount of fees returned is calculated based on the number of days remaining in the applicable period.

Incentive Allocation

An affiliate of PRCM shall be entitled to a performance-based profits allocation (the “Incentive Allocation”) with respect to the Funds based on distributions in excess of the investors’ invested capital, allocable fees and expenses (including Management Fees paid), a preferred return and catch-up allocations, as specified in the Funds’ Governing Documents. A limited partner’s Incentive Allocation ranges between 10% to 20% per annum. The Investment Adviser can, in its discretion, waive or modify the Incentive Allocation with respect to any investor, including the general partner, affiliates and employees.

Additional Fees and Expenses

The Clients (and therefore the investors in the Clients) will bear and be charged with all costs and expenses relating to the activities and operations of the Clients including, but not limited to:

- (a) investment expenses, *i.e.*, expenses that, in the Investment Adviser’s discretion, are related to the investment of the Clients’ assets, whether or not such investments are consummated, *e.g.*, costs, fees and other out-of-pocket expenses directly related to:
 - the investigation and diligence of investment opportunities and research-related

expenses, including, without limitation, equipment and services and investment related computer hardware and software expenses (including proprietary software), market data services, fees to third-party providers of research and/or portfolio risk management services and software and

- the sourcing, negotiation, structuring, acquisition, closing, ownership, monitoring, financing, hedging or sale of its investments and other transaction costs, including travel expenses for diligencing investments, costs and expenses of accommodations, cellular phone expenses, meals and aircraft travel (including first or business class commercial airfare), and expenses of private air travel when deemed appropriate by the Client's general partner in its reasonable discretion (subject to Pretium's Travel & Expenses Policy), brokerage costs, loan origination, loan administration and loan servicing fees (which services can be provided by affiliated service providers), transaction fees, broken-deal expenses, title fees, , expenses incurred in collection of monies owed to the Clients, consulting, advisory, investment banking, sourcing, finder's, legal, valuation, and other professional fees (and similar payments and compensation) relating to investments or contemplated investments or short sales, custodial fees, interest expenses, hedging, appraisal fees and expenses, and valuation and appraisal fees;
- (b) organizational expenses, including expenses relating to the offer and sale of interests of the Clients;
- (c) costs and expenses of any lenders, investment banks and other financing sources;
- (d) fees and expenses of the limited partnership advisory committee, including expenses related to meetings thereof;
- (e) certain compliance and reporting expenses, legal expenses, licensing, administrator, custodian and depository fees;
- (f) accounting, audit, tax preparation and other tax-related expenses (including preparation costs of financial statements, tax returns, reports to the Partners and Schedules K- 1);
- (g) certain taxes and government registration fees;
- (h) expenses associated with withdrawals, redemptions, admissions, marketing, issuances and transfers of limited partnership interests;
- (i) insurance costs, including directors' and officers' liability insurance
- (j) expenses, charges and/or related costs incurred in connection with the provision of in-house administrative, accounting, legal, compliance or tax services to the Clients and/or its investments via Pretium Enterprise Services, LLC or Pretium Advisory Services, LLC, each an affiliate of the Clients (further described in Item 11 herein), including, without limitation, compensation and other overhead allocable to such services (such allocation

being made based on a variety of factors which can change over time and methods that the general partner believes are fair and reasonable; provided, that the general partner determines in good faith that any such expenses, charges or related costs are not greater than what would be paid to an unaffiliated third party for substantially similar services);

- (k) any other extraordinary expenses (including indemnification costs and expenses, the costs and expenses of any litigation involving the Clients and the amount of any judgments or settlements paid in connection therewith); and
- (l) and any placement fees payable to a placement agent in respect of the subscription by limited partners if provided for in the Governing Documents.

If any of the above expenses are incurred jointly for the benefit of more than one of the Investment Adviser's affiliates, such expenses will be allocated among the Clients and the affiliates in proportion to the size of the investment made by each vehicle in the activity or entity to which the expense relates, or in such other manner as the general partner and/or the Investment Adviser considers fair and reasonable. To the extent that expenses to be borne by the Fund are paid by the general partner, the Investment Adviser or an affiliate thereof (in excess of its ratable share), the Fund will reimburse the general partner, the Investment Adviser or such affiliate for such expenses.

The Investment Adviser and its affiliates will, from time to time, earn additional fees and other income from services provided or related to a Client's portfolio investments. To the extent that PRCM, the general partner or their respective affiliates receive from third parties any sourcing, acquisition, holding, disposition, structuring or similar fees in connection with the acquisition or sale of investments by the Funds, one hundred percent (100%) of such fees received that are allocable to the Fund's investment in such investments shall be offset, on a dollar-for-dollar basis by a reduction in management fees. Other compensation that can result in a reduction in the management fee may include, for example, break-up and directors' fees and other similar fees. The extent of all such offsets, the timing of offsets and the types of compensation resulting in such an offset, is specified in the Fund's Governing Documents.

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

The Investment Adviser provides advisory services to Clients for which the investment mandates, compensation and fee arrangements and other circumstances differ from Client to Client. As noted in Item 5, an affiliate of PRCM will be entitled to a performance-based profits allocation. Affiliates of PRCM also can be entitled to performance-based compensation in connection with other funds or managed account clients that can compete with the PRCM Clients for investment opportunities. In the allocation of investment opportunities, performance-based compensation arrangements can create an incentive to favor accounts from which affiliates of the Investment Adviser can receive greater performance-based compensation over accounts from which affiliates of the Investment Adviser can receive less performance-based compensation. In addition, there is the incentive to invest more aggressively for some Clients more than others or to invest in riskier assets on behalf of one fund or account as compared to another in an effort to maximize the profits for those funds or accounts in which the Investment Adviser or its affiliates would share through an Incentive Allocation.

Furthermore, PRCM is permitted to enter into strategic accounts directly or indirectly with investors that commit significant capital into a particular Client. Such arrangements often include PRCM granting certain preferential terms to these investors, including a waiver or reduction of management fees or performance fees or carried interest that are lower than those applicable to Clients in which such investors invest. Where any such strategic accounts invest in a Client, such indirect preferential terms (or other preferential terms set forth in the Governing Documents) are generally not subject to the Client's "most favored nation" provisions.

PRCM believes that it has reasonable controls in place to mitigate such potential conflicts of interest including an allocation policy pursuant to which the Firm endeavors to allocate investments among its managed funds and accounts in a fair and equitable manner over time. These controls include trade allocation procedures that generally require accounts with similar investment strategies to be managed in a similar fashion, subject to a variety of exceptions, such as particular investment restrictions or policies applicable only to certain accounts, differences in yield targets, exposure guidelines, account sizes, a Client's available capital to deploy and regulatory and tax considerations. Legal and regulatory exclusions may impact allocations. For example, PRCM may determine that certain Clients or investors in such Clients, should be excluded from an allocation due to specific legal, regulatory and contractual restrictions placed on the participation of such persons in certain types of investment opportunities.

In making its allocations of investment opportunities among the Clients, PRCM seeks not to favor or disfavor any Client or class of Clients in relation to any other Clients. The application of the considerations and factors set forth above may result in allocation on a non-pro rata basis and there can be no assurance that a Client will participate in all investment opportunities that fall within its investment objectives. PRCM makes allocation determinations based solely on the Investment Adviser's expectations, however investments and their characteristics may change and there can be no assurance that an investment may prove to have been more suitable for another Client in hindsight.

The Investment Adviser and/or the general partner values the assets held by the Clients and will be responsible for the determination of asset valuations for all purposes, including the determination of the Management Fee and the Incentive Allocation. The Funds have contracted

with a third-party administrator to provide certain services, including independent price verification of the investments held in calculating the Fund's net asset value and capital account maintenance and the independent verification of the calculation of Management Fees and Incentive Allocations. In addition, the Investment Adviser and/or the general partner has engaged independent valuation agents to conduct periodic valuations. Finally, the Funds are independently audited, and the auditor performs valuation testing on certain Fund assets in connection with issuing the relevant audit opinion.

Item 7 – Types of Clients

PRCM provides investment management services on a discretionary basis to the Clients. The underlying investors in these Clients are typically institutional and high net worth investors.

Investors in the Funds must be “accredited investors” as determined under Regulation D under the Securities Act of 1933, as amended, “qualified clients” as defined for purposes of Rule 205-3 under the Advisers Act, and “qualified purchasers” or “knowledgeable employees” as defined and interpreted for purposes of Section 3(c)(7) of the Investment Company Act. The Funds have minimum capital commitments for investing, which minimum may be waived by the Fund’s General Partner. The minimum capital commitment for opening a managed account shall be described in the written investment management agreement entered into by and between PRCM and the managed account investor, and is subject to negotiation.

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

Investment Strategies

The descriptions set forth in this Brochure of specific advisory services that the Investment Adviser offers to the Clients and investment strategies pursued and investments made by the Investment Adviser on behalf of the Clients, should not be understood to limit in any way the Investment Adviser's investment activities. The Investment Adviser can offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Investment Adviser considers appropriate, subject to the Clients' respective investment objectives and guidelines. The investment strategies that the Investment Adviser pursues are speculative and entail substantial risks. Investors in the Clients should be prepared to bear a substantial loss of any invested capital. There can be no assurance that the investment objectives of the Clients will be achieved.

Pretium Mortgage Credit Fund I and Pretium Residential Credit Fund II

PMC I and RCF II generally seeks to acquire non-QM, non-performing, reperforming and sub-performing residential credit loans at a discount and to enhance their value through the execution of various loss mitigation strategies. With acquired assets, PRCM may seek to retain desirable reperforming loans and REO assets resulting from the execution of loss mitigation strategies to capture current income and additional increases in value due to anticipated home price appreciation.

By applying the operational expertise of the management team on a loan-by-loan basis and directing servicing and loss mitigation decisions on a case-by-case basis, PRCM believes it will be better able to achieve the Clients' objectives. PRCM collaborates with its special servicers to formulate asset-level resolution strategies that take into account the methodical approach used to evaluate each loan pool when considered for acquisition. Loss mitigation strategies for acquired mortgage loans include, but are not limited to, loan modification, collateral resolution and collateral disposition. The manner in which a subperforming or nonperforming loan is resolved will impact the amount and timing of revenue received. The Firm, or a servicer on behalf of the Firm, may negotiate with a sub or non-performing borrower to modify the terms of his or her mortgage loan, and once the modification has occurred, the mortgage loan will become a reperforming loan as the borrower resumes payments. A Client may hold onto select reperforming loans to earn long-term yield and cash flow. In certain circumstances, a borrower may choose to refinance his or her loan or a Client may also consider selling the modified loans. A portion of the mortgage loans will enter into foreclosure or similar proceedings, ultimately becoming REO. REO property can be converted into single-family rental properties that may generate long-term returns for a Client or they may be sold through REO liquidation and short sale processes.

Pretium Residential Opportunities Fund I

ROF I, seeks to make private equity or equity-related investments in businesses primarily involved in the origination of loans and other related investments. The Fund makes investments in businesses whose revenues are mostly derived from North America. Anchor Loans is a portfolio company of ROF I that provides financing to residential real estate investors and entrepreneurs.

Material, Significant or Unusual Risks Relating to Investment Strategies

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Fund. These risk factors include only those risks the Investment Adviser believes to be material, significant or unusual and relate to a particular significant investment strategy or method of analysis. Prospective investors should refer to the relevant Governing Documents for a more fulsome disclosure of the potential risks of an investment in the Fund, including a description of each of its respective risk factors. In addition, as the Fund's strategy develops and evolves over time, an investment in the Fund can be subject to additional and different risk factors than those set forth below.

Unproven Industry. Large-scale institutional investment in distressed residential mortgage loans where the borrower has failed to make timely payments is a relatively recent phenomenon that has emerged out of the mortgage and housing crisis that began in late 2007. Prior to that time, mortgage loans secured by single-family rental homes were generally not viewed as viable assets for investment on a large scale by institutional investors. Consequently, the long-term viability of mortgage loans as an investment strategy on an institutional scale has not yet been proven. Thus, investing in nonperforming and reperforming mortgage loans may not prove to be a viable long-term investment strategy on an institutional scale. If it turns out that this investment strategy is not a viable one, investors in such loans may be materially and adversely affected.

Investors May Be Negatively Affected by Downturns in the U.S. Economy and Residential Real Estate Markets. There was a significant decline in economic growth, both in the U.S. and globally, that began in 2008 and continued through 2009. Although the real estate development industry and the U.S. economy have seen gradual improvement since 2010, there can be no assurance that market conditions will remain or improve further in the near future. Negative trends in the real estate market may materially and adversely affect revenues from investments in mortgage loans. The effects of the ongoing correction in real estate market prices and reduced levels of real estate sales could result in further price reductions in real estate values, potentially adversely affecting the value of the property securing mortgage loans. Continued declines in real estate values, sales volumes or other factors could have further adverse effects on buyers and sellers of real estate. Conversely, to the extent that mortgage loans are converted to REO and there is an increase in real estate market prices and sales, this could result in lower demand for REO assets as rental properties. The ability to lease certain properties following conversion of mortgage loans to REO is also dependent upon the overall level of consumer spending, which is affected by, among other things, employment levels, recession, personal debt levels, and conditions in the housing market, stock market volatility and uncertainty about the future. The rental of excess single-family homes in an already competitive market may also reduce the ability to lease rental units and depress rental rates in certain markets.

Deterioration of Credit Markets May Affect Ability to Finance and Consummate Investments. Events in the sub-prime mortgage market and other areas of the fixed income markets in the past caused significant dislocations, illiquidity and volatility in the structured credit, leveraged loan and high-yield bond markets, as well as in the wider global financial markets. These forces resulted in the bankruptcy or acquisition of, or government-sponsored assistance to, several major domestic and international financial institutions and sovereign governments. These factors, combined with volatile commodity prices and foreign exchange rates, contributed to recessionary economic conditions globally and a resultant loss of investor confidence in the financial system, which resulted

in a lack of liquidity and decline in asset values. The deterioration of the global credit markets may make it more difficult for investors to obtain favorable financing for their investments. While the dislocation in the sub-prime mortgage market presents certain opportunities, the ability to generate attractive investment returns may be adversely affected to the extent an investor is unable to obtain favorable financing terms for its investments. These conditions have had an adverse impact on the availability of credit to businesses generally and have led to an overall weakening of the U.S. and global economies. A global recession could adversely affect the financial resources of an investor (including the Funds or any other Client), its investments and its ability to make principal and interest payments on, or refinance, outstanding debt when due. Similarly, a global recession could also adversely affect the financial resources and ability of both obligors with respect to mortgage loans and, when applicable, tenants of the real properties underlying investments to make payments when due. In the event of such circumstances, an investor (including the Funds or any other Client) could lose both invested capital in and anticipated profits from the affected investments.

Accelerated Recovery of the Housing Market May Adversely Affect Investment Opportunities and Returns. The implementation of mortgage investing depends on the availability of mortgage loan acquisition opportunities in target markets at attractive pricing levels. Various factors and market conditions have made mortgage loans available for purchase at prices that are below replacement cost in many markets. However, housing prices will likely stabilize and return to more normalized levels, which likely will make future mortgage loan acquisitions more costly and result in lower yields. There are many factors that may cause a recovery (or other change) in the housing market that would result in future acquisitions becoming more expensive and possibly less attractive than recent past and present opportunities, including: improvements in the overall economy and job market; a resumption of consumer lending activity and greater availability of consumer credit; improvements in the pricing and terms of mortgage-backed securities; and increasing competition for single-family assets from private investors, entities with similar investment objectives and owner-occupants.

Investments May Be Illiquid. Real estate investments, including investments in mortgage loans, are relatively illiquid. Such illiquidity may limit the Firm's ability to vary the portfolio of investments of a Client in response to changes in economic and other conditions. In addition, illiquidity may result from changes in the capital markets or the decline in value of a property securing one or more of a Client's investments. There can be no assurances that either the capital market conditions will change from their current state or that the fair market value of any of the real property serving as security will not decrease in the future, leaving a Client's mortgage loans undercollateralized or not collateralized at all.

An Investment Portfolio May Lack Diversification of Investments. While PRCM's investment strategy for each of its Clients is intended to be diversified by number of assets and geographic location, the investments made by or on behalf of a Client may be concentrated in a small number of local market areas and in a particular asset class (i.e., mortgage loan pools and related assets). As a consequence, the aggregate return on a Client's investments may be adversely affected by the geographic concentration and the asset class concentration or by the unfavorable performance of a particular market and will be at a greater risk to overall changes in the economy than if less concentrated in a particular location or asset class. This lack of diversification may have a negative impact on the ability of a Client to achieve its investment objectives.

A Client May Be Subject to the Risks of Holding Leveraged Investments. Leverage creates an opportunity for increased return on equity, but at the same time creates an additional and significant risk of loss. For example, leveraging magnifies changes in an account's net worth. Increases in credit spreads in the market generally can adversely affect the market value of a Client's investments. Moreover, the use of leverage triggers certain debt service obligations and, to the extent such obligations are not met, there is a risk of loss of some or all investments through foreclosure or a financial loss if liquidation of assets is required, the impact of which could be magnified if such a liquidation is at a commercially inopportune time.

Creditor Risks. Investments in mortgage loans generally are subject to various creditor risks, including, for instance, (i) the possible invalidation of an investment transaction as a "fraudulent conveyance" under the relevant creditors' rights laws, (ii) so-called lender liability claims by the issuer of the obligations and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to mortgage loans and any underlying property, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or distressed exchange, can significantly diminish the value of an investment in distressed residential mortgage loans. In this case, the risk of loss of principal in the investment will be exacerbated.

Interest Rate Changes May Adversely Affect Value. The market value of investments in mortgage loans may be affected by changes in interest rates. In general, the market value of a debt investment will change in inverse relation to an interest rate change where a debt investment has a fixed interest rate or only limited interest rate adjustments. Accordingly, in a period of declining interest rates, debt investments without adequate call protection may benefit less than other fixed income securities due to accelerated prepayments. Interest rate changes may also affect returns on new mortgage loan investments. If there is a period of declining interest rates, the amounts becoming available for investment due to repayment of mortgage loan investments may be re-invested at lower rates than a Client had been able to obtain in prior investments. Increases in the interest rates on debt incurred in acquiring debt investments may not be reflected in increased rates of return on the related investments, adversely affecting a Client's return on those investments. Accordingly, interest rate changes may adversely affect the total return on a Client's portfolio of mortgage loans.

Investment in Distressed Assets. PRCM intends to acquire mortgage loans for PMC I and RCF II that are primarily nonperforming mortgage loans (although pools acquired may also include performing, subperforming and reperforming residential mortgage loans). These investments may experience financial difficulties that may never be overcome. Investments in mortgage loans that are secured by properties operating under the close supervision of a mortgage lender or under certain bankruptcy laws are, in certain circumstances, subject to certain additional potential liabilities, which may exceed the value of a Client's original investment. In addition, lenders that have inappropriately exercised control over the management and policies of a debtor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to a Client may be required to be returned if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. Finally, a Client may become the owner of a property that is the subject of a mortgage if the Client forecloses on its collateral.

Dependence upon Third-Party Mortgage Service Providers May Negatively Impact Results or Reputation if the Third Parties Fail to Perform. Third-party vendors and service providers will provide certain services for mortgage loans purchased by Clients. For example, third-party mortgage servicers will be relied upon to collect payments and exercise legal remedies in connection with such mortgage loans. Notwithstanding efforts to implement and enforce strong policies and practices regarding service providers, PRCM may not successfully detect and prevent fraud, incompetence or theft by such service providers. In addition, any removal or termination of third-party service providers would require PRCM to seek new vendors or providers, which would create delays and adversely affect operations. In the event of fraud or misconduct by a third party, a Client could also be exposed to material liability and be held responsible for damages, fines and/or penalties.

Clients May Rely on Third Parties to Value the Properties Underlying the Mortgage Loans. Clients may not be provided physical access to any units or properties securing the mortgage loans. As a result, Clients (and PRCM) may be reliant on valuation reports of third-party companies for each property. Such third-party reports made available are generally for informational purposes only. Accordingly, there is a risk that the valuation of properties securing the mortgage loans may be inaccurate. For example, there may be defects or damage to the property inaccurately reported or not reported at all, which reduces the value of the property underlying the mortgage loans, reducing the total return to a Client below the forecast return.

Nonperforming, Subperforming or Reperforming Loans. A Client may acquire distressed residential mortgage loans where the borrower has failed to make timely payments of principal and/or interest. As part of the residential mortgage loan portfolios purchased, a Client may also acquire performing loans that are or subsequently become subperforming, nonperforming, reperforming. Under current market conditions, it is possible that many of these loans will have current loan-to-value ratios in excess of 100%, meaning the amount owed on the loan exceeds the value of the underlying real estate. Further, the borrowers on such loans may be in economic distress and/or may have become unemployed, bankrupt or otherwise unable or unwilling to make payments when due. Even though it is anticipated that a Client will pay less than the amount owed on these loans to acquire them, if actual results are different from PRCM's assumptions in determining the price for such loans, such Client may incur significant losses. There may not be any limits on the percentage of subperforming, nonperforming or reperforming loans that a Client may hold. Any loss incurred may be significant.

Mortgage loans that become subperforming, nonperforming or reperforming after they are purchased may require loss mitigation strategies and related workout tools, which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of such loan. However, even if a restructuring were successfully accomplished, a risk exists that, upon maturity of such loan, replacement "takeout" financing will not be available. In certain cases, it may be necessary or desirable to foreclose on collateral securing one or more real estate loans. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan, including lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some states, foreclosure actions can take up to several years or more to conclude. At any time during the foreclosure proceedings, the borrower may file for bankruptcy, staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral property and may result in

disrupting ongoing leasing and management of the property.

Pursuant to customary provisions in purchase agreements governing loan acquisitions, a Client generally may have the right to cause the sellers to repurchase certain loans if they do not provide proper documentation to evidence ownership or first lien status with respect to such loans within a specified time period. Any delay or inability to obtain such documentation could adversely affect a Client's ability to leverage such loans, and any such repurchases by the sellers would decrease the size of a Client's mortgage loan portfolio.

Investments in Residential Properties Are Subject to Particular Risks. If mortgage loans are converted to REO, a Client can face a large number of risk factors that may affect the value and successful operation of such properties, including: the physical attributes of the property, such as its age, condition, design, appearance, access to transportation and construction quality; the location of the property; ability of property managers to provide adequate maintenance and insurance; the property's reputation; the level of mortgage interest rates and availability of government incentives, which may encourage tenants to ultimately purchase rather than lease the homes, if possible; the presence of competing properties; the tenant mix, such as the tenant population being heavily dependent on workers from a particular business or personnel from a local industrial unit; adverse local or national economic conditions, which may limit the amount of rent that may be charged and may result in a reduction of timely rent payments or a reduction in occupancy levels; state and local regulations, which may govern a Client's ability to increase rent; government assistance/rent subsidy programs available in competing homes; and the inventory of unsold homes in the local market that are being rented until economic conditions in the single-family residential market improve. If any of such risk factors are heightened or the conditions associated with such risk factors deteriorate in the continuing economic crisis, a Client's investments in its targeted residential properties may incur losses.

In addition, certain jurisdictions regulate the relationship between an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees and notification to residents of changed land use, while prohibiting unreasonable rules and retaliatory evictions. Clients may incur additional expenses and spend extended periods of time complying with such regulations, which can negatively impact the performance of such Client's portfolio.

Inability to Promptly Foreclose Upon Defaulted Residential Mortgage Loans. A Client's ability to promptly foreclose upon defaulted residential mortgage loans and, in certain cases, where appropriate, seek alternative resolutions for the underlying properties plays a critical role in the valuation of the assets in which Clients invest and expected return on those investments. PRCM expects the timeline to convert acquired loans into single-family rental properties will vary significantly by loan. Certain loans may already be in foreclosure proceedings at the time of acquisition, in which case conversion could be as soon as three to six months following acquisition, but in other cases conversion could take up to 24 months or longer. There are a variety of factors that may inhibit a Client's ability to foreclose upon a residential mortgage loan and get access to the real property within the time frames modeled as part of the valuation process. These factors include, without limitation: state foreclosure timelines and deferrals associated therewith (including with respect to litigation); unauthorized occupants living in the property; federal, state or local legislative action or initiatives designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures and that serve to delay the foreclosure process; HAMP and similar

programs that require specific procedures to be followed to explore the refinancing of a residential mortgage loan prior to the commencement of a foreclosure proceeding; and continued declines in real estate values and sustained high levels of unemployment that increase the number of foreclosures and place additional pressure on the already overburdened judicial and administrative systems.

In addition, certain issues, including “robo-signing,” have been identified throughout the mortgage industry that relate to affidavits used in connection with the residential mortgage loan foreclosure process. A substantial portion of Clients’ investments may be reperforming, subperforming and nonperforming residential mortgage loans, many of which are already subject to foreclosure proceedings at the time of purchase. There can be no assurance that similar practices have not been followed in connection with residential mortgage loans that are already subject to foreclosure proceedings at the time of purchase. To the extent PRCM determines that any of the loans acquired by Clients are impacted by these issues, the Client may be required to re-commence the foreclosure proceedings relating to such loans, thereby resulting in additional delay that could have the effect of increasing the Client’s costs and/or diminishing its expected return on its investments. The uncertainty surrounding these issues could also result in legal, regulatory or industry changes to the foreclosure process as a whole, any or all of which could lengthen the foreclosure process and negatively impact Clients’ business.

Seasonal Fluctuations and Other Risks Inherent in the Real Estate Industry. The Funds’ investments will be related to the real estate industry. A downturn or slowdown in the real estate market caused by adverse economic, regulatory or environmental conditions, or other events may have a greater impact on the value of the Funds’ investments than if the Funds had more diversified investments.

General Credit Risks of Loan Origination. In connection with loans originated by certain ROF I portfolio companies, a portfolio company can be exposed to losses on such loans resulting from default and foreclosure. Therefore, the value and sufficiency of the underlying collateral, the creditworthiness of the borrower and the priority of the lien are each of great importance. A portfolio company cannot guarantee the adequacy of the protection of its interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security.

Compliance with Fair Lending Laws. Antidiscrimination statutes, such as the Fair Housing Act, the ECOA and other fair lending laws and regulations prohibit creditors from discriminating against loan applicants and borrowers based on certain characteristics, such as race, religion and national origin. The Fair Housing Act applies not just to intentional discrimination, but also to neutral practices that have a disparate impact on protected classes. Compliance with anti-discrimination prohibitions, and particularly the disparate impact theory, creates a significant administrative burden and potential liability for failure to comply and violations could result in a wide variety of sanctions, including damages and civil money penalties.

Reliance on Portfolio Company Management. The day-to-day operations of each of ROF I’s portfolio companies will be the responsibility of such portfolio company’s management team. Although the general partner and PRCM will be responsible for monitoring the performance of each portfolio company, there can be no assurance that the existing management team, or any successor, will operate the portfolio company in accordance with ROF I’s plans. Additionally, the market for

executive talent can be, notwithstanding general unemployment levels or developments within a particular industry, extremely competitive. There can be no assurance that portfolio companies will be able to attract, develop, integrate and retain suitable members of its management team and, as a result, the Fund can be adversely affected thereby.

Control Position Risk. Although non-control investments may also be made, ROF I intends to primarily make investments that allow the Fund to acquire control or exercise influence over management and the strategic direction of a portfolio company. The exercise of control over a company imposes additional risks of liability for social and governance issues, failure to supervise management and other types of liability in which the limited liability characteristic of business operations may be ignored. Liabilities of portfolio companies, including those related to activities that occurred prior to ROF I's investment therein, could have an adverse impact on the Fund.

Non-Controlling Investments. ROF I may invest in minority positions of companies for which it has no right to appoint a director or otherwise exert significant influence or protect its position. Although as a condition of any such investment in a portfolio company, it is expected that appropriate shareholder rights generally will be sought to protect the Fund's interests, there can be no assurance that such rights will be available or that such rights will provide sufficient protection of the Fund's interests. In such cases, the Fund will be significantly reliant on the other sponsors of the transaction, if any, and on the existing management, board of directors and other shareholders of such companies, which may include representation of other financial investors with whom the Fund is not affiliated and whose interests may conflict with the interests of the Fund.

Responsible Investing and ESG Risk. Clients utilizing responsible investing strategies and considering environmental, social responsibility and corporate governance ("ESG") factors may underperform strategies which do not consider ESG factors. PRCM's consideration of ESG factors may cause a Client to exclude the investments of certain issuers or select investments based in part on their compliance with such ESG factors. Clients considering certain ESG factors may exclude certain sectors or industries from a Client's portfolio, potentially negatively affecting the Client's investment performance if the excluded sector or industry outperforms. Responsible investing and ESG are subjective by nature, and the Investment Adviser may rely on analysis or ratings provided by third parties in determining whether an issuer meets a particular Client's standards for investment. A Client's perception may differ from the Investment Adviser's or a third party's on how to judge an issuer's adherence to responsible investing principles.

Coronavirus and Public Health Emergencies. COVID-19 has already caused a worldwide public health emergency, straining healthcare resources and resulting in extensive and growing numbers of infections, hospitalizations and deaths. COVID-19 has significantly diminished global economic production and activity of all kinds and has contributed to both volatility and a severe decline in all financial markets. Among other things, these unprecedented developments have resulted in material reductions in demand across most categories of consumers and businesses, dislocation (or in some cases a complete halt) in the credit and capital markets, labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of COVID-19 — and the resulting precipitous and near-simultaneous decline in economic and commercial activity across several of the world's largest economies — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, although ongoing and potential additional materially adverse effects, including a further global or regional economic downturn (including a recession) of indeterminate duration and severity, are possible. The extent of COVID-19's impact will depend on many factors, including the ultimate duration and scope of the public health emergency and the restrictive countermeasures being undertaken, as well as the effectiveness of other governmental, legislative and financial and monetary policy interventions designed to mitigate the crisis and address its negative externalities, all of which are evolving rapidly and may have unpredictable results. Even if and as the spread of the COVID-19 virus itself is substantially contained, it will be difficult to assess what the longer-term impacts of an extended period of unprecedented economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior.

Regulatory Risk. There can be no assurance that the Clients, their general partners, or any of their affiliates will avoid regulatory examination or enforcement actions. Even if an investigation or proceeding does not result in a sanction being imposed against Pretium or any of its affiliates, or such sanction is small in monetary amount, the Clients, their general partner, adviser and/or their respective affiliates may be subject to adverse publicity relating to the investigation, proceeding or imposition of such sanctions. There is also a risk that regulatory agencies in the United States and abroad will continue to adopt, change or enhance new or existing laws or regulations, which may result in additional regulatory scrutiny.

Cybersecurity. PRCM, the Clients and the service providers, may be subject to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cybersecurity attacks affecting PRCM, the Clients or its service providers may adversely impact the Clients. For instance, cyber-attacks may interfere with the processing or execution of Client transactions, cause the release of confidential information, including private information about investors, subject the Clients and PRCM to regulatory fines or financial losses, or cause reputational damage.

Business Continuity and Disaster Recovery. PRCM and its Clients' business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster, terrorist attacks or other circumstances resulting in property damage, network interruption and/or prolong power outages. Although PRCM has implemented, or expect to implement, measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on PRCM and investments therein.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political,

social or economic unrest. Such erosion of confidence can lead to or extend a localized or global economic downturn. A climate of uncertainty can reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn can have an adverse effect on the economy generally and on the ability of a Client to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This can slow the rate of future investments by such Client and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Fund's portfolio investments.

Financial Institution Risk; Distress Events. An investment in a Client is subject to the risk that one of the Client's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Client's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Investment Adviser or the Clients may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although the Investment Adviser seeks to do business with custodians that it believes are creditworthy and capable of fulfilling their respective obligations to the Clients, the Investment Adviser is under no obligation to use a minimum number of custodians with respect to the Clients, or to maintain account balances at or below the relevant insured amounts.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to investors' or prospective investors' evaluation of the Investment Adviser's advisory business or the integrity of the Investment Adviser's management.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Service Providers

The Clients will engage in transactions with Pretium affiliates and/or one or more businesses that are owned or controlled by Pretium directly, including sourcing, originating and servicing of loans, brokerage services, valuation of investments and due diligence with respect to the foregoing, capital markets advisory or accounting, legal and compliance services, as well as property management (including REO asset management platforms and rental services platforms), property disposition, maintenance, lease renewals, collateral document remediation, construction management, real estate tax appeal services, title and deed services, closing services and similar property management services and other services of the type typically provided by third parties as determined in good faith by PRCM. These businesses will, in certain circumstances, enter into transactions with other counterparties of the Clients, as well as service providers, vendors and investors in the Clients. Pretium could benefit from these transactions and activities through current income and creation of enterprise value in these businesses. Furthermore, Pretium and its affiliates, its Clients and portfolio companies and other related parties will use the services of these Pretium affiliates, including at different rates. Although Pretium believes the services provided by its affiliates are equal or better than those of third parties, Pretium directly benefits from the engagement of these affiliates, and there is therefore an inherent conflict of interest in their use. Such affiliated service providers include, without limitation:

- *Deephaven Mortgage LLC*, which provides services including, but not limited to, diligence services and originating, pooling and selling loans to the Clients and purchasing loans to sell to the Clients.
- *Selene Finance LP* (“Selene”), which serves as a residential mortgage special servicing platform for the Clients with respect to both non-performing and re-performing loans and will provide title services to the Clients, through an affiliate of Selene, as well as closing services. In connection with such services, Selene (or other affiliates of Pretium) may receive late fees, payment processing fees and insufficient fund fees from borrowers, and such fees shall not be shared with the Clients. Selene also provides REO disposition services to the Clients to comply with health and safety laws, address eviction requirements, preserve REO assets, and prepare REO assets for sale. Selene also facilitates the sale, closing and cash settlement of such REO assets and provides monthly remittance reporting and cash remittance of proceeds to the Clients.
- *Anchor Loans*, a portfolio company owned by ROF I, that provides business-purpose residential loans primarily to professional real estate developers and services including, but not limited to, originating, pooling and selling loans to Clients.
- *Progress Residential Management Services, LLC* (“Progress”), which provides portfolio construction, renovation, leasing and property management and disposition services in support of Pretium’s residential real estate strategy. Property management services will be conducted, and other services ancillary to the ownership, management and operation of real property (such as brokerage, closing and title and other services for which Pretium may pay fees to an affiliate of Progress) can be conducted, at the local level utilizing the services of Progress (together, the “Real Estate Platform”) or another affiliate of Progress

(as well as local third party service providers in certain markets), supervised by the Real Estate Platform's regional operating teams. The property management team oversees rent collection, accounting, and field level property management, including ongoing maintenance and preparation for re-leasing. Regional and local construction managers supervise renovation budgeting and execution.

- *Pretium Enterprise Services, LLC*, which provides administrative services including, but not limited to, customer support and due diligence to other affiliated service providers (the cost of which will be borne by such affiliated service providers and shall not result in incremental cost to the Clients) and also to the portfolio companies of Pretium Clients. Such parties will contract directly with Pretium Enterprise Services for such services.
- *Pretium Advisory Services, LLC*, which provides advisory services, including, but not limited to project management with respect to the acquisition of portfolio companies, accounting, tax, compliance and legal services to the Clients. Such parties will contract directly with Pretium Advisory Services for such services and costs can be charged to certain Clients as outlined in their Governing Documents.

These services subject PRCM to potential conflicts of interest, because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance investment performance, PRCM will generally have an incentive to recommend the related or other person because of its financial or business interest. In most cases, the Clients will not consent, participate in the negotiations or be directly involved in such arrangements. Additionally, there is a possibility that PRCM, because of such incentive or for other reasons (including whether the use of such persons could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to PRCM, the Clients or other investment funds sponsored by PRCM or its affiliates), would favor such retention or continuation even if a better price and/or quality of service provider could be obtained from another person. PRCM will not necessarily seek out the lowest cost options when incurring (or causing the Clients or its investments to incur) such expenses. Although PRCM generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. In certain circumstances where PRCM commits or has committed to seek "market" or "arms-length" rates or terms, PRCM will do so in its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. PRCM undertakes some benchmarking but does not represent that any such benchmarking will be accurate, comparable or relate specifically to the assets or services to which such rates or terms relate. Where such rates or terms include hourly components, PRCM reserves the right to rely on approximations or estimates of time spent for purposes of allocating or charging for services. Any methodology, or choice among methodologies, involves potential conflicts of interest. Whether or not PRCM has a relationship with or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost. Additionally, Pretium has, and in the future, expects to pursue acquisitions of interests in one or more strategic service providers or vendors which provide services to Pretium, its affiliates and/or the Clients or its investments.

Other Relationships

Certain officers and employees of PRCM also serve as officers and/or employees of Pretium and two other SEC- registered investment advisers, Pretium Single-Family Rental Manager, LLC (“PSFRM”) and Pretium Credit Management, LLC (“PCM”), both of which are affiliates of PRCM. Pretium affiliates, PRCM, PSFRM and PCM have the ability to invest in similar types of assets, it is possible that a conflict of interest in allocating investment opportunities between Clients of PRCM and Pretium affiliates, clients of PSFRM or clients of PCM will arise. PRCM is committed to fulfilling its fiduciary duty to its Clients and will implement appropriate internal controls to address potential conflicts of interest should any arise or become foreseeable with respect to Pretium, PSFRM, PCM and/or their respective clients.

Certain officers and employees of Pretium also serve as officers and/or employees of Stockwell Ventures, LLC (“Stockwell”), an affiliate of PRCM that is also an SEC-registered investment adviser that seeks to invest in craft distilleries. While Stockwell’s clients generally are not expected to invest in assets similar to those in which Clients invest, and it is possible that they could have the opportunity to do so in the future, which could present a conflict of interest in allocating investment opportunities among Clients, Pretium affiliates, and clients of Stockwell. Pretium is committed to fulfilling its fiduciary duty to its Clients and will seek to implement appropriate internal controls to address conflicts of interest in a manner consistent with its fiduciary obligations to its clients.

Pretium UK Partners Limited, an affiliate of SFR III, is an Appointed Representative in the United Kingdom. PRCM is a licensed DIFC Representative Office in the United Arab Emirates. Pretium KOR, LLC is an approved Representative Office in Korea.

Pretium and its management persons are not registered as broker-dealers. We note that an affiliate of the Investment Adviser, Pretium Securities, LLC, has an application pending to register as a limited purpose broker-dealer. In the event such registration is approved, Pretium expects to execute certain transactions through Pretium Securities, LLC.

Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

PRCM has adopted a Code of Ethics (the “Code”), which describes the Investment Adviser’s fiduciary duties and responsibilities to its Clients, requires that the Investment Adviser’s employees act in the best interests of Clients, act in good faith and in an ethical manner, avoid conflicts of interest with Clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. PRCM’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Investment Adviser or other appropriate party of any actual or suspected violations of such laws by PRCM or its employees.

The Code sets forth formal policies and procedures with respect to the personal securities trading activities of PRCM’s employees deemed to be “access persons.” The Code requires pre-clearance for employee trading in all single issuer names, initial-public offerings and private placements and prohibits personal securities transactions of issuers who have been placed on the Investment Adviser’s restricted list. The Code also requires employees to certify that all relevant securities transactions have been pre-cleared and that relevant personal brokerage accounts have been disclosed on at least a quarterly basis and to provide a summary of securities holdings on at least an annual basis.

The Investment Adviser has also adopted policies and procedures intended to prevent employees from being unduly influenced in their decisions by the receipt of gifts or other inducements from third parties, such as brokers, trading counterparties or vendors. Employees are required to seek approval to give and/or accept certain business gifts and provide political contributions. In addition, the Code sets forth standards for receiving and providing business entertainment, using social media for business purposes and interacting with the government, among other things.

Investors can review a copy of the Code by contacting PRCM at the address or telephone number listed on the first page of this document.

Cross Trades and Principal Transactions

As described in Item 5 and Item 10 herein, Investment Adviser affiliates, including Deephaven Mortgage, LLC, Selene Finance, Progress Residential Management Services, LLC, Pretium Advisory Services, LLC and Pretium Enterprise Services, LLC, have been retained by the Clients to provide certain services, including loan origination, loan servicing, in-house legal, compliance, accounting, asset management, development, disposition, or other similar services of the type typically provided by third parties as determined in good faith by the general partner. These transactions will be no less favorable to the Clients than would be received in independent, arm’s-length transactions, will generally be supported and benchmarked by independent third-party appraisals of the services and, except as expressly contemplated by the Clients’ Governing Documents, will generally be subject to the approval of the Client or limited partners advisory committee, where relevant.

In connection with its management of the Clients, PRCM can acquire assets from, and sell or transfer investments to, the general partner and its affiliates. Such transactions (i) will be made on terms (including the consideration to be paid) that are determined by the general partner to be fair and reasonable to the Clients and which are no less favorable than terms that could have been obtained from an unaffiliated third party on an arms' length basis and (ii) will require the consent of the Client or the limited partners advisory committee or a majority in interest of the limited partners (other than affiliates of the general partner) where relevant. In connection with selling investments, the Investment Adviser or its affiliates on behalf of the Clients, effect transactions, including transactions where the Investment Adviser or its affiliates is also acting as a broker or other advisor on the other side of the same transaction. The Investment Adviser or its affiliates can receive commissions from such agency cross-transactions, and has a potential conflict of interest regarding the Clients and the other parties to those transactions.

The Clients also can, with the prior consent of such limited partners advisory committee or a majority-in-interest of the limited partners (other than affiliates of the general partner) or the Managed Account investor, co-invest in investments with affiliates of the general partner or entities advised or managed by affiliates of the general partner. Such transactions will be on terms that are determined by the general partner to be fair and reasonable to the Clients (provided that the economic terms and conditions on which each of the Clients and any such affiliate of the general partner co-invest in an investment will be substantially the same).

Item 12 – Brokerage Practices

Given its mortgage credit strategy, PRCM trades in public securities on a limited basis and, therefore, does not generally utilize broker-dealers for transactions as contemplated by this section. In the limited circumstances when PRCM executes a brokerage transaction for the Clients (*e.g.*, trades in public securities or enters into hedging transactions), it will generally consider qualitative factors including, but not limited to, the broker's reliability and execution capabilities for the transaction, the commissions charged by the broker, and the broker's reputation and responsiveness to requests for trade data and other financial information. The Clients does not receive soft dollar benefits.

Given the various factors that PRCM considers in allocating investment opportunities among its Clients and the difficulties in arranging "pro rata" trades in the types of asset classes for which PRCM provides investment advice (including, among other things, due to the size or complexity of the investment opportunity or due to tax, regulatory or other structural considerations) it is generally impractical or impossible to aggregate orders for multiple Clients in any given trade. Accordingly, PRCM does not aggregate the purchase or sale of securities for various Client accounts. It should be noted that if it were possible, aggregating the purchase or sale of securities may be less expensive for Client accounts.

Item 13 – Review of Accounts

The Investment Adviser performs various daily, weekly, monthly, quarterly and periodic reviews of the Clients' portfolio. Such reviews are conducted in the ordinary course by the members of the Investment Adviser's management team, portfolio managers and analysts, and accounting and compliance personnel. PRCM's investment committee regularly meets to review general portfolio composition, investment opportunities, market conditions, potential conflicts, and recent investment activities. Following a significant event in the financial industry or market generally, PRCM can determine to review the assets of the Clients on a more frequent basis. A review of a Client account can also be triggered by any unusual activity or special circumstances.

Within 120 days after a Client's fiscal year-end, audited financial statements are delivered to investors. Investors also receive unaudited performance information for the Client after each calendar quarter-end, as well as a quarterly report providing additional detail on the Client's investments. Such reports include the value of such limited partner's interest in the Client as determined based on the unaudited fair market value of the holdings in the Client. The Investment Adviser may, from time to time, provide additional information relating to the Clients to one or more investors in connection with a request from a particular investor or as it otherwise deems appropriate.

Item 14 – Client Referrals and Other Compensation

PRCM can enter into distribution/placement arrangements with a number of unaffiliated third parties. Typically, third-party solicitors will receive a portion of the Management Fee and/or performance-based compensation paid to PRCM or its affiliates (although other payment arrangements could exist). If third-party solicitors are engaged, prospective investors who are solicited by such third parties will be informed of (and can be asked to acknowledge in writing their understanding of) any such arrangement. Any placement agent fees paid by the Client will offset management fees paid by the Client and their underlying investors.

Item 15 – Custody

Although PRCM does not maintain physical custody of the Clients' assets, PRCM would be deemed to have custody of the assets of the Clients for purposes of Rule 206(4)-2 of the Advisers Act (the "Custody Rule"). PRCM will deliver the Clients audited financial statements to investors within 120 days of the Fund's fiscal year end, as required under the Custody Rule.

Item 16 – Investment Discretion

PRCM maintains the authority to manage the Clients on a discretionary basis, subject to the overall supervision of the general partner, in accordance with the investment guidelines, objectives, limitations, other provisions and terms set forth in the Clients' Governing Documents. This means that PRCM is given full authority under the Governing Documents to select the timing, size, and identity of assets to buy and sell for the Clients.

Item 17 – Voting Client Securities

PCRM's investment strategy does not typically involve the acquisition of public securities with voting authority. In the unlikely event that the Client comes into possession of securities with voting rights, the Investment Adviser will generally have the authority to vote proxies without additional direction from the Clients or the Fund's limited partners. In such instances, PRCM's policy is to vote proxies solely in the interests of the Client. Generally, PRCM will vote proxies in line with management. However, under certain circumstances when the Investment Adviser believes that management's proposal is not designed to maximize value for a Client, PRCM will vote against management. If a proxy vote presents a conflict of interest between PRCM and the Clients, our procedures require us to seek to ensure that any actions taken are in the best interest of the Clients.

Investors can obtain information about PRCM's proxy voting policy and how proxies were voted by contacting compliance@pretium.com.

Item 18 – Financial Information

PRCM does not have any financial condition that impairs its ability to meet contractual and fiduciary commitments to its Clients.