



Item 1 Cover Page

Form ADV Part 2 Brochure

This Brochure (the “Brochure”) provides information about the qualifications and business practices of Trinitas Capital Management, LLC (“TCM,” the “Adviser,” the “Firm,” “we,” “us” or “our”). If you have any questions about the contents of this Brochure, please contact Mr. John F. Cannon, at (310) 400-8820 or via e-mail at jcannon@clearlake.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. Additional information about TCM also is available on the SEC’s website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for TCM is 281328.

TCM is registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Recipients of this Brochure should be aware that registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.

Trinitas Capital Management, LLC

200 Crescent Court
Suite 1175
Dallas, Texas 75201-1834
Phone: (214) 420-2400
www.trinitascmlc.com

Brochure prepared on October 19, 2023

Item 2 Material Changes

This Brochure contains updated information about TCM's business since the last annual updating amendment dated March 31, 2023. This section of the Brochure will address only those "material changes" that have been incorporated since the last annual delivery of this document on the SEC's public disclosure website (IAPD). Accordingly, since the last annual update of this Brochure, dated March 31, 2023, the following material changes to TCM's business and enhancements to disclosures have occurred:

- Item 4. Advisory Business. Revisions to TCM's regulatory assets under management as of December 31, 2022 and certain ownership information about TCM.
- Item 8. Methods of Analysis, Investment Strategies and Risk of Loss. Updates to certain risk factors under Item 8.
- Item 12: Brokerage Practices. Updates to TCM's soft dollar policy.

TCM will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, TCM's Brochure may be requested by contacting Mr. John F. Cannon, Chief Compliance Officer (the "CCO") at (310) 400-8820 or via e-mail at jcannon@clearlake.com.

Additional information about TCM is also available via the SEC's web site www.adviserinfo.sec.gov. The searchable IARD/CRD number for TCM is 281328. The SEC's web site also provides information about any persons affiliated with TCM who are registered, or are required to be registered, as investment adviser representatives of TCM.

Item 3 Table of Contents

Item 1 Cover Page.....	i
Item 2 Material Changes	ii
Item 3 Table of Contents.....	iii
Item 4 Advisory Business	1
Item 5 Fees and Compensation	3
Item 6 Performance-Based Fees and Side-By-Side Management	5
Item 7 Types of Clients.....	6
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 Disciplinary Information	19
Item 10 Other Financial Industry Activities and Affiliations	20
Item 11 Code of Ethics	22
Item 12 Brokerage Practices	27
Item 13 Review of Accounts.....	30
Item 14 Client Referrals and Other Compensation.....	31
Item 15 Custody.....	32
Item 16 Investment Discretion.....	33
Item 17 Voting Client Securities.....	34
Item 18 Financial Information	35

Item 4 Advisory Business

Background and Ownership Structure

Trinitas Capital Management, LLC (“TCM”) is a Delaware limited liability company organized on July 27, 2015. TCM has its principal place of business at 200 Crescent Court, Suite 1175, Dallas, Texas 75201. TCM was formed to provide investment advisory services, initially as a collateral manager for pooled investment vehicles that are collateralized loan obligation funds (“CLOs”). The beneficial owners of TCM consist of multiple persons with no person owning greater than twenty-five percent (25%) of Trinitas. Trinitas is managed by a board of directors and its officers include Gibran Mahmud (CEO), Philip Braner (COO), Mark Murray (CFO).

The CLOs managed by TCM are generally organized in the Cayman Islands as exempted companies that rely on Section 3(c)(7) of the Investment Company Act of 1940 (the “1940 Act”), or other applicable exceptions or exemptions under the 1940 Act, as the basis for their exemption from the registration requirements of the 1940 Act. The investment management relationship between TCM and each CLO will be governed by a collateral management or similar agreement between TCM and the CLO and the constituent documents of the CLO.

The CLOs for which TCM will perform investment advisory services will invest primarily in senior secured bank loans. In assessing senior secured bank loan assets for the CLO, TCM employs an underwriting discipline based on a fundamental and technical analytical strategy, subject to the relevant criteria set forth in the constituent document for each CLO. TCM’s objective in managing the investment portfolio of each CLO is to achieve preservation of principal, diversification by company and industry, and above average current income.

TCM contracts for mid- and back- office services associated with its asset management business, including trading, portfolio analysis, credit review and monitoring, asset valuation, and risk and compliance management. These services are currently provided by WhiteStar Asset Management, LLC (“WhiteStar”), also a registered investment adviser, under an agreement between WhiteStar and TCM, though TCM may engage other investment advisers or other entities to provide such services in the future. Certain investment professionals and other employees or officers of TCM are also investment professionals or employees of other investment advisers. TCM’s investment committee is currently comprised of individuals who are also investment professionals of both TCM and WhiteStar. Such individuals serve at the discretion and subject to the control and direction of TCM’s board of managers, who are elected by its members. A majority of TCM’s board of managers consists of individuals who are not affiliated with WhiteStar. TCM’s relationship with WhiteStar, and the policies and procedures TCM has put in place to address potential conflicts resulting from such relationships, are described in more detail in *Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*.

The offering documents for each CLO will describe the terms and conditions of the CLO, including fees and risk factors, and should be read carefully prior to investment. No offer to sell interests in the CLOs is made by the descriptions in this Brochure, and CLOs are available only to investors that are properly qualified.

TCM may also, in the future, provide additional types of investment advisory services. The addition of any such investment advisory services will be set forth in an amendment to this Brochure.

Wrap Fee Programs

TCM does not participate in or sponsor any wrap fee programs.

Regulatory Assets Under Management

As of December 31, 2022, TCM managed approximately \$11 billion of advisory assets, of which all were on a discretionary basis and none were on a non-discretionary basis. The SEC has adopted a uniform method for advisers to calculate assets under management for regulatory purposes which it refers to as an adviser's "regulatory assets under management." Regulatory assets under management are generally an adviser's gross assets, i.e., assets under management without deduction for outstanding indebtedness or other accrued but unpaid liabilities. TCM reports its regulatory assets under management in Item 5 of Part 1 of Form ADV which you can find at www.adviserinfo.sec.gov.

Item 5 Fees and Compensation

General

TCM receives management fees in connection with the investment management services it provides to each of the CLOs and is also permitted to receive performance fees, carried interest, or other incentive compensation related to the performance of each CLO. Such management fees, carried interest, performance fees, or other compensation will generally be established at the beginning of the advisory relationship with each CLO. Specific details of such compensation and its method of calculation will be set out in the offering materials, disclosure documents, collateral management agreements, and the constituent documents of each CLO. Such compensation, once the relevant CLO is established, is generally not negotiable, though TCM has, and may in the future, enter into strategic partnerships, side letter agreements, or other arrangements with specific investors in the CLOs whereby such investors receive direct or indirect reductions of management fees or other compensation payable with respect to their investments managed by TCM, in each case consistent with the constituent documents of each CLO.

Management Fees

TCM charges management fees at an annual rate of up to approximately 0.50% of the defined asset value calculated for each CLO for which it provides investment advisory services. Such management fees will generally be structured with a portion of such fees payable as a senior management fee and a portion payable as a subordinated management fee. Management fees will typically be payable quarterly in arrears and will be dependent in part on certain cash distribution constraints set forth in the constituent documents for each CLO. The specific management fees, payment terms, and calculation and valuation methods for each CLO will be described in detail in the offering documents for each CLO.

Performance-Related Compensation

TCM is permitted to also receive performance fees, carried interest, or other incentive compensation from the CLOs. Such performance fees are expected to constitute an amount of up to 20% of the CLO's excess cash flow in excess of the relevant preferred return or hurdle rate for each CLO. The specific performance fees, payment terms, and calculation and valuation methods for each CLO will be described in detail in the offering documents for each CLO.

Other Expenses

In accordance with the terms of the TCM's collateral management agreements with the CLOs, the CLOs will generally reimburse TCM from time to time for certain out-of-pocket expenses related to the services provided by TCM and third parties to the funds. Among other things, the CLOs may reimburse TCM for fees and expenses relating to establishing the fund, accountants, rating agencies, loan pricing services, software providers, custodial fees, commissions, trade settlement fees, legal and consultant fees and expenses, software or information technology fees and expenses of TCM primarily related to the provision of services to the client account, exchange fees, bank service fees, income withholding or transfer taxes, and fees of other service providers. To the extent such expenses relate to more than one CLO managed by TCM, such expenses will be allocated among fund accounts, typically based on each of the net assets of each CLO for the applicable allocation period.

The CLOs will typically pay other fees in connection with TCM's advisory services relating to the establishment or ongoing operation of the funds. These additional fees may include those of the CLO's

trustee, collateral administrator, administrator, accountants, lawyers, rating agencies, and regulators. The CLOs will also bear any brokerage commissions, mark ups/downs or other transaction fees for the CLO's investment and brokerage transactions. As noted above, the CLOs bear expenses related to portfolio transactions. Please see *Item 12 – Brokerage Practices* for a discussion of TCM's brokerage practices.

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

As discussed in *Item 5 – Fees and Compensation* above, TCM may receive performance fees, carried interest, or other incentive compensation from the CLOs for which it provides investment advisory services. All performance-based fees payable to TCM will be in compliance with Section 205 and Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”). In accordance with risk retention requirements promulgated under Section 941 of the Dodd Frank Wall Street and Consumer Protection Act and Articles 404-410 of the EU Capital Regulation Requirements (as the same may be amended and including any similar or successor statutes or regulations), TCM will typically retain interests in the CLOs that it manages. Such interests will generally consist of securities issued by the CLO that are required to be held by TCM, as asset manager or sponsor, in order for the corresponding CLO to comply with the risk retention requirements described above. These securities may be held through (i) a “vertical slice” equal to a 5% pro-rata percentage of the *face* value of each tranche of the CLO, (ii) a “horizontal slice” equal to 5% of the *fair* value of all of the securities issued in the CLO via the first loss or “equity” tranche, or (iii) a combination of the “vertical slice” and “horizontal slice” retention interests set forth above.

Performance-based fees and other economic interests may create an incentive for TCM to favor, or to take increased investment risk with respect to, CLOs for which it receives performance-based fees or has other economic interests than for CLOs, if any, where it receives only asset-based fees or no fees. Similarly, TCM may have an incentive to favor, or to take increased investment risk with respect to, CLOs from which it receives higher performance-based compensation, or has a greater economic interest, over CLOs where lower performance-based compensation is received, or TCM otherwise has a lesser economic interest. TCM has in place policies and procedures to address these conflicts, including policies and procedures to allocate trades and securities to client accounts on a fair and equitable basis, taking into account the client’s investment objectives and strategies as well as other relevant factors including applicable law. These policies and procedures are described in more detail in *Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*.

Item 7 Types of Clients

TCM was formed with the initial intent of providing investment advisory services to CLOs. Investment in the CLOs is generally only available to institutional investors and certain high net worth individuals that are “accredited investors” and “qualified purchasers” or non- “U.S. persons” within the meaning of the Securities Act of 1933 (the “Securities Act”) and the 1940 Act, as applicable. The CLOs may have a specified minimum investment amount set forth in their offering documentation. These minimum amounts may be subject to discretion on the part of TCM to permit a smaller amount with respect to any investor in a particular CLO. TCM anticipates that a broad range of institutional investors and high net worth individuals meeting the criteria set forth above will invest in CLOs managed by TCM.

This Brochure is not an offer (or solicitation of an offer) to invest in CLOs or otherwise obtain TCM’s advisory services. Prior to investing in any CLO, an investor should review the relevant offering materials for important information concerning the objectives, policies, strategies, risks, fees, and other important information regarding a CLO as set forth in the prospectus, confidential private offering circular or private offering memorandum for such CLO. Although this publicly available Brochure describes investment advisory services and products of TCM, persons who receive this Brochure should be aware that it is designed solely to provide information about TCM as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in the relevant governing documents for the CLOs. More complete information about each CLO is included in its relevant governing documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any governing documents for a CLO, the relevant governing documents shall govern and control.

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

Investment Strategies and Methods of Analysis

TCM's investment strategy focuses primarily on leveraged credit, specifically senior secured bank loans. As permitted by the constituent documents of a CLO, a particular CLO may also have a secondary focus on other types of leveraged credit such as high-yield debt securities.

TCM employs both "top-down" and "bottom-up" analyses when making investments. TCM's top-down analysis involves a macro analysis of relative asset valuations, long-term industry trends, business cycles, interest rate expectations, credit fundamentals, and technical factors to target specific industry sectors and asset classes in which to invest. TCM's bottom-up analysis includes a rigorous analysis of the credit fundamentals and capital structure of each potential investment and a determination of relative value compared to alternative investments. Potential investments will be analyzed through a thorough review of the fundamentals of the economy in general and then the particular industry and the strengths and weaknesses of each individual credit. Under this approach, the credit performance of each asset will typically be subjected to stress tests to maximize the selection of investments with favorable risk adjusted returns.

TCM follows a defined investment process based on a comprehensive analysis of company creditworthiness, generally including a quantitative and qualitative assessment of a company's business, an evaluation of management performance, an analysis of business strategy, regulatory and legal considerations, industry trends, and an examination of capital structure, financial results, and projections. The due diligence process typically includes: (i) an assessment of the outlook for the industry based on discussions with industry participants, industry analysts, suppliers to and customers of the industry, and relevant trade group representatives; (ii) discussions with company management as to the business outlook, competitive position within the industry, and flexibility of capital structure relative to business objectives; (iii) an analysis of fundamental asset values and enterprise value of the company (based on valuation comparisons to other industry participants) to assess the degree to which the investment under consideration has above average downside protection; (iv) a review of the company's core competencies and competitive advantages and formation of a judgment as to the sustainability of each; (v) preparation of historical and projected financial statements to assess the company's liquidity, fundamental creditworthiness, and prospects for future value creation; (vi) a review of any tax, legal, or regulatory contingencies that could negatively impact the company's value or ability to continue as a going concern; and (vii) a thorough review of the company's capitalization, its financial flexibility, and debt amortization requirements, including an analysis of the terms and covenants of each of the company's outstanding debt and equity securities.

Following each investment, TCM actively monitors investment performance. Subject to a CLOs governing documents, TCM may sell an investment when more attractive investments can be purchased at comparable price points to optimize portfolio composition and target performance. TCM seeks to prioritize concentration and correlation avoidance and will re-assess investments relative to the target investment criteria of each CLO.

TCM may consider various sources of information in analyzing investments, including financial newspapers and magazines, optimization studies and reports, trade journals, government publications, inspections of corporate activities, research, material prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, other regulatory filings, and company press releases. Other

sources of information include meetings and discussions with management of public and private issuers and TCM's contacts within the senior secured bank loan community.

Material Risks Relating to Methods of Investment Analysis

TCM seeks to conduct reasonable and appropriate due diligence based on the facts and circumstances applicable to each investment. The objective of the due diligence process is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment and to identify possible risks associated with that investment. When conducting due diligence and making an assessment regarding an investment, TCM relies primarily on publicly available information and resources. The due diligence process may at times be subjective (such as with respect to newly organized companies for which only limited information is available). Accordingly, TCM cannot be certain that its due diligence investigations with respect to any investment opportunity will reveal or highlight all relevant facts (including fraud) that may be necessary or helpful in evaluating such investment opportunity. Also, TCM cannot be certain that its due diligence investigations will result in investments being successful or that the actual financial performance of an investment will not fall short of the financial projections used when evaluating that investment.

TCM also considers the risks of its investment analysis methods to include the unpredictability of general economic, financial and issuer-specific conditions.

Material Risks of Significant Investment Strategies

All investing in securities involves risk of loss that an investor should be prepared to bear. The securities that TCM invests in are subject to credit, liquidity, interest rate and exchange rate risks, general economic conditions, operational risks, structural risks, the condition of financial markets, political events, developments or trends in any particular industry, and periods of adverse performance, among others.

Interests in the CLOs managed by TCM will be offered to investors pursuant to disclosure documents that contain detailed information about the risks of investing in the CLOs, including the risks relating to the securities issued to investors by the CLOs and those relating to the underlying assets held by the CLOs. With respect to each CLO managed by TCM, the summary of fund investment risks in this Brochure is qualified in its entirety by the relevant disclosure documents for the particular CLO. Investors should carefully review the offering circular for each CLO before investing in the CLO or making an investment decision to buy, sell, or hold the securities issued by the CLO. Investors should be aware that the CLOs managed by TCM will generally be limited to certain types of investments (e.g., leveraged loans, high-yield bonds, etc.) and as such will typically not be diversified. CLOs are not intended to provide a complete investment program and TCM expects that the assets it manages do not represent all of an investor's assets. Investors in CLOs managed by TCM are responsible for appropriately diversifying their assets to guard against the risk of loss.

CLO Risks Generally.

There are numerous risks associated with investment in a CLO, including that interests in a CLO have limited liquidity and there are restrictions on their transfer; the CLO may have limited assets to make payment on the securities; certain securities issued by the CLO are subject to greater risk of nonpayment than more senior tranches; and the holders of securities may have limited rights to proceed against defaulting borrowers. Holders of interests in a CLO are also exposed to the risks of the underlying assets in which the CLO invests, which will consist primarily of senior secured bank loans, with a potential

secondary focus on other types of leveraged credit, such as high yield debt securities. These risks are described in more detail below. Investors should carefully review a CLO's private offering memorandum.

Credit Risk

All of the debt securities in which the CLOs will invest are exposed to credit risk, which is the possibility that the issuer of a debt security will default on its obligation to pay interest and/or principal which could cause a CLO to lose money. Corporate debt securities rated lower than BBB- are considered to have significant credit risk. A significant portion of the assets of the CLOs managed by TCM will have ratings at or below this level. Debt securities with lower credit ratings generally pay a higher level of income to debt holders but carry a greater risk of default.

Interest Rate Risk

Fixed rate debt securities fluctuate in value as interest rates change. The general rule is that if the interest rate rises, the market price of fixed income securities will usually decrease. The reverse is also true - if interest rates fall, the market prices of fixed income securities will generally increase. A debt security with a longer maturity (or a CLO holding fixed income securities with a longer average maturity) will typically be more sensitive to changes in interest rates and it will fluctuate more in price than a shorter-term maturity. Floating rate instruments, such as the majority of the senior secured bank loans in which the CLOs will invest, see increases in the total payment obligations of the borrowers thereunder during periods of rising interest rates, which could lead to an increase in default rates on such investments.

Liquidity Risk

Liquidity risk exists when a particular security or other instrument is difficult to trade. A CLO's investment in illiquid assets may reduce the returns of the fund because the fund may not be able to sell the assets at the time desired for an acceptable price or might not be able to sell the assets at all. Liquidity may also be dependent on general market conditions, in addition to asset specific demand. Many of the assets in which the CLOs will invest, including senior secured bank loans, are less liquid than other types of investments.

Risks of Investing in Senior Secured Bank Loans.

The substantial majority of the investments managed by TCM for the CLOs will be senior secured bank loans. Such loans are typically negotiated by one or more commercial banks or other financial institutions and syndicated among a group of commercial banks and financial institutions and other investors. The loans will typically be to borrowers which have below investment grade ratings and will generally be highly leveraged companies.

Senior secured bank loans typically pay interest based upon floating rates. During periods of rising interest rates, the total payment obligations of the borrowers, issuers, or obligors of floating rate debt will increase, perhaps significantly. This in turn could lead to an increase in default rates on such investments.

The investment risks of senior secured bank loans include limited liquidity and secondary market support, the limited supply of some new issue bank loans, the possibility that earnings of the loan obligor may be insufficient to meet its debt service, the declining creditworthiness and potential for insolvency of the obligor of bank loans during periods of economic downturn, spread compression over the reference interest rate available for reinvestment during any period in which prepayments are received, and if subordinated, subordination to the prior claims of other loans or senior lenders. An economic downturn could severely

disrupt the market for bank loans and adversely affect the value of outstanding bank loans and the ability of the obligors to repay principal and pay interest.

Senior secured bank loans may become non-performing for a variety of reasons and as a result may require substantial workout negotiations or restructuring that may include a substantial reduction in the interest rate, a substantial reduction of the principal, or a substantial extension of the amortization or maturity date of the loan. Any such event will likely cause a significant decrease in the interest collections on the loan and/or a significant decrease in the principal collections on the loans. Although some senior loans in which a portfolio will invest will be secured by specific collateral, there can be no assurance that liquidation of such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal or that such collateral could be readily liquidated. In the event of bankruptcy of a borrower, the portfolio could experience delays or limitations in its ability to realize the benefits of any collateral securing a senior loan. If a default occurs with respect to a senior secured bank loan, and the holder of the loan sells or otherwise disposes of the loan, the proceeds of the sale or disposition will likely be less than the unpaid principal and interest thereon. Historical information regarding default and recovery rates of senior secured bank loans is limited. Actual default and recovery rates could vary significantly from historical observations. Historical information on the market value volatility of senior secured bank loans is limited, and such loans could be subject to market volatility not apparent from historical volatility studies. Such volatility could be significant at times.

Typically, a CLO managed by TCM will purchase an assignment of, or a participation in, a senior secured bank loan issued under a loan facility to which more than one lender is a party. These loan facilities are most often administered by agent lenders on behalf of the lenders pursuant to a loan agreement. In addition, because of the unique and customized nature of a loan and the private syndication of a loan, certain syndicated loans may not be purchased or sold as easily as publicly traded securities, and the trading volume in the syndicated loan market has been small relative to the market for high-yield bonds. Trading in loans is subject to delays due to their unique and customized nature, and transfers may require extensive documentation, the payment of significant fees, and the consent of an agent bank or the underlying obligor. In addition, the investor may incur additional expenses to the extent it is required to seek recovery upon a default or to participate in the restructuring of a loan. In the event a CLO acquires a participation in a senior secured bank loan, as opposed to an assignment of such loan, the CLO will have a relationship only with the participating institution and not the underlying borrower, which will limit the CLO's ability to directly enforce its rights with respect to such loan.

The senior secured bank loans in which the CLOs will invest are generally prepayable in whole or in part at any time at the option of the obligor thereof at par plus accrued unpaid interest thereon. Prepayments may be caused by a variety of factors which are often difficult to predict. Consequently, there exists a risk that loans purchased by a CLO at a price greater than par may experience a capital loss as a result of such a prepayment.

Some bank loans acquired by the CLOs may be subordinated loans, which are typically subject to intercreditor arrangements, which may prohibit or restrict the ability of the investor to exercise rights against the obligor with respect to their second liens, to challenge any exercise of remedies against the collateral by the first lien lenders with respect to their first liens, to challenge the enforceability or priority of the first liens on the collateral, and to exercise certain other secured creditor rights, both before and during a default or bankruptcy of the obligor. During a bankruptcy of the obligor, the holder of a junior loan may have to give advance consent to any use of cash collateral approved by the first lien creditors,

sales of collateral approved by the first lien lenders and the bankruptcy court, and debtor-in-possession financings.

In recent years, a number of judicial decisions in the U.S. have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories. Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the obligor or has assumed a degree of control over the obligor that creates a fiduciary duty owed to the obligor or its other creditors or shareholders. Because of the nature of bank loans, a CLO acquiring a senior secured bank loan could be subject to allegations of lender liability made against it as part of a group of lenders and may be liable for pro rata liabilities of the agent or lead lender.

Risk of Investing in High-Yield Bonds

While the CLOs managed by TCM will invest primarily in senior secured bank loans, they may also, subject to the constituent documents for each CLO, invest a portion of their funds in high-yield bonds. High-yield bonds are rated below investment grade and thus have greater credit and liquidity risk than investment grade obligations. High-yield bonds typically pay a fixed rate of interest and are generally unsecured and may be subordinated to other obligations of the issuer. The lower ratings of high-yield bond obligations reflect a greater possibility that adverse changes in the financial condition of the issuer or in general economic conditions may impair the ability of the issuer to make payments of principal and interest.

Risks of high-yield bonds also include limited liability and secondary market support, substantial market price volatility resulting from changes in prevailing interest rates, subordination to the prior claims of banks and other senior lenders, the operation of mandatory sinking fund or call/redemption provisions during periods of declining interest rates that could cause the investor to reinvest premature redemption proceeds in lower-yielding bonds, the possibility that earnings of the issuer may be insufficient to meet its debt service, and the declining creditworthiness and potential for insolvency of the issuer during periods of rising interest rates or economic downturn.

An economic downturn or an increase in interest rates could severely disrupt the market for high-yield bonds and adversely affect the value of outstanding high-yield bonds and the ability of the issuers thereof to repay principal and interest. The market for both investment grade and high-yield bonds is not liquid at all times and for all issuers. Particular issues may be concentrated in the hands of only a few investors, many of such bonds are not registered under securities laws and most are not listed, and market-making activity, if any, may cease.

Financial Institution Risk, Distress Events

An investment in a CLO is subject to the risk that one of the CLO's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the CLO's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty (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, TCM, the CLOs 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 in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of TCM to manage the CLOs and their investments, and on the ability of TCM, any CLO and/or portfolio companies to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to include a CLO to pay fees and expenses in the event the CLO is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise), as well the inability of a CLO to acquire or dispose of investments at prices that the relevant General Partner believes reflect the fair value of such investments and/or the inability of portfolio companies to make payroll, fulfill obligations and maintain operations. Although TCM expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that TCM and/or the relevant CLO maintain all or a set amount or percentage of their respective accounts or assets with the custodian, which heightens the risks associated with a Distress Event with respect to such custodians. Although TCM seeks to do business with custodians that it believes are creditworthy and capable of fulfilling their respective obligations to the CLOs, TCM is under no obligation to use a minimum number of custodians with respect to any CLO, or to maintain account balances at or below the relevant insured amounts.

ESG Matters

TCM seeks to consider ESG factors alongside non-ESG factors when evaluating and making investment decisions subject to its fiduciary duties and applicable legal, regulatory, and/or contractual requirements. There is no guarantee that TCM will be able successfully to identify, consider, or ultimately address any particular ESG or non-ESG factor that may be relevant or material to a particular investment nor can there be any assurance that identifying or identifying any ESG or non-ESG factor will achieve results as expected. In addition, evaluating ESG factors in the context of investment decisions is qualitative and subjective by nature, and there is no guarantee that any judgment exercised by TCM, will reflect the beliefs or values of any particular investor. There are significant differences in interpretations of what positive ESG characteristics mean by region, industry and topic. TCM's interpretations and decisions are expected to differ from others' views and could also evolve over time. In addition, in evaluating an investment, TCM may depend upon information and data provided by a number of sources, including the relevant investments, various reporting sources, and/or the input of outside advisors which could be incomplete, inaccurate or unavailable, and which could cause TCM to incorrectly assess the ESG practices and/or related risks and opportunities. TCM does not intend independently to verify all ESG information reported by investments or third parties. Further, considering ESG qualities when evaluating an investment could result in the selection or exclusion of certain investments based on TCM's view of certain ESG-related and other factors and could cause the relevant Funds not to make an investment that they would have made or to make a management decision with respect to an investment differently than they would have made in the absence of ESG factors, which could negatively impact TCM's performance. For avoidance of doubt, however, TCM does not expect to subordinate a Fund's investment returns or increase a Fund's investment risks as a result of (or in connection with) the consideration of any ESG factor. Nothing should be construed

to assert or imply that TCM or any of its investment vehicles rely solely upon ESG and/or ESG factors in connection with their investment decisions such that ESG factors are materially favored over other factors. Nothing in should be construed to assert or imply that TCM or any of its investment vehicles target a specific ESG impact.

Further, ESG practices are evolving rapidly and there are different principles, frameworks, methodologies, and tracking tools being implemented by other asset managers, and TCM's adoption and adherence to various such principles, frameworks, methodologies and tools is expected to vary over time. There is also a growing regulatory interest across jurisdictions in improving transparency regarding the definition, measurement and disclosure of ESG factors. The ESG factors that TCM considers could become subject to additional regulation in the future, and TCM cannot guarantee that its current approach will meet future regulatory requirements.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues

TCM's business activities as well as the management and operations of the CLOs and their investments, could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as novel coronavirus, or COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), and ordering the closure of large numbers of offices, businesses, schools and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses, as well as in the credit and capital markets. Although the long-term effects or consequences of any such health emergency cannot be predicted, previous occurrences of pandemics, epidemics and other outbreaks of disease had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of TCM and the CLOs. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), TCM and the CLOs could be adversely affected by more stringent travel restrictions, additional limitations on TCM's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak). The ultimate impact of a health emergency — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict,, but could have a significant adverse impact and result in significant losses to the Funds.

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 may lead to or extend a localized or global economic downturn. A climate of uncertainty may 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 may have an adverse effect on the economy generally and on the ability of a CLO to execute its strategy. This may slow the rate of future investments by such CLO and result in longer holding periods for investments.

Russia-Ukraine Conflict

The ongoing military conflict between Russia and the Ukraine has caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. However, the ultimate impact of the Russia-Ukraine conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine conflict may have a significant adverse impact and result in significant losses to the Funds. This impact may include reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital. It may also limit the ability of TCM or a CLO to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategy which any CLO intends to pursue, all of which could adversely affect the CLO's ability to fulfill its investment objectives.

LIBOR and other Benchmark Rates

To the extent that a CLO's investments, borrowing facilities, hedging activities, or other assets or structures are tied to interest rates based on the London Interbank Offered Rate ("LIBOR") or other benchmark or reference rates (each, a "Benchmark Rate"), the CLO may be subject to certain material risks, including the risk that a Benchmark Rate is terminated, ceases to be published or otherwise ceases to be broadly used by the market. Regulators, central banks, governments and other market participants are working to facilitate the transition of existing instruments and contracts away from LIBOR to new Benchmark Rates, and any such transition includes the potential to: increase volatility or illiquidity in markets; cause delays in or reductions to financing options for the CLOs and their assets; increase the cost of borrowing; reduce the value of certain instruments or the effectiveness of certain hedges; cause uncertainty under applicable legal documentation; or otherwise impose costs and administrative burdens relating to factors that include document amendments and changes in systems. Future transitions to and from Benchmark Rates have the potential to have similar effects.

Impact of Government Regulation, Reimbursement and Reform

The SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that could impact the business of TCM and the CLOs. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact TCM and its affiliates, the CLOs and/or their investments, as well as increasing their

expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the CLOs.

Cybersecurity Risks

Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject, particularly operating companies in historically vulnerable industries such as the food services and retail industries. To the extent that a portfolio company, CLO, TCM or one or more of their affiliates and respective service providers is subject to cyber-attack or other unauthorized access is gained to their systems, substantial losses may occur in the form of stolen, lost or corrupted: (i) data or payment information; (ii) financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. If technology systems are compromised, become inoperable for extended periods of time or cease to function properly, TCM, the CLOs and/or portfolio companies and affiliates may incur significant time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in TCM's, the CLOs', portfolio companies', affiliates' and/or service providers' operations, including the ability to make distributions to investors, and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). In certain events, a failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. The use of internet- or cloud-based programs, technologies and data storage applications generally heightens these risks, and the risks of attack are expected to be heightened in remote work environments. Any of such circumstances could subject a portfolio investment, or the relevant CLO, to substantial losses, including losses relating to: misappropriation of assets, intellectual property or confidential information; corruption, deletion or destruction of data; physical damage and repairs to systems; reputational harm; financial losses from remedial actions; and/or disruption of operations. Third parties, including activist, criminal, nation-state or terrorist actors, may also attempt fraudulently to induce portfolio companies or their personnel to disclose sensitive information (including passwords) in order to gain access to data, accounts, funds or other assets, or otherwise to inflict harm. In addition, in the event that such a cyber-attack or other unauthorized access is directed at TCM or one of its service providers holding its financial or investor data, TCM, its affiliates or the CLOs may also be at risk of loss.

Privacy and Data Protection Law Compliance Risk

The adoption, interpretation and application of consumer protection, data protection and/or privacy laws and regulations in the United States, Europe and other jurisdictions (collectively, "**Privacy Laws**") could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and current and planned business activities of TCM and/or its affiliates, the CLOs and/or their portfolio investments, and increase compliance costs and require the dedication of additional time and resources to compliance for such entities. A failure to comply with such Privacy Laws by any such entity or their service providers could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations and overall business, as well as have a negative impact on reputation and Fund performance. As Privacy Laws are implemented, interpreted and applied, compliance costs for TCM and/or its affiliates, the CLOs and/or their portfolio investments, are likely to increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

Certain jurisdictions, including U.S. states, have proposed, adopted or are considering similar Privacy Laws, which if enacted could impose significant costs, potential liabilities and operational and legal obligations. Such Privacy Laws and regulations are expected to vary from jurisdiction to jurisdiction, thus increasing costs, operational and legal burdens, and the potential for significant liability for regulated entities, which could include TCM and/or its affiliates, the CLOs and/or their portfolio investments.

Material, Non-Public Information; Other Regulatory Restrictions

As a result of the operations of TCM and its affiliates, TCM frequently comes into possession of confidential or material, non-public information, TCM and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a CLO, a CLO may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it or its affiliates, may have been undertaken on account of applicable securities laws or TCM's internal policies and practices.

Similarly, anti-money laundering, anti-boycott and economic and trade sanction laws and regulations in the United States and other jurisdictions may prevent TCM or the CLOs from entering into transactions with certain individuals or jurisdictions. The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") and other governmental bodies administer and enforce laws, regulations and other pronouncements that establish economic and trade sanctions on behalf of the United States. Among other things, these sanctions may prohibit transactions with or the provision of services to, certain individuals or portfolio companies owned or operated by such persons, or located in jurisdictions identified from time to time by OFAC. Additionally, antitrust laws in the United States and other jurisdictions give broad discretion to the U.S. Federal Trade Commission, the U.S. Department of Justice and other applicable U.S. and non-U.S. regulators and governmental bodies to challenge, impose conditions on, or reject certain transactions.

As a result of any of the foregoing, a CLO may be adversely affected because of TCM's inability or unwillingness to participate in transactions that may violate such laws or regulations, or by remedies imposed by any regulators or governmental bodies. Any such laws or regulations may make it difficult or may prevent a CLO from pursuing investment opportunities, require the sale of part or all of certain portfolio companies on a timeline or in a manner deemed undesirable by TCM or may limit the ability of one or more portfolio companies from conducting their intended business in whole or in part. Consequently, there can be no assurance that any CLO will be able to participate in all potential investment opportunities that fall within its investment objectives.

TCM Information

In connection with its services to the CLOs and their investments, TCM, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of TCM's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, TCM and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to a CLO or portfolio investment (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "**TCM Information**"). In many cases, TCM Information will include tools, procedures and resources developed by TCM to organize or systematize TCM Information for ongoing or future use. Although TCM expects its CLOs and their portfolio investments generally to benefit from TCM's possession of TCM Information, it is possible that any benefits will be experienced solely by other or future CLOs or portfolio investments (or by TCM and its personnel) and not by the CLO or portfolio investment from which TCM Information was originally

received. TCM Information will be the sole intellectual property of TCM and solely for the use of TCM. TCM reserves the right to use, share, license, sell or monetize TCM Information, without offset to management fees payable by the CLOs, and the relevant CLO or portfolio investment will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization. Additionally, expenses relating to the CLOs or portfolio investments are expected to be charged using credit cards or other widely available third-party rewards programs that provide airline miles, hotel stays, travel rewards, traveler loyalty or status programs, “points,” “cash back,” rebates, discounts and other arrangements, perquisites and benefits under the available terms of such reward programs. Such terms are expected to vary from time to time, and any such rewards (whether or not de minimis or difficult to value) generally will inure to the benefit of the personnel participating in the rewards program, rather than the portfolio companies, the CLOs or their respective investors; no such rewards will offset any management fees payable by the CLOs.

Side Letters

TCM and/or its affiliates reserve the right to enter into side letter arrangements with certain investors in a CLO providing such investors with different or preferential rights or terms (none of which generally will be subject to the “most-favored nation” provisions of a CLO’s governing documents), including, but not limited to, different fee structures or arrangements (including discounted or rebated compensation terms, modified waterfall mechanics and/or receipt of a portion of TCM’s compensation), information rights, specialized reporting, priority co-investment rights or targeted co-investment amounts, liquidity or transfer rights, confidentiality protections and disclosure rights, modification of default remedies, as well as economic procedural and other terms. TCM is likely to have its own economic and/or other business incentives to provide certain terms to certain investors (e.g., based on commitment amount to a CLO or the timing thereof, the ability of an investor to provide sourcing or other services to TCM, its affiliates and personnel or the CLOs, or the potential to establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to TCM, its affiliates and personnel, or the CLOs. Further, side letters may also relate to strategic relationships under which an investor agrees to make commitments to multiple CLOs. Except where required by the CLOs’ governing documents, other investors will not receive copies of side letters or related provisions, and as a general matter, the other investors have no recourse against a CLO, TCM or any of their affiliates in the event that certain investors have received additional and/or different rights and/or terms as a result of such side letters. Side letters subject TCM to potential conflicts of interest. To the extent an investor is subject to statutory or other limitations on indemnification, or otherwise negotiates rights relating thereto, other investors may be subject to increased losses, or be required to bear an increased portion of indemnification amounts. Other side letter rights are likely to confer benefits on the relevant investor at the expense of the relevant CLO or of investors as a whole, including in the event that a side letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant CLO. As a consequence of one or more investors being excused or excluded, or from regulatory, tax or other factors altering or limiting their participation in investments or ability to bear certain liabilities or obligations, the aggregate returns realized by participating or non-participating investors could be adversely affected in a material manner by the unfavorable performance of particular investments; similar considerations apply in the event a limited partner defaults on a drawdown in respect of an investment. Although TCM believes it to be unlikely, excuse rights requested or received by one or more investors (or such regulatory, tax or other factors applicable to such investors) representing a substantial percentage of a CLO have the potential to create significant variations in investor investment returns or exposures to liabilities or obligations, or to influence or affect the investment strategy and pursuit of investment opportunities by TCM on behalf of the relevant CLO as a whole. An investor’s voting rights for regulatory or other reasons can be limited in circumstances

specified in the governing documents; conversely, a limitation on one or more investors' voting rights generally will increase the voting rights percentage of other investors in the relevant CLO. Further, investors with different domiciles or tax categorizations could receive different investment returns or amounts of tax basis and/or pay different levels of expenses, e.g., based on tax savings or ownership of alternative investment vehicle, "blocker" or other structures used to facilitate their investments in, through or below a CLO.

Insurance Coverage

The relevant liability standards under insurance coverage procured by TCM are expected to vary by carrier, and such standards are expected to vary from time to time depending on, for example, coverage features or limitations then-available from the carrier at the time of insurance contract renewal. As a result, insurance coverages from time to time are expected to vary from relevant liability and/or indemnity standards in the governing documents. Investors generally will be responsible for insurance premiums, as set forth in the governing documents. Regardless of whether the liability and/or indemnity standards in TCM's insurance coverage are higher or lower than that set forth in the CLOs' governing documents.

Item 9 Disciplinary Information

There are no legal or disciplinary events that are material to an evaluation of the Adviser's advisory services or the integrity of management. Specifically, neither the Adviser nor any of its related persons have been a party to a criminal or civil action in a domestic, foreign or military court, been a party to an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority or been a party to a self-regulatory proceeding in the past ten years.

Item 10 Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealers

TCM and its management persons are not registered, nor has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. TCM has no existing or pending affiliations with a broker-dealer or a registered representative of a broker-dealer.

Affiliated CPO and/or CTA

TCM and its management persons are not registered, nor has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. TCM has no existing or pending affiliations with a futures commission merchant, commodity pool operator, or commodity trading advisor.

Related Investment Adviser

WhiteStar Asset Management LLC

By sharing supervised persons and the same physical location, TCM is a related person of WhiteStar, an investment adviser registered with the SEC under the Advisers Act. WhiteStar was formed to provide investment advisory services, initially as a collateral manager for pooled investment vehicles that are CLOs. As noted in *Item 4 – Advisory Business*, WhiteStar is providing mid- and back- office services associated with its asset management business, including trading, portfolio analysis, credit review and monitoring, asset valuation, and risk and compliance management to TCM. These services are provided by WhiteStar under an agreement between WhiteStar and TCM. Certain of WhiteStar's investment professionals and officers also act as members on TCM's investment committee and serve as officers of TCM, including serving as TCM's Chief Compliance Officer. Such individuals are separately engaged and compensated by TCM and serve at the discretion and subject to the control and direction of TCM's board of directors, who are elected by its members.

In general, TCM expects to conduct its activities in a manner that is separate and independent from the activities of WhiteStar. However, as stated above, certain of TCM's investment professionals and officers provide investment advisory and other services and engage in various activities with respect to WhiteStar and its advisory clients. Additionally, WhiteStar's advisory clients could from time to time invest in the same financial instruments or engage in the same or similar investment strategies as TCM and/or its advisory Clients. These activities could conflict with the transactions and strategies employed by TCM and its employees and affiliates in managing Clients and could raise various other actual or potential conflicts of interest. Moreover, the time and effort of TCM's investment professionals, officers and various other employees will not be devoted exclusively to TCM's business or the business of its Clients but will be allocated among TCM, its Clients and WhiteStar and its clients.

TCM address these and other conflict of interest by providing in its Code of Ethics that all supervised persons have a duty to act in the best interests of each Client and by providing training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under TCM's written policies and procedures.

Additional information about WhiteStar Asset Management LLC can be found in their respective Form ADV which can be found at www.adviserinfo.sec.gov.

Clearlake Strategic Partners, L.P.

As discussed above, TCM is partially-owned by Clearlake, an investment adviser that provides advice to privately offered investment funds that focus on investing in special situations, distressed, value private equity and opportunistic debt investments across the capital structure of companies in both control and non-control scenarios. TCM is partially-owned by TCM Holdco LLC, a Delaware limited liability company, and TCM Holdco LLC is directly owned by Clearlake.

Item 11 Code of Ethics

Code of Ethics

TCM maintains a Code of Ethics (the “Code”) in accordance with Rule 204A-1 under the Advisers Act. The Code sets out standards of business and personal conduct for each officer and employee of TCM (“Employees”) and addresses conflicts that may arise from personal trading by such persons and provides for disciplinary sanctions for Code violations. The Code is available upon written request to the CCO by the CLOs and their current or prospective investors or other current or prospective clients.

The policies and procedures set forth in the Code recognize that as an investment adviser, TCM is in a position of trust and confidence with respect to its clients and has a duty to place the interests of such clients before the interests of TCM and its Employees, which duty includes an obligation to address or mitigate both conflicts of interest and the appearance of any conflicts of interest. The Code sets out standards of business and personal conduct for each Employee and addresses conflicts that arise from personal trading by such persons and provides for disciplinary sanctions for Code violations. The Code also recognizes that as an investment adviser registered under the Advisers Act, TCM has a further obligation to comply with the provisions of the Advisers Act as well as the other U.S. federal securities laws.

The Code includes a code of conduct adopted by TCM which requires Employees to (i) act with integrity, honesty, competence, and in an ethical manner when dealing with the public, regulators, clients, investors, prospective investors, and their fellow Employees, (ii) adhere to the highest standards with respect to any potential material conflicts of interest with clients, and (iii) preserve the confidentiality of information that they may obtain in the course of TCM’s business and use such information properly and not in any way adverse to the interests of any TCM client, subject to the legality of using such information. All Employees must acknowledge the terms of the Code at the later of the commencement of their employment or adoption of the Code, and thereafter annually, and upon any amendments.

Under the Code and TCM policy, Employees are prohibited from trading in securities of any company while in possession of material, non-public information regarding the company. The Code also includes a personal securities investment and reporting policy. This policy, among other things, significantly restricts an Employee’s ability to engage in any personal securities transactions and requires Employees to disclose all brokerage or securities accounts in the individual’s name or over which the Employee has any direct or indirect beneficial ownership, including accounts over which investment discretion is exercised either directly or indirectly.

The Code restricts Employees’ ability to conduct activities outside TCM that may conflict with the interests of TCM clients. As discussed above, the members of TCM’s investment committee and its other officers, including its Chief Compliance Officer, also act as investment professionals or in similar roles for WhiteStar, which is anticipated to provide certain mid- and back- office services to TCM. TCM believes that such conflicts have been addressed by the policies and procedures adopted by TCM to govern such inter-relationships. In addition, the service of such individuals in similar roles for both WhiteStar and TCM has been approved by the members of the board of managers of TCM who are unaffiliated with WhiteStar. In addition, certain entities affiliated with directors of TCM have engaged in, and may continue to engage in, investing in CLO securities of CLOs of the same type as managed by TCM. Such activity has been approved by the directors of TCM not engaged in such activity and TCM does not feel that such independent investment activity presents a conflict of interest for its clients.

The Code also requires preapproval for gifts and entertainment in excess of certain values that may be received and/or provided by Employees, restricts Employees' ability to make political donations and provides for the imposition of sanctions for Code violations.

As discussed above, (i) WhiteStar is providing certain mid- and back- office services to TCM, and (ii) WhiteStar's investment professionals and officers also act as members on TCM's investment committee and serve as certain officers of TCM. Given the close operations of WhiteStar, TCM, and Clearlake, all three firms operate under the same Restricted List which is designed to manage the receipt of material non-public information. TCM believes that such conflicts have been addressed by the policies and procedures adopted by TCM to govern such inter-relationships.

TCM's compliance personnel receive and review all trading and other reports and Employee certifications submitted pursuant to the Code to determine that any personal trading (as well as other activities subject to compliance oversight) conducted by Employees and other covered persons is consistent with requirements and restrictions set forth in the Code and does not otherwise indicate any improper trading activities.

Additionally, TCM has adopted inside information barrier policies and procedures to provide for the proper handling of confidential information (i.e., nonpublic information received or created by TCM in connection with its activities) to prevent violations of laws and regulations prohibiting the misuse of such information and to avoid situations that might create an appearance of such misuse.

From time to time, TCM and its supervised persons may come into possession of material, nonpublic, and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold an investment. Under applicable law, TCM and its supervised persons are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is a client of TCM. Accordingly, should such persons come into possession of material, nonpublic, or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, clients of TCM, and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, such clients when following policies and procedures designed to comply with applicable law.

The Code is available upon written request to the CCO by the CLOs and their current or prospective investors or other current or prospective clients.

Participation or Interest in Client Transactions

Principal Transactions

TCM may, as part of its operations, acquire certain senior secured loan or other assets directly and subsequently transfer such loans or other assets into the accounts of the CLOs and/or CLO warehouses it manages. In addition, such transactions are only permitted to be effected to the extent the loan asset purported to be transferred to a CLO managed by TCM remains an "eligible loan" that is not in default and is permitted by the indenture or governing documents of the CLO or CLO warehouse to be acquired and held by such CLO or CLO warehouse.

Cross Trades

TCM may cause one CLO it manages to purchase or sell a security or other instrument from or to another CLO. In addition, TCM may from time-to-time cause CLOs it manages to purchase or sell securities from

CLOs managed by WhiteStar or other asset managers providing mid- and back- office services to TCM, which asset managers may employ investment professionals who also act in such capacity for TCM. These trades, though infrequent, are sometimes done to maintain compliance with CLO indentures, which have various collateral tests and concentration requirements. TCM effects these transactions through third-party brokers based on the then-current independent market price and consistent with the valuation procedures established by TCM. TCM will initiate such transactions between CLOs only when it believes that such a transaction would be advantageous to each CLO involved. To the extent that such transactions may be viewed as principal transactions due to TCM's or its affiliates' ownership interest in a particular CLO, TCM will either not effect such transaction or comply with the requirements for principal transactions described above.

Financial Interest of TCM and its Affiliates in CLOs

TCM and its affiliates are permitted to invest in CLOs. TCM generally intends to hold an interest in the securities of each of the CLOs it manages sufficient to satisfy the United States and European risk retention requirements promulgated under Section 941 of the Dodd Frank Wall Street and Consumer Protection Act and Articles 404-410 of the EU Capital Regulation Requirements (as the same may be amended and including any similar or successor statutes or regulations). TCM's purchase of such securities in the CLOs it manages may give TCM majority control positions of the equity securities of these CLOs. Any such control position or investment in these equity securities may give TCM an incentive to take actions that may vary from the interests of the holders of the CLO debt securities. Particularly, TCM and its affiliates may have voting rights, including control rights, with respect to matters as to which the holders of securities are entitled to vote, including, without limitation, any vote to direct a redemption or refinancing and any vote to accelerate or not to accelerate the payment of certain CLO securities. In addition, TCM, any of its affiliates, and any CLO managed or advised by TCM or its affiliates may at any time acquire CLO securities in any other CLO. TCM and any such person acquiring such securities will act in their own interests with respect to such securities and such interests may conflict with or be adverse to the interests of other holders of securities in such CLOs. TCM will not take into account its ownership interest in any CLO when making allocation decisions for any particular investment (See *Allocation of Investment Opportunities* below).

Allocation of Investment Opportunities

TCM has adopted policies and procedures designed to fairly manage the allocation of investment opportunities among its client accounts, to the extent practicable and in accordance with each account's applicable investment strategies, over a period of time. These policies and procedures are in addition to policies and procedures adopted by TCM regarding the allocation of investment opportunities between WhiteStar and TCM (See *Relationship Between TCM and WhiteStar* below).

TCM's allocation methodology may be based on a pro rata allocation or any other method deemed appropriate by TCM's allocation committee, provided that the method is designed to achieve a fair and equitable allocation of investment opportunities among participating accounts over time. Sensitive allocation issues may arise when TCM is given the opportunity to participate in an offering that is expected to be over-subscribed, or to purchase a limited position in a security. A pro rata allocation generally incorporates, to the extent appropriate, the parameters set by TCM's allocation committee as well as the investment criteria of the applicable account. Under a pro rata allocation, investments will be allocated among participating accounts pro rata, taking into account any relevant investment criteria, including, for example and without limitation, investment objectives, available capital, applicable concentration limits and other investment restrictions, portfolio diversification, tax efficiencies and potential adverse tax

consequences, regulatory restrictions applicable to participating accounts, policies, and restrictions (including internal policies and procedures) applicable to participating accounts, the avoidance of odd-lots or cases where a pro rata allocation would result in a de minimis allocation to one or more participating accounts, the potential dilutive effect of a new position, the overall risk profile of a portfolio, and other considerations deemed relevant by TCM. TCM may also take into account whether a client is in a “warehousing” or “ramp-up” phase and over-allocate investment opportunities to such accounts during such period, so long as its overall allocation remains fair and equitable over time.

During the investment period of a CLO, all appropriate investment opportunities will be pursued by TCM principals through such client account, subject to certain limited exceptions set forth in the relevant client’s governing documents and TCM’s relevant policies and procedures. Without limitation, TCM principals currently manage, and expect in the future to manage, several other investments similar to those in which a client account will be investing, and expect to direct certain relevant investment opportunities or resources to those investments. TCM personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, to establish trusts, endowments, charitable programs, foundations or similar arrangements, and to pay or receive compensation relating to the foregoing. TCM’s principals and TCM’s investment staff will continue to manage and monitor such investments until their realization. Such other investments that TCM principals expect from time to time to control or manage generally have the potential to compete with companies acquired by a client account. Following the investment period of a client account, TCM principals reserve the right to, and likely will, focus their investment activities on other opportunities and areas unrelated to such CLO’s investments. To the extent an advisory opportunity is received that is unsuitable for a client account, in TCM’s sole discretion, TCM and its personnel reserve the right to refer such opportunity to third parties or to make personal investments in the relevant opportunity. Unless restricted by the governing documents, TCM personnel are permitted to serve on boards or act in other roles unaffiliated with TCM, the client accounts or their portfolio investments, including boards of charitable and educational institutions, public companies and former portfolio companies, and receive compensation in connection with such services and roles.

Relationship Between TCM and WhiteStar

As noted in *Item 4 – Advisory Business*, TCM contracts for the provision of many mid- and back- office services associated with its asset management business, including trading, portfolio analysis, credit review and monitoring, asset valuation, and risk and compliance management. These services are currently provided by WhiteStar under an agreement between WhiteStar and TCM, though TCM may engage other investment advisers or other entities to provide such services in the future. Certain investment professionals and other employees or officers of TCM are investment professionals or employees of other investment advisers. TCM’s investment committee is currently comprised entirely of individuals who are also investment professionals of both TCM and WhiteStar. Such individuals are separately engaged and compensated by TCM and serve at the discretion and subject to the control and direction of TCM’s board of managers, who are elected by its members. A majority of TCM’s board of managers consists of individuals who are not affiliated with WhiteStar.

The relationships between TCM and WhiteStar may create conflicts of interest for their clients, including conflicts arising from the allocation of investment opportunities identified by investment professionals of both TCM and WhiteStar which may be appropriate for clients of both advisers, as both TCM and WhiteStar currently act as collateral managers for CLOs. TCM and WhiteStar intend to address such potential conflicts of interest by submitting each investment opportunity which has been independently approved by the investment committee of each adviser for its clients to a joint allocation committee consisting of

individuals who are officers or employees of both entities. Such opportunities will then be allocated among the clients of TCM and WhiteStar in a manner designed to achieve a fair and equitable allocation of investment opportunities among participating accounts without regard to which of TCM or WhiteStar serves as the account's collateral manager. In general, such allocation determinations will follow the procedures and criteria described above under "Allocation of Investment Opportunities".

Relationship between TCM and Clearlake

As described herein, Clearlake has a stake in TCM which, together WhiteStar among other things, allocation of investment opportunities and capital structure conflicts, all of which (along with the respective investment activities of the funds or accounts managed or advised by Clearlake) could present conflicts of interest for, or otherwise have an adverse effect on, TCM, its affiliates and their respective portfolio companies.

Separately, any partner, officer or employee of TCM or Clearlake or WhiteStar may serve as an officer, director, advisor or in comparable management functions for borrowers of the underlying assets ("CLO Assets") of an obligor or the proceeds thereof that are the collateral of a CLO, and any such partner, officer or employee may obtain material non-public information in connection therewith, or in connection with such partner's, officer's or employee's other activities in the financial markets. To the extent TCM operates without information barriers to separate persons who make investment decisions from others who might possess material non-public information that could influence such decisions. In an effort to manage possible risks arising from the internal sharing of material non-public information, TCM is expected to maintain a list of restricted securities with respect to which it may have access to material non-public information and in which clients are restricted from trading. If partners, officers or employees of Clearlake, WhiteStar or TCM obtain such material non-public information about a borrower the loans of which are collateral of a CLO, the CLO may be prohibited by law, policy or contract, for a period of time, from (i) unwinding a position in such borrower, (ii) establishing an initial position or taking any greater position in such borrower and/or (iii) pursuing other investment opportunities on behalf of the CLO, which could impact the returns to the CLO. In addition, in certain circumstances, TCM may be prohibited from trading a position that it holds, directly or indirectly, in the CLO because TCM determines that one or more partners, officers or employees of Clearlake, WhiteStar or TCM holds material non-public information with respect to one or more remaining positions held by the CLO.

Furthermore, in those instances where partners, officers or employees of Clearlake, WhiteStar or TCM serve as directors of certain borrowers the loans of which are collateral of a CLO, they will be required to make decisions that they consider to be in the best interests of such borrower. In certain circumstances, such as in situations involving bankruptcy or near insolvency of a borrower, actions that may be in the best interests of such borrower may not be in the best interests of the CLO, and vice versa. Accordingly, in these situations, there may be conflicts of interest between an individual's duties as a partner, officer or employee of Clearlake, WhiteStar or TCM and such individual's duties as a director of such borrower.

Item 12 Brokerage Practices

Best Execution and Soft Dollars

TCM seeks “best execution” for client trades. Best execution generally refers to the execution of portfolio transactions in such a manner that total cost or proceeds in each transaction is the most favorable under the circumstances. The SEC defines best execution as “best qualitative execution,” not merely the lowest possible execution cost.

In evaluating the quality of execution and selecting broker-dealers to execute client transactions, TCM considers various factors, such as execution capability, commission rate (or spread), financial responsibility, and responsiveness.

TCM (or entities providing mid- and back- office services to TCM, as part of such services), communicates with the various broker-dealers in the market place and maintains a database on all of the assets it manages that is constantly updated throughout the day with real market quotes provided by broker-dealers. Prior to every trade, TCM (or entities providing mid- and back- office services to TCM, as part of such services) reviews this information and recent quotes in the market to identify the broker-dealer that it believes will provide the best overall price and certainty and quality of execution.

In addition to the general factors considered as listed above, there are several additional factors and circumstances that TCM considers when selecting a broker-dealer in the leveraged loan market, including

- *Relevant Market Place.* The senior secured bank loan market, and to a lesser extent the high-yield bond market, is not traded on an exchange where current asset prices are readily available. Further, the senior secured loan market is a private market in which the level of information known by dealers and various investors ranges significantly. TCM strives to maintain solid relationships and information flow with a large number of the active dealers in the market.
- *Liquidity.* Certain investments are highly illiquid, whereby very few dealers are able to make a market in the security or instrument. Further, a dealer might be one-sided (only has an offer or a bid) for a particular position.
- *Assignment Fees.* In some cases, the transfer of a senior secured bank loan may entail the payment an assignment fee to the administrative agent. Depending on the size of the trade and the number of funds the asset will be allocated to/from the administrative agent, these fees can be significant. Trading with the administrative agent with respect to a particular transaction may eliminate these fees.
- *Trade Limitations.* Several factors may preclude the ratable allocation of a trade of a senior secured bank loan among several funds, including minimum hold levels.
- *Agent Bank Considerations.* In addition to the possibility of eliminating assignment fees, there are other potential benefits (or disadvantages) to trading with (or away from) the administrative agent. All trades are disclosed to the trading desk of the administrative agent and allocations of primary transactions are generally favored to those accounts which provide high and consistent trading volume with the administrative agent. Further, the administrative agent typically is the most knowledgeable dealer regarding the trading of an asset, understands who the buyers and sellers are and can provide the “early look” when a certain asset is trading;

- Idea Generation. TCM values the insight and research of its dealers. To the extent a dealer provides valuable trade information or insight into a credit, TCM may prefer to execute the trade with that dealer, provided the price is within its understanding of market levels; and
- Complexity of the Asset or Transaction. Transactions in senior secured bank loan assets, in particular, can be very complex, requiring an understanding of trading levels and features of numerous tranches and structural differences among the financial instruments of a particular issuer. It is important to transact with dealers that understand these factors.

TCM does not generally have any soft dollar arrangements with any brokers whereby TCM can direct a broker to pay for external research services from a soft dollar account, however, subject to the following sentences, it is possible that a broker will (or will seek to) provide soft dollar benefits to TCM. No member, officer, director (or other person occupying a similar status or performing similar functions) or employee of TCM, or any other person who provides investment advice on behalf of TCM and is subject to the supervision and control of TCM, may agree with a broker to engage in soft dollar transactions without the express permission of the CCO. If and to the extent that TCM has any soft dollar arrangements, any such arrangement will be in compliance with Section 28(e) of the Exchange Act.

TCM intends to outsource its trading activity as part of the mid and back office services associated with its asset management business as described above. Currently, it is anticipated that trading activity for TCM will be performed by WhiteStar as part of this services arrangement. In connection therewith, TCM has adopted policies and procedures to seek best execution on client trades as described above, including independent approval of the brokers authorized by TCM to conduct trade activity on its behalf through WhiteStar considering the criteria set forth and review of all trading activity conducted by WhiteStar on its behalf.

Trade Aggregation

TCM may purchase or sell the same investment for more than one client account at the same time. In addition, WhiteStar may effect trades jointly for WhiteStar clients and for TCM clients as part of the mid-and back- office services it provides for TCM. Such joint trades shall be allocated between such entities and their clients as described above Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, Relationship Between TCM and WhiteStar. TCM may also effect trades jointly for TCM clients and Clearlake. Under certain circumstances, TCM believes that aggregation of orders for multiple clients (including aggregated trades where client of WhiteStar are also participants) is consistent with its duty to seek best execution for its clients. For example, aggregation of orders can facilitate more efficient and less costly execution by enabling a broker to “work” a large order throughout the day, rather than dealing with multiple small orders, and avoids competition in the marketplace among what otherwise would be smaller, separate orders of TCM clients (or WhiteStar and TCM clients individually). In any case in which TCM believes that aggregation would lead to results not in the best interest of its clients (e.g., higher transaction costs taking into account all appropriate factors), it will not affect the transaction on an aggregated basis.

When seeking to execute trades on an aggregate basis (or on an aggregated basis with WhiteStar and/or Clearlake), TCM will determine the specific allocation for each participating account and the amount of each account’s order before entering an aggregated order. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the pre-determined allocation; if the order is partially filled, it will generally be allocated pro rata based on the pre-determined allocation taking into account any applicable exclusions, reductions, or augmentations (e.g., for de minimis positions, corrections, etc.).

Subject to certain restrictions or exceptions, when an order for a particular security executed for several accounts is filled at different prices, through multiple trades in a single day, an average price will generally be calculated for all trades, and accounts will receive the average price. In addition, subject to certain restrictions or exceptions, for example where the allocation of such costs would be economically immaterial to the account, all accounts within the aggregated order will share transaction costs on a pro-rata basis.

Item 13 Review of Accounts

The accounts of each CLO managed by TCM are reviewed weekly by TCM's Chief Investment Officer and not less frequently than quarterly by its investment committee. The nature of the investment committee's review is to assess overall portfolio strategies, performance, and compliance with the CLO indentures. Primary responsibility for the execution of these roles resides with the Chief Investment Officer.

The trustee of each of the CLOs provides investors with monthly reports on the performance of the CLO. TCM may also furnish reports to the trustees of the CLOs for which it provides investment advisory services.

Item 14 Client Referrals and Other Compensation

TCM may pay fees to consultants for their advice and services, industry information or data, or conference attendance. TCM has also entered into agreements with investment banks in connection with the issuance of securities in the CLOs it will manage.

Item 15 Custody

TCM does not maintain custody of CLO assets. Rather, such assets are held by the trustee of each CLO. As noted in *Item 13 – Review of Accounts*, the trustee provides investors in the CLO with periodic reports on the composition and performance of the CLO.

Item 16 Investment Discretion

TCM generally receives and exercises discretionary authority to manage investments on behalf of each CLO for which it provides investment advisory services. A CLO may have certain investment restrictions regarding the management of the assets of the CLO (*e.g.*, concentration limits, credit quality, etc.). TCM's discretionary authority as to the assets of each CLO for which it provides investment advisory services is set forth in the collateral management agreement and other constituent documents of the CLO.

Item 17 Voting Client Securities

The power of attorney granted to TCM in the collateral management agreement and the constituent documents of each CLO may give TCM the authority to vote on modifications to loan terms and covenants without investor guidance.

TCM's policies for voting client investments are, in brief, as follows. TCM votes in a manner that it determines, in its discretion, is in the best interest of its clients and consistent with its duty of care and loyalty to its clients. TCM will generally vote for proposals that it believes maximize the value of the relevant investment. The factors it considers will vary from investment to investment and from client to client, and may include market information, liquidity, the debtor's financial situation, the industry, and client's investment guidelines and the remaining life of the relevant account.

If TCM were to ever deem there to be a conflict between its interests and those of the client with respect to the voting of a client security, TCM will take steps it believes will protect the client's best interest, including establishing a committee likely including the Chief Investment Officer and the Chief Compliance Officer.

Clients of TCM, as well as investors in CLOs managed by TCM, may obtain (1) information about how TCM voted proxies on their behalf and (2) a copy of TCM's proxy voting policy and procedures, by contacting TCM's Chief Compliance Officer at (214) 420-4418 or mmurray@trinitascmlc.com.

Item 18 Financial Information

The Adviser does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure. There is no financial condition that is reasonably likely to occur that would impair TCM's ability to meet contractual commitments to its clients. TCM has not been the subject of a bankruptcy petition during the past ten years.