

Eagle Group Finance Loan Corp., Inc. and its Relying Adviser Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of both Eagle Group Finance Loan Corp., Inc. (“Eagle Group” or “Adviser”) and its relying adviser, iBorrow Special Opportunities GP, Inc. (“iBorrow Special Opportunities” or “Relying Adviser”). If you have any questions about the contents of this brochure, please contact us at 310-843-0001. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Eagle Group and its Relying Adviser is also available on the SEC’s website at: www.adviserinfo.sec.gov.

2. Material Changes

Eagle Group is required to identify and discuss any material changes made to this Brochure since the last annual update. This is Eagle Group's first annual update as the Adviser filed its initial registration request in 2022. In November 2022, Eagle Group appointed a new Chief Compliance Officer.

Eagle Group recommends that you read this Brochure in its entirety. If Eagle Group makes any material changes to this Brochure, this Item will be revised to include a summary of such changes.

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4. Advisory Business

Eagle Group, a Delaware corporation, was formed in 2013 to provide discretionary investment advisory services to pooled investment vehicles organized as private real estate funds (each a “Fund” and together, the “Funds”). The Funds invest primarily in real estate debt assets, generally consisting of multifamily, retail, office, mixed-use, hospitality, manufactured housing and industrial/flex asset types. Eagle Group serves as the general partner of two pooled investment vehicles, iBorrow REIT, L.P. and iBorrow Finance Loan Fund I, L.P. iBorrow, L.P. (“iBorrow”), is the operating entity through which all of the Adviser’s and Relying Adviser’s activities are managed. iBorrow operates a debt financing platform that provides bridge loans for commercial real estate transactions on a first lien basis. iBorrow originates, sells and services these private real estate loans that serve as the Funds’ investments.

iBorrow Special Opportunities, a California corporation, was formed in 2020 and is registered with the SEC as a relying adviser on Eagle Group’s Form ADV; therefore, this brochure shall also serve as the brochure for the Relying Adviser. The Relying Adviser is the general partner of iBorrow Special Opportunities Fund, LP (“Special Opportunities Fund”), which makes investments that are intended to produce higher returns by originating or investing in: (i) commercial loans secured by first liens on real property; (ii) mezzanine commercial loans secured by junior liens on real property or similar collateral; (iii) loan participations in commercial real estate loans; (iv) preferred equity interests in companies that own, directly or indirectly, commercial real estate; (v) defaulted, distressed and/or performing loans originated by other lenders; (vi) equity ownership of real properties acquired through foreclosure or deed in lieu (“REO”) by the Fund or purchased from other lenders, and (vii) other similar types of investments determined appropriate by the General Partner in its sole discretion.

iBorrow, iBorrow Special Opportunities and Eagle Group are primarily owned by Brian Good (Chief Executive Officer), Andrew Peltz (co-Executive Chairman) and Harlan Peltz (co-Executive Chairman).

Investment advice is provided directly to each Fund itself and not to the individual investors in the Funds. Eagle Group and its Relying Adviser tailor their advisory services to the individual needs of each particular Fund but not to the individual needs of underlying investors. Eagle Group and its Relying Adviser manage the Funds in accordance with the investment objectives and limitations set forth in each Fund’s offering memoranda, governing documents, subscription agreements, side letters, and any investment management agreements (together, “Fund Offering Documents”). Eagle Group and its Relying Adviser utilize similar strategies across all of its Funds; however, some Funds may differ in their particular investing approaches, investment types and/or investment limitations, as specified in each Fund’s Offering Documents.

Eagle Group has entered (and may in the future enter) into agreements, commonly known as “side letters,” with certain investors under which the Adviser may waive or modify the application of certain investment terms applicable to such investors, without obtaining the consent of any other investor in the Fund (other than an investor whose rights would be materially and adversely affected by the waiver or modification).

As of December 31, 2022, Eagle Group manages \$180,472,450 of regulatory assets under management on a discretionary basis on behalf of the Funds.

5. Fees and Compensation

Eagle Group and its Relying Adviser are generally compensated for advisory services through asset-based management fees, performance-based compensation, fees paid by borrowers at the time a loan is funded (“Origination Fees”) and fees that are deducted from the gross yield paid by the borrower to the Funds’ investors (“Servicing Fees”). However, the Adviser’s fees and compensation arrangements vary depending on the particular Fund. The specific terms of such arrangements are set forth in each Fund’s Offering Documents.

Management fees

The Relying Adviser will receive a management fee of approximately 1.5% per year, payable quarterly, based on the total capital contributions held by a Fund as of the last day of each calendar quarter. The Relying Adviser receives a Management fee only from investors in certain Funds, not from all Fund investors.

Origination fees

Origination Fees will be paid by each borrower, generally in the range of 1-2% of the principal amount of each loan made by the Fund to such borrower. The Adviser will initially receive 100% of the Origination Fees paid by the borrowers on loans intended to be sold, either entirely or in part, soon after origination (“For Sale Loans”) and loans intended to be held in a Fund’s loan portfolio (“Portfolio Loans”). For each For Sale Loan that is sold, the Adviser will pay 25% of the Origination Fees received on that For Sale Loan to the Funds, as applicable, on the date that the For Sale Loan is sold (the “Sale Date”), on the portion of the For Sale Loan sold to a third party on the Sale Date.

Servicing Fee

The Adviser will receive an annual Servicing Fee, payable monthly from the Funds, equal to 1% per annum of the principal amount of each Portfolio Loan that is held by the Funds. The Servicing Fee will be paid pro rata and simultaneous with each distribution made by the Funds to the limited partners. The Servicing Fee will not be paid if a borrower is not current on a loan, in which case, the Servicing Fee will accrue. In the instance of a loan default, the Adviser will share the defaulted loan interest with investors after investors after investors recoup 100% of the principal, normal interest and costs associated with the defaulted loan.

Late Fees

The Adviser will retain 50% of any late fees collected by the Fund, and the Fund will retain the other 50% of late fees collected from borrowers. Additionally, to the extent there is a foreclosure on a loan investment in certain of the Funds, the net cash proceeds received by those Funds from any subsequent sale of the underlying property will be distributed among the General Partner and the Limited Partners of those Funds pursuant to a priority distribution waterfall.

Incentive Fee

The Relying Adviser may receive an incentive fee equal to the net cash flow and net proceeds from capital events after all limited partners have received total distributions equal to their capital contributions and their preferred returns. See Item 6 titled *Performance Based Fees and Side-by-Side Management* for more details on the Relying Adviser's incentive fee program.

Expenses

Generally, the Funds reimburse the Adviser and Relying Adviser for all ordinary, necessary and reasonable expenses incurred by the Adviser for the operation and administration of the Fund, including, but not limited to (i) all out-of-pocket costs and expenses incurred by the Funds relating to borrowing from third party lenders; (ii) fees and expenses of administrative agents, administrators, outside counsel and accountants; (iii) insurance expenses; (iv) litigation expenses; (v) entity-level taxes and other governmental fees and charges; (vi) expenses for liability insurance, including directors and officers liability insurance; (vii) other out-of-pocket legal, accounting, auditing, appraisal, administrative and accounting expenses and fees for other outside services; (viii) out of pocket expenses relating to due diligence on actual or prospective loans and Origination Fees; and (ix) annual or special meetings and periodic reports to Fund investors. The Funds do not reimburse the Adviser and Relying Adviser for any overhead costs of the Adviser (including rent, salaries, employee benefits and other internal expenses of the General Partner). The Adviser and Relying Adviser may determine to allocate expenses among the Fund and other affiliates, in its reasonable discretion in a manner that is fair and equitable to each of them.

Neither Eagle Group, the Relying Adviser nor any of its supervised persons accepts direct compensation for the sale of securities or other investment products.

Please refer to the Funds' Offering Documents for further information regarding the fees and expenses of Eagle Group, the Relying Adviser and the Funds.

6. Performance Based Fees and Side-by-Side Management

As noted in Item 5 titled *Fees and Compensation*, when certain performance hurdles are met, the Relying Adviser may be entitled to receive a distribution of the investment proceeds as performance-based incentive compensation. The payment of the incentive fee to the Relying Adviser may be subject to certain conditions being satisfied, which are identified and described in the Funds' Offering Documents. The Special Opportunities Fund has established a distribution waterfall describing the distribution priority which subjects certain general partner distributions to a clawback. The existence of this incentive fee program may create an impetus for the Relying Adviser to cause the Special Opportunities Fund to make riskier or more speculative investments than would be the case in the absence of the incentive fee. For more information regarding the specific terms of the incentive fee, please consult each of the Funds' Offering Documents.

Managing funds with different performance-based or management fee structures, alongside funds with lower fees will create additional conflicts of interest. Eagle Group and its Relying Adviser have adopted shared policies and procedures to address the potential conflicts of interest described above through careful review of investment opportunities, including review of available capital, anticipated duration of the investment, likelihood of profitability, portfolio diversification requirements, liquidity requirements and other appropriate factors. The Adviser and Relying Adviser seek to address such conflicts on a fair and equitable basis in its good faith discretion.

7. Types of Clients

Eagle Group and its Relying Adviser provide discretionary investment advice to the Funds, which are private investment vehicles that are exempt from registration under the Investment Company Act. The Funds are marketed exclusively to investors that may include high-net worth individuals and institutions. Each investor is required to meet certain suitability requirements. Interests in Funds are sold only to investors who meet qualification requirements under applicable securities laws. The minimum capital commitment for a limited partnership of the Funds is outlined in each Fund's Offering Documents; however, Eagle Group and its Relying Adviser maintain discretion to waive or reduce the minimum initial investment for certain investors under exceptional circumstances. In addition, Eagle Group and its Relying Adviser may enter into separate agreements, commonly referred to as "side letters", with certain investors, to waive certain terms, or allow such investors to invest on different terms than those specifically described in the Funds' Offering Documents. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other limited partners.

An investment in one or more Funds should be based on a prospective investor's careful analysis of its overall portfolio and its own objectives and needs in the areas of diversification, liquidity, return on investment and risk management. Investors will be required to make certain representations when investing in a Fund, including but not limited to that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and that (iii) they have the ability to bear the economic risk of an investment in the Fund. Each investor will be furnished with a copy of the Agreement of Limited Partnership and the other applicable Agreements.

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

As more fully described in each Fund's Offering Documents, generally the Funds' investment strategy is to make consistent and disciplined investments in, and conduct the asset management of, a broad range of primarily real estate-related debt investments throughout the United States. In evaluating potential opportunities for the Funds, Eagle Group and its Relying Adviser conduct extensive due diligence, employ a value-oriented approach, assess each investment on a risk-adjusted basis, implement their proactive, integrated asset management approach, and place significant emphasis on downside analysis.

Eagle Group and its Relying Adviser approach the investment process by evaluating investment opportunities through a rigorous underwriting and due diligence process, as well as proactive asset management throughout each Fund's investment period. The investment process incorporates a high degree of coordination, institutional controls, checks and balances, and risk management. Prior to making an investment, and dependent on the Fund, the Adviser and Relying Adviser conduct a detailed due diligence process that consists of reviewing some or all of the following elements, as and when applicable: historical and pro forma financial statements and rent rolls, business plans, market information, property and collateral condition, legal documentation, zoning compliance, entitlements, environmental condition, and title and hazard insurance.

There are significant risks inherent in the strategy of investing in real estate not associated with other investments, and investment in the Funds is only suitable for qualified investors who have limited need for liquidity. There can be no assurance that a Fund's investment strategy will be successful. Set forth below, as well as in other Items in this brochure, is a summary of some of the investment risks disclosed in greater detail in each Fund's Offering Documents. Please refer to each Fund's Offering Documents for more information on these and other risks relating to the Adviser's and Relying Adviser's business and investments in the Funds.

Material Risks

Material risks associated with the investment strategies and methods of analysis generally employed by the Funds are listed below. This summary does not attempt to describe all of the risks associated with an investment in a pooled investment vehicle, and there can be no assurance that other risks and conflicts of interest will not arise. It is critical that investors refer to the Fund Offering Documents of the applicable pooled investment vehicle for a more complete description of the risks associated with an investment.

- The risks associated with the business will be more severe during periods of economic slowdown or recession, especially if these periods are accompanied by declining real estate values. The lack of liquidity in the target assets may adversely affect the business.
- The success and growth depend on the availability of attractive investment opportunities and Eagle Group's ability to identify, structure, consummate, finance, manage and realize returns on the investments.
- First mortgage bridge loans are generally provided to borrowers to enable them to acquire, develop or renovate properties, and repayment of such loans is dependent on a borrower's ability to obtain replacement financing at maturity or sell the property, all of which may involve a greater risk of loss than traditional mortgage loans.

- Defaults on the loans may cause declines in revenues and net income.
- The value of loans may be affected by prepayment rate.
- The increasing number of proposed and adopted U.S. federal, state and local laws may affect certain real estate-related assets that Eagle Group intends to originate for the Fund and could increase the cost of doing business.
- Liability relating to environmental matters may impact the value of properties underlying the loans, which could have an adverse effect on obligors' business or financial condition.
- Risk management efforts may not be effective.
- Eagle Group is highly dependent on information systems and systems failures could significantly disrupt the Fund's business, which may negatively affect operating results, which, in turn, could negatively affect the ability to make distribution to investors.
- Investment in first lien real estate in the United States may have significantly different risks than similar investments in other jurisdictions.

Investment-Related Risks

Difficult conditions in the real estate markets may cause the Funds to experience losses related to their portfolios and there can be no assurance that the Adviser or the Relying Adviser will be successful in implementing the business strategies amidst these conditions. The Fund will invest real estate financing transactions with a focus on first mortgage bridge loans. Investments in real estate loans are subject to various risks, including:

- economic and market fluctuations;
- casualty or condemnation losses;
- regulatory limitations on rents;
- acts of war or terrorism, including the consequences of terrorist attacks;
- adverse changes in national and local economic and market conditions, such as an oversupply of multifamily properties;
- changes in the appeal of properties to tenants or prospective purchasers;
- changes in supply and demand;
- various uninsured or uninsurable risks;
- natural disasters;
- changes in governmental laws and regulations (including environmental, zoning and other laws and regulations), fiscal policies and zoning ordinances and the related costs of compliance with applicable laws and regulations, fiscal policies and ordinances;
- changes in the availability of debt financing and/or mortgage funds which may render the sale or refinancing of properties difficult or impracticable;
- increased mortgage defaults;
- leases that are not renewed or are renewed at lower rental amounts at expiration;
- increases in interest rates; and
- negative developments in the economy that depress demand and real estate values generally.

If any of these or similar events occur, it may reduce the return from an affected loan and reduce or eliminate a Fund's ability to make distributions to investors. In addition, decreases in property values reduce the value of the collateral and the potential proceeds available to a borrower to repay the underlying loan or loans, as the case may be, which could also cause a Fund to suffer

losses and the business, financial condition, liquidity and results of operations could be materially and adversely affected.

Other Risks

- ***General Economic and Market Conditions*** – General Economic and Market Conditions risk, is the risk that Eagle Group’s activities will be affected by general economic and market conditions, such as global and local economic growth, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of clients’ investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations), and more recently in 2020, a pandemic (i.e. coronavirus). These factors may affect the level and volatility of the prices and the liquidity of clients’ investments. Volatility or illiquidity could impair clients’ profitability or result in losses.
- ***LIBOR Reform*** - To the extent any investments bear interest based on the London interbank offered rate (“LIBOR”), the Funds will be subject to certain risks. Over the past several years, LIBOR has experienced historically high volatility and significant fluctuations. Regulators and law-enforcement agencies from a number of governments, including entities in the United States and the United Kingdom, have been conducting civil and criminal investigations into whether the member banks that contribute to the British Bankers’ Association (the “BBA”) in connection with the calculation of LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR for their own benefit. There have also been allegations that member banks may have manipulated other inter-bank lending rates. If LIBOR or another inter-bank lending rate is manipulated, it may result in that rate being artificially lower (or higher) than it would otherwise have been and, to the extent an investment is made or acquired that bears interest based on such rates, it may not appropriately embed a return that is commensurate with its risk exposure. On March 5, 2021, the United Kingdom’s Financial Conduct Authority announced that certain LIBOR settings (all Euro, Swiss franc, sterling and yen LIBOR tenors and one-week and two-month U.S. dollar LIBOR) would permanently cease to be published immediately after December 31, 2021. Notwithstanding the fact that many U.S. dollar LIBOR settings will remain available until June 30, 2023, it is likely that most new issue U.S. dollar debt instruments will be closed using, and an increasing number of existing U.S. dollar debt instruments will be amended to provide for, a benchmark reference rate other than LIBOR. Eagle Group’s expected alternative rate to be used for U.S. Loans and other LIBOR- related investments is Secured Overnight Financing Rate (“SOFR”), although there is no guarantee as to whether or not markets will adopt this particular rate as the replacement for LIBOR. The transition to SOFR, or any other proposed alternative rate, will impact mortgages, commercial real estate loans, as well as other products that reference LIBOR. While rates, valuations or other aspects for these offerings will change after the migration to an alternative rate is complete, the extent of the individual impact on the Funds will vary,

based on individual circumstances and exposure. Some contracts, offering documents, disclosures, etc. may have “fallback” provisions that either provide an alternative benchmark or allow for a change to an alternative benchmark; however, LIBOR-based contracts may need to be reviewed for potential amendments. Importantly, continuity and a smooth transition are the aim of all major financial companies required to make this transition.

- ***Environmental Liability*** - Under various U.S. federal, state, and local laws, ordinances and regulations, a current or previous owner, developer or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, under or in its property. The costs of removal or remediation of such substances could be substantial. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of such hazardous substances. The Adviser and Relying Adviser will attempt to assess such risks as part of their due diligence activities but cannot give any assurance that such conditions do not exist or may not arise in the future. The presence of such substances on a Fund’s real estate investments could adversely affect the Fund’s ability to sell such investments or to borrow using such investments as collateral.
- ***Valuation of Real Estate*** - Real estate valuation is an inherently inexact process and depends on numerous factors, all of which are subject to change. Appraisals or opinions of value may prove to be insufficiently supported, and the Adviser’s and Relying Adviser’s respective reviews of the values of the underlying properties in determining whether a client should make or participate in an underlying investment and the value of the underlying properties may be based on information that is incorrect or opinions that are overly optimistic. The risk of default in such situations is increased, and the risk of loss to clients will be commensurately greater.
- ***Lack of Control Over Projects*** – With respect to a particular property, either the borrower (or a third-party real estate management company affiliated with or engaged by borrower) is responsible for various management functions that are essential to the success of a real estate project, including property marketing and leasing rates, payment of bills, maintenance of insurance, and property management generally. Poor management on the part of the real estate company could adversely affect the financial performance of the corresponding project investment or expose it to unanticipated operating risk, which could reduce the property’s cash flow and adversely affect the borrower’s ability to repay the underlying loan, which could have a material adverse effect on a Fund’s investment. This risk also pertains to construction of, or renovations to, real estate. Real estate construction brings with it the risk of cost overrun and time delays. Construction projects are also contingent on correct zoning, various approvals, and regulation. These situations may require additional capital or delay the completion of the project and impair the borrower’s ability to repay the underlying investment, which could have a material adverse effect on a Fund’s investment.
- ***Co-investments and Syndications*** – A Fund may temporarily warehouse a portion of an investment opportunity to facilitate a co-investment or syndication by one or more Funds or third-party investors. If the co-investment or syndication of such investments are not ultimately consummated, the applicable Fund will end up holding a larger portion of such

investment than it otherwise expected to hold. When a Fund invests alongside another Fund, the applicable Fund will warehouse all or a disproportionate amount of an expected investment opportunity. The risk of a co-investment or syndication not being consummated will increase in the event an investment decreases in value during the warehousing period, and the applicable Fund will be required to bear the losses in connection with any such investment. To the extent Eagle Group determines to syndicate a Fund investment opportunity by selling loan participations to strategic third-party investors or Fund investors, Eagle Group's ability to control or influence such third parties will be more limited than if the participants were participating through another investment vehicle controlled by Eagle Group.

- ***Fraud*** – There can be no assurance that Eagle Group or a Fund will be able to detect or prevent irregular accounting, employee misconduct or other fraudulent practices during the due diligence phase or during its efforts to monitor its investments on an ongoing basis. In the event of fraud by any portfolio investment or any of its employees or affiliates, a Fund may suffer a partial or total loss of capital loaned to that company.

9. Disciplinary Information

Eagle Group, its Relying Adviser and its Employees have not been involved in any legal or disciplinary events in the past ten years that would be material to an investor's evaluation of Eagle Group, its Relying Adviser or its personnel.

10. Other Financial Industry Activities and Affiliations

Affiliated Entities

Affiliates of Eagle Group and its Relying Adviser may provide borrower due diligence services, debt servicing, deal-level asset management services and other similar services in connection with the underlying investments made by a Fund and receive fees, paid for by the Funds, in connection therewith.

Affiliates of Eagle Group and its Relying Adviser may serve as the general partner to various other funds. These affiliates of Eagle Group and its Relying Adviser (including the general partners and the various other funds) may also invest directly or indirectly in the Funds. In addition, employees of Eagle Group and its Relying Adviser (or their affiliates) may invest directly in the Funds or indirectly through an affiliate or co-investment vehicle.

Outside Business Activities of Key Persons

Messrs. Good, Peltz, Peltz, Smith and other key persons employed by affiliates will have limited business interests separate and apart from their respective interests in the Funds, including non-controlling and voting interests in operating companies and directorships of private companies, which have been subject to the pre-clearance requirements in the Adviser's and Relying Adviser's shared Code of Ethics (the "Code").

New outside business interests are subject to the Code's pre-clearance requirements. If Messrs. Good, Peltz, Peltz, Smith, a partner or employee becomes aware of a material conflict of interest, involving him/her or his or her role with respect to a Fund, he or she will (i) inform the Chief Compliance Officer; (ii) mitigate the conflict, where possible; and (iii) where required by the terms of the Fund Offering Documents of the applicable Fund, provide disclosure to or approval by such Fund's advisory committee.

Certain Service Providers

Eagle Group, its Relying Adviser and its affiliates may engage in business with certain service providers, including, for example, outside legal counsel, auditors, investment banks, consultants, investment advisory firms, equity sponsors, and insurance providers who may be investors in the Funds and/or who merely provide services to Eagle Group, the Relying Adviser, the Funds, the Funds' portfolio companies or businesses that are competitors of the Adviser or Relying Adviser. Eagle Group and its Relying Adviser may have conflicts of interest with the Funds or their portfolio companies in recommending the retention or continuation of a service provider to a Fund or portfolio company if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in the Funds or will provide Eagle Group or its Relying Adviser with information about the markets and industries in which Eagle Group or its Relying Adviser operates. Notwithstanding the foregoing, investment transactions for a Fund that requires the use of a service provider will generally be allocated to service providers on the basis of the Adviser's or Relying Adviser's judgement of the merit of the service provider. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or

have different arrangements for services provided to Eagle Group, the Relying Adviser and its affiliates, as compared to services provided to the Funds and the Funds' portfolio companies, which may result in more favorable rates or arrangements than those payable by the Funds or the Funds' portfolio companies.

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

As noted in Item 10 titled *Other Financial Industry Activities and Affiliations*, in order to avoid any potential conflicts of interest involving personal trades, Eagle Group and the Relying Adviser have adopted a shared Code of Ethics pursuant to Rule 204A-1 of the Advisers Act (again, the “Code”), which requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of the Adviser above one’s own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Avoid or disclose any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

The Code also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide the Adviser and Relying Adviser with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such Employees have a direct or indirect beneficial interest.

A copy of the Code shall be provided to any client or prospective client upon request.

Allocation of Investment Opportunities and Other Accounts

Investment opportunities may arise that are appropriate for an investment by more than one Fund or for which one or more Funds should have priority based on the governing documents of the Funds. Both the Funds’ Offering Documents and Eagle Group’s and the Relying Adviser’s shared policies and procedures generally set forth the allocation guidelines to apply if and to the extent an opportunity is appropriate for more than one Fund at a particular point in time. Such documents generally provide Eagle Group and the Relying Adviser with the discretion to allocate among Funds on a fair and equitable basis.

Co-Investment and Syndication Opportunities

As noted in Item 8 titled *Methods of Analysis, Investment Strategies and Risk of Loss*, Eagle Group may, but is not required to, offer (or permit the offering of) investment opportunities, including co-investment or syndication opportunities, in certain Fund investments to existing investors or third parties. If a co-investment vehicle is formed, such entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the other Funds. To the extent Eagle Group or the general partners receive any compensation or fees as a result of such co-investment arrangement, such fees are neither payable to the Funds nor credited against future fees.

Principal Transactions

It is Eagle Group's and the Relying Adviser's policy not to execute any principal or agency cross transactions for the Funds unless it deems the transaction to be in the best interest of a particular Fund, the relevant Funds give prior consent in accordance with the Funds' Offering Documents, and the transaction complies with the "notice and consent" requirements of Section 206(3) of the Advisers Act. Eagle Group and the Relying Adviser also generally refrain from cross trading between the Funds unless the consent of both Funds is obtained, typically through the limited partner Advisory committees, in accordance with the Funds' Offering Documents.

Participation or Interest in Client Transactions

To the extent that one or more Funds invest in the same securities of the same issuer, Eagle Group and the Relying Adviser will generally seek to ensure that all participants in such investments participate on comparable terms. This may not be practicable or appropriate in all circumstances, however, and one or more Funds may participate in such investments on different and potentially less favorable terms than other participants if Eagle Group and the Relying Adviser deem such participation as being otherwise in the best interests of the participating Funds, subject to the terms of the applicable Fund's Offering Documents. This may have an adverse impact on one of the participating Funds.

Fee Structure

The Relying Adviser may earn management fees and performance-based fees from or receive incentive fees in the Special Opportunities Fund. These performance-based fees may create an incentive for the Relying Adviser to pursue investments that are riskier or more speculative than would have been the case in the absence of such allocation.

Other Potential Conflicts of Interest

Neither Eagle Group, its Relying Advisers nor any of their personnel are required to devote their entire time and attention to the affairs of any one of the Funds but are expected to commit a substantial portion of their time and attention to the Funds.

12. Brokerage Practices

Eagle Group and its Relying Adviser do not maintain traditional securities trading desks or regularly engage in the trading of publicly-traded securities. The Adviser's and Relying Adviser's investment authority with respect to any of the Funds is subject to the investment objectives, guidelines and/or conditions set forth in the Funds' Offering Documents. The Funds' Offering Documents generally grant the Adviser and Relying Adviser discretion over the selection and amount of securities or investments to be bought or sold for that Fund.

The Funds generally invest in privately negotiated transactions where the terms of such transactions are determined in negotiations between Eagle Group or the Relying Adviser and their respective counterparties. The Adviser and Relying Adviser seek to have all its privately negotiated transactions executed in the best interest of its participating Funds, considering various factors such as the cost, size, market activity, structure of the transaction and competency of the broker-dealer.

If the Adviser and Relying Adviser retain a broker-dealer or investment bank with respect to a privately negotiated transaction, the costs will be borne by the relevant Funds and/or portfolio investments. In doing so, Eagle Group and the Relying Adviser would consider the capabilities with respect to the type of transaction being contemplated, the commission or fees charged, the reputation of the firm being considered and responsiveness to requests for information.

The Adviser and the Relying Adviser have not entered into any soft dollar or directed brokerage arrangements with any broker-dealer but may enter into such arrangements in the future. Such arrangements shall be consistent with the safe harbor provisions of Section 28€ of the Securities Exchange Act of 1934, as amended.

Eagle Group's and the Relying Adviser's brokerage practices on behalf of its clients may be modified based upon the Funds' Offering Documents.

13. Review of Accounts

Eagle Group's and the Relying Adviser's shared asset management team continually reviews and monitors the Funds' investments. The Adviser's and Relying Adviser's investment professionals and asset managers routinely meet to discuss asset management activities as well as potential new investment opportunities.

The Adviser and Relying Adviser have an investment committee that meets at least weekly to formally review current loans being underwritten, discusses and approves all outgoing letters of intent and unanimously approves the structure, terms and proceeds of every loan prior to closing.

More frequent reviews may be triggered by material changes in key variables that could affect the performance of the portfolios or the investments within them, including changes in the financial markets and activity and trends in the political or economic environment.

Within 120 days after each Fund's fiscal year-end and in accordance with each Fund's Offering Documents, audited financial statements are prepared by an independent accountant pursuant to Generally Accepted Accounting Principles ("GAAP") and are distributed to each investor in the Funds (see Item 15). The Adviser and Relying Adviser also seek to provide unaudited performance information for the Funds and information on the Funds' investments to investors on a quarterly basis. Quarterly reports are generally accounted for pursuant to GAAP and based on the unaudited and estimated value of the relevant Fund's holdings. Eagle Group and its Relying Adviser may distribute certain other reports to the Funds' investors upon specific requests from time to time.

14. Client Referrals and Other Compensation

Eagle Group and its Relying Adviser do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither the Adviser, its Relying Adviser nor any related person, directly or indirectly, compensates any person who is not a supervised person for client referrals.

Neither the Adviser, Relying Adviser nor any related person, directly or indirectly, compensates any person who is not a supervised person for client referrals.

15. Custody

With certain exceptions, Rule 206(4)-2 promulgated under the Advisers Act, commonly known as the “Custody Rule,” requires registered investment advisers who are deemed to have custody of client funds and securities to satisfy certain requirements. An adviser is deemed to have custody of client assets when it has the authority to obtain possession of them.

Eagle Group and its Relying Adviser are deemed to have custody of the Funds’ assets pursuant to the Advisers Act, as a result of the fact that the Funds’ respective general partners are affiliates of the Adviser and the Relying Adviser. To mitigate any potential conflicts of interests due to this arrangement, all of the Funds’ assets that include cash and certificated securities are maintained with an independent non-affiliated qualified bank custodian.

Additionally, Eagle Group and its Relying Adviser deliver audited financial statements of the applicable Funds (such Funds over which the Firm or an affiliate is deemed to have custody) to all investors within 120 days of the Funds’ fiscal year end. As noted in Item 13 titled *Review of Accounts*, the financial statements are prepared in accordance with GAAP and are audited by an independent accountant that is registered with, and subject to, regular inspection by the Public Company Accounting Oversight Board.

16. Investment Discretion

Eagle Group and its Relying Adviser exclusively manage the business of the Funds and have discretionary investment authority to manage the making of new investments by the Funds and the management of the existing investments held by the Funds. Generally, this authority is provided for in each Fund's Offering Documents. In addition, investors in the Funds must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment product. Furthermore, the Adviser and Relying Adviser are allowed to enter into agreements, or "side letters," with certain Fund investors whereby such investors will have certain rights, including the right to opt-out of particular investments.

17. Voting Client Securities

Eagle Group's and the Relying Adviser's respective investment strategies do not generally involve the acquisition of public securities with voting authority, making it unlikely that a client will be placed in a position of proxy voting authority. However, if a client does come into possession of securities with voting rights, the Adviser and Relying Adviser will implement the appropriate policies and procedures and seek to vote proxies in the best interests of their clients.

18. Financial Information/Condition

Eagle Group and its Relying Adviser do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance of services rendered. Accordingly, Eagle Group and its Relying Adviser are not required to provide a balance sheet in response to this Item 18.

Eagle Group and its Relying Adviser have never filed for bankruptcy and are not aware of any financial condition that is expected to affect their ability to manage client accounts.

Eagle Group and its Relying Adviser are solvent and are not in a “precarious financial condition” (as that phrase is defined or used by the SEC). Eagle Group and its Relying Adviser are not currently aware of any financial condition affecting them that is reasonably likely to impair their ability to meet their contractual commitments to their clients.

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