La Trobe Global Asset Management

La Trobe US Private Credit Trust *Class A – Wholesale Units*

INFORMATION MEMORANDUM

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INFORMATION MEMORANDUM

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Australian Financial Services Licence No. 222213

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Important Information

Defined terms used in this Information Memorandum are set out in section 10 ('Definitions').

This Information Memorandum is being circulated on a confidential basis by La Trobe Financial Asset Management Limited (**Trustee**) to potential Investors in 'Class A – Wholesale Units' (**Class A Units**) in the La Trobe US Private Credit Trust (the **Trust**).

This Information Memorandum does not constitute a recommendation by, or advice from, the Trustee, the Underlying Fund, or any other person to any recipient of this Information Memorandum on the merits or otherwise of participating in the Trust or acquiring Class A Units (**Offer**). This Information Memorandum has been prepared without reference to any Investor's particular investment objectives, financial situation or needs and without purporting to contain all the information that a prospective Investor may require in evaluating a possible investment in the Trust and Class A Units. Potential Investors must make their own independent assessment of the Trust, Class A Units and the Offer, after making such investigations as they deem necessary (including independent analysis and review of any other information the Investor considers relevant). Potential Investors must rely on their own representatives and advisers, including their own legal advisers and accountants, as to legal, tax and related matters concerning the Trust, Class A Units and the Offer.

In particular, any targets, projections, estimates, forecasts and opinions (forward-looking statements) necessarily involve significant elements of subjective judgement, assumptions as to future events and analysis, which may or may not be correct and each recipient should satisfy themselves in relation to such matters. There are usually differences between projected and actual results, and these may be material. Accordingly, the recipient should not place reliance on any such forward-looking statements and should form their own view as to the reasonableness of any such matters and the assumptions on which they are based.

Neither the Trustee, the Underlying Fund, nor their respective associates or directors or any other person guarantee the success of the Trust, the Class A Units, the repayment of capital or any particular rate of capital or income return. Investment-type products are subject to investment risk, including possible loss of capital invested. There is no public market for Class A Units. Past performance is not an indicator of future performance.

Confidentiality

The information contained in this Information Memorandum is confidential and is provided for the exclusive use of the recipient for the purposes of considering an investment in the Trust. Information in this Information Memorandum is current as at the date of the document. Neither the Trustee, the Underlying Fund, nor their respective associates or directors provides any assurance that there have been no changes to that material or undertakes to update that material.

To the extent permitted by law, the Trustee, the Underlying Fund, and their respective associates and directors disclaim all liability that may otherwise arise due to any information contained in this Information Memorandum being inaccurate or due to information being omitted from this document, whether by way of negligence or otherwise.

This Information Memorandum may not be copied or distributed (except to the recipient's professional advisers, who must be informed of its confidentiality), and the recipient and its professional advisers must keep confidential all matters contained within it which are not already in the public domain or subsequently become public other than through the fault of the recipient or its advisers. By receiving and retaining this document, potential Investors agree to be bound by and observe these confidentiality restrictions. If these conditions are not acceptable this Information Memorandum must be returned immediately to the Trustee.

Class A Units

This Information Memorandum sets out general information about the Trust, Class A Units and the Offer, to assist any recipient in assessing whether to invest in the Trust by subscribing for Class A Units. Class A Units issued pursuant to this Offer are issued on the terms and conditions contained in the Trust's constitution which may be varied from time to time in accordance with the constitution, the Corporations Act 2001 (Cth) and any applicable law.

A product disclosure statement in respect of the Class A Units is not intended to be issued in Australia in relation to the Offer. This Information Memorandum will not be lodged or registered with any regulatory body in any other country and does not contain all of the information which would be required to be included if this was a product disclosure statement.

Eligible Investors

Class A Units are open for investment by wholesale investors only. This Information Memorandum should not be distributed, and no Class A Units should be offered or sold to any person who is not an Eligible Investor. Eligible Investors are 'wholesale clients' as defined in sections 761G(4) and (7) of the Corporations Act 2001 (Cth). Each Investor will be required to complete an application form. This will contain an acknowledgment by the Investor that it is an Eligible Investor as defined.

This Information Memorandum does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this Information Memorandum in any jurisdiction other than Australia may treat it as constituting an offer to acquire Class A Units.

Class A Units issued pursuant to this Offer cannot be offered or sold in the United States of America or to U.S. Persons, as defined in 'Regulation S' of the Securities Act. This Offer is not for use in, and may not be delivered to or inside, the United States of America.

No Cooling-Off

There will be no cooling-off period in relation to investments in Class A Units.

For more information on the Trust and Class A Units, please contact La Trobe Financial's National Distribution Manager (see section 11 ('Directory') of this Information Memorandum).

Certain United States Federal Income Tax Considerations

The summary outlined in section 7.6 of the Information Memorandum is based on the Internal Revenue Code of 1986, as amended (the **Code**), Treasury regulations promulgated thereunder, Internal Revenue Service (**IRS**) rulings and official pronouncements, judicial decisions, and certain tax treaties, all as in effect on the date of this Information Memorandum and all of which are subject to change, possibly with retroactive effect, or different interpretations, which could affect the accuracy of the statements and conclusions set forth below and the U.S. federal income tax consequences to the Unitholders. No ruling from the IRS has been or will be sought on any of the issues discussed below. As a result, there can be no assurance that the IRS will not successfully challenge the conclusions reached in this summary.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds Class A Units, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. A prospective Investor that is a partner in a partnership that will hold Class A Units should consult its own tax advisors with respect to the purchase, ownership and disposition of Class A Units.

The summary in section 7.6 of the Information Memorandum does not address the U.S. federal income taxation of Unitholders whose income from the ownership or disposition of Class A Units is effectively connected with the conduct of a trade or business within the United States under the Code, nor does this summary address the U.S. federal income taxation of Unitholders subject to special treatment under U.S. federal income tax laws, such as financial institutions, broker-dealers, life insurance companies and tax-exempt entities, individuals who are physically present in the United States for a period or periods aggregating 183 or more days in a taxable year or individuals who are U.S. expatriates.

The summary in section 7.6 of the Information Memorandum assumes that the Underlying Fund will qualify as a regulated investment company (**RIC**) under Subchapter M of the Code. If the Underlying Fund fails to qualify, the U.S. federal income tax consequences may be materially different from what is described below. Please see the Form 10 Registration Statement (Appendix A of the Underlying Fund Disclosure Document) for a detailed discussion regarding the RIC qualification and the consequences of the Underlying Fund's failure to qualify as a RIC.

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1 The offer at a glance

Topic	Summary	More information
The Offer	This Information Memorandum relates to 'Class A – Wholesale Units' (**Class A Units**) in the La Trobe US Private Credit Trust (**La Trobe US Private Credit Trust or Trust**) The Trust is an unlisted Australian unit trust. Class A Units are available only to wholesale clients. As at the date of this Information Memorandum, the Trust has not been registered as a managed investment scheme.	
Trustee of the Trust	La Trobe Financial Asset Management Limited (ABN 27 007 332 363) (AFSL No. 222213) (**Trustee**).	Section 2.2
Auditor	Ernst & Young	Section 9.4
Minimum investment amount	The minimum investment amount is AUD$10,000 for an initial acquisition of Class A Units and AUD$5,000 for any subsequent acquisition.	Section 4.3
Applying for Units	Initial applications for Class A Units should be made by completing the application form accompanying this Information Memorandum, or as otherwise directed by the Trustee.	Section 12
Target yield	The target yield of the Trust is to achieve an annualised distribution yield of at least 9.00% per annum, net of fees and expenses and before adjusting for foreign currency exchange rate fluctuations.	Section 3.3
Application process	On lodgement of the application form, the applicant applies for a right to the issuance of Class A Units in the Trust. Class A Units will be issued on monthly Dealing Dates at an Issue Price, based on valuations as at a corresponding Pricing Date. Application Cut Off Times apply. The Trustee may accept or reject an application in its absolute discretion.	Section 4.4
Class A Units	The Class A Units in the Trust confers rights on holders of Class A Units to the assets and liabilities of the Trust. The Trustee expects that the majority of the assets of the Trust will be indirectly invested in the Underlying Fund.	Section 4.1
Issue Price	The initial issue price per Class A Unit is $10.00 for Class A Units issued pursuant to applications received on or before 20 November 2023 or such other date as determined by the Trustee for the initial closing of the Trust. Thereafter, the issue price will be calculated on the basis of the NAV per Unit for Class A Units as at the Pricing Date, plus any applicable transaction costs calculated on the Dealing Date.	Section 4.5
Investment objective	The investment objective of the Class A Units in the Trust is to achieve attractive risk-adjusted returns by investing primarily in directly originated senior secured term loans issued to U.S. middle market companies backed by financial sponsors. The Trustee intends to achieve the investment objective by investing the majority of the assets of the Trust indirectly in the Underlying Fund.	Section 3.2

Topic	Summary	More information
The Underlying Fund	LGAM Private Credit LLC, is a limited liability company incorporated under the laws of Delaware, US. The Underlying Fund is advised by MS Capital Partners, an indirect, wholly-owned subsidiary of Morgan Stanley, and regulated as a business development company under the Investment Company Act of 1940 (US). The ultimate investments of the Trust are held by the Underlying Fund.	Annexure 1
Distributions	The Trustee intends to make monthly distributions to Unitholders of Class A Units. The Trustee retains the discretion to distribute income of the Fund more or less frequently. The ability of the Trustee to make distributions is primarily influenced by the performance of the Underlying Fund and the ability of the Underlying Fund to make distributions to the Trust. The Trustee is required to distribute all of the distributable income of the Trust each year when the Trust is not an AMIT. This should be, in broad terms, so much of the income of the Trust as is available for distribution for that period after paying the Trust's costs and expenses. If the Trust is an AMIT, the income to be distributed by the Trust each financial year is expected to be based on the taxable income components that arise for the Trust each year based on its investments. Under the Trust Deed, the Trustee has the power to accumulate the income of the Trust if it is an AMIT. If the Trust is an AMIT, the Trustee does not currently intend to utilise this discretion in the ordinary course. If unitholders redeem units under a 'Significant Withdrawal' the redemption price includes distributable income as the Trustee reasonably determines is attributable to transactions to fund the redemption together with an entitlement to accrued income. If the Trust is an AMIT, this is achieved through an attribution of the relevant trust components.	Sections 5
Redemption process	Unitholders may request that their Class A Units be redeemed by completing and signing a redemption request form and delivering it to the Trustee by the Redemption Cut Off Time. The Trustee may accept or reject redemption requests in its sole discretion. While the Trust will hold some liquid assets to meet redemption requests, the ability of the Trust to accept redemption requests largely depends on the ability of the Underlying Fund to undertake repurchases of the Underlying Fund interests, as the Underlying Fund comprises the majority of the assets of the Trust. In this respect, a quarterly limit of 5% of the outstanding interests in the Underlying Fund is expected to apply on any repurchase requests made by the Trustee to the Underlying Fund. Where a redemption request has been accepted by the Trustee, Class A Units will be redeemed on quarterly Redemption Dates at a Redemption Price based on valuations as at the corresponding Pricing Date. Redemption Cut Off Times apply. The Trustee need not accept redemption requests received over a quarter up to the Redemption Cut Off Time exceeding 5% of the outstanding Class A Units. Redemption requests received by the Trustee exceeding 5% of the outstanding Class A Units may be accepted by the Trustee in its sole discretion on a pro rata basis, or may be scaled back to 5% of the outstanding Class A Units or such other amount on a pro rata basis as determined by the Trustee. Class A Units the subject of redemption requests not accepted by the Trustee or which were scaled back will be taken to be a redemption request in respect of the following quarter.	Section 4.6

Topic	Summary	More information
Redemption Price	The Redemption Price will be calculated on the basis of the NAV per Unit for Class A Units as at the Pricing Date occurring at the end of the quarter prior to the Redemption Date, less any applicable transaction costs calculated on the Redemption Date.	Section 4.7
Transaction costs	Transaction costs will be calculated on the basis of the Trustee's estimate of transaction costs relating to the acquisition or disposal of the assets of the Trust in connection with applications for and redemptions of Class A Units. This includes costs of acquiring Underlying Fund interests, costs of repurchases of Underlying Fund Interests, as well as other transaction costs (such as currency conversion fees). As at the date of this Information Memorandum, the expected transaction costs to be used to determine the adjustment to NAV per Unit to calculate the Issue Price and the Redemption Price are nil.	Section 4.8
Fees and costs	A Management Fee is calculated monthly on the basis of 0.75% per annum of the end of month Net Asset Value of the Trust for the calendar month. The Management Fee is payable out of the assets of the Trust to the Trustee in arrears on a monthly basis. Fees and costs payable to Morgan Stanley entities out of the assets of the Underlying Fund will reduce the value of investments in the Trust and is not a separate fee payable to the Trustee from the assets of the Trust. The Trustee, or a related body corporate of the Trustee, may receive a monthly revenue sharing fee from Morgan Stanley in connection with the Trust's investment in the Underlying Fund, being a fee that is no more than 0.25% per annum of the Net Asset Value of the Trust. This amount is paid directly by Morgan Stanley and is not paid out of the assets of the Trust or the assets of the Underlying Fund.	Section 8.1
Taxation	This Information Memorandum sets out certain taxation information about an investment in Class A Units, which is of a general nature. Before deciding whether to invest, you should seek your own professional taxation advice to determine the tax treatment applicable to your particular circumstances.	Section 7
Risks	All investing involves risk. This Information Memorandum does not take into account your individual investment objectives or financial situation so you may want to seek professional advice about whether this investment is suitable for your circumstances.	Section 6
Further information	If you have read this Information Memorandum and the Underlying Fund Disclosure Document and have any questions, either before or after investing, please contact La Trobe Financial's National Distribution Manager (see section 11 ('Directory') of this Information Memorandum).	Section 11

2 About the Trustee and other service providers for the Trust

2.1 About La Trobe Financial

La Trobe Financial is one of Australia's best-known and trusted asset managers. La Trobe Financial has been building the wealth of investors for over seven decades through careful attention to quality, discipline and consistent performance across the economic cycle.

As at the date of this Information Memorandum, La Trobe Financial has $18 billion in assets under management across almost 95,000 investors, including some of the world's largest financial institutions. La Trobe Financial operates the award-winning La Trobe Australian Credit Fund which – at almost $10 billion in assets under management – represents one of the largest retail offerings in Australia.

Through its 'La Trobe Global Asset Management' strategy, La Trobe Financial is constructing a product suite designed to bring the best of the world's alternative investment offerings to Australian investors. Through the La Trobe Global Asset Management strategy, La Trobe Financial is partnering with the highest quality managers and targeting unique and hard-to-access investment products.The La Trobe US Private Credit Trust is the first product offering of the La Trobe Global Asset Management strategy.

2.2 The Trustee

La Trobe Financial Asset Management Limited (**Trustee**) is the trustee for the Trust. The Trustee is a wholly owned subsidiary of La Trobe Financial Pty Limited ABN 80 115 895 362. The Trustee holds AFSL number 22213 issued by ASIC, which authorises it to operate and conduct all activities related to the Trust.

2.3 Service Providers

Investment Manager

La Trobe Financial Services Pty Limited (**LFS**) is responsible for all group wholesale institutional funding mandates, staff employment, administration and servicing, third party outsourcing, investment management, and custody services. The Trustee has appointed LFS as Investment Manager for the Trust. LFS holds an Australian Credit Licence number 392385 and has agreed to perform certain management services, as agreed between the Trustee and LFS, for the Trustee in respect of the Trust, and shall provide all secretarial, investment, managerial and administrative services in relation to the Trustee in its capacity as trustee of the Trust.The Investment Manager does not receive any remuneration directly from the Trust.

The Investment Manager is paid an investment manager service fee by Trustee out of the remuneration the Trustee receives from the Trust.

Hedging Services Provider

Chatham Financial Pty Ltd (**Chatham**) is a financial risk services provider specialising in the debt and derivatives market. Chatham has assisted the Trustee with the refinement and development of its hedging framework with a view to reducing the impact of exchange rate fluctuations between Australian dollars and the base currency of the Underlying Fund. The Trustee will engage Chatham, or another appropriately qualified service provider from time-to-time, to assist with the evaluation, procurement, assignment and/or termination of over-the-counter currency hedging products for risk management purposes. Chatham holds AFSL number 450968 issued by ASIC, which authorises it to provide financial advice in relation to a number of financial products, including derivatives and foreign exchange contracts.

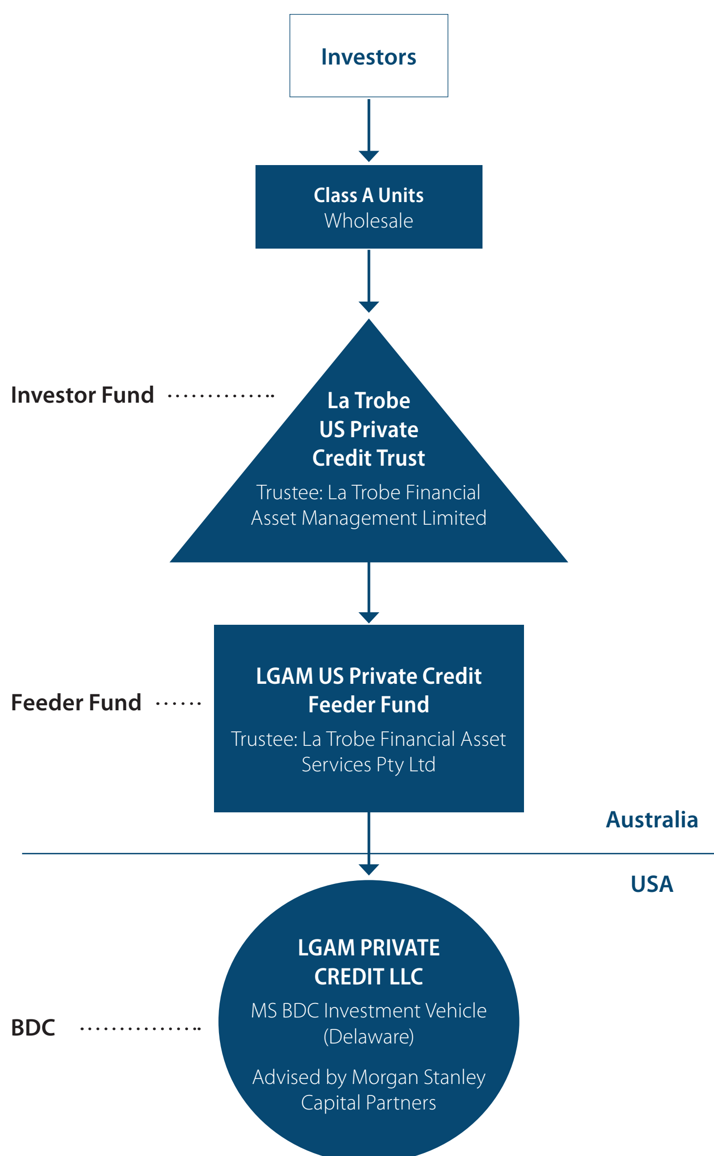
3 The Trust

3.1 Characteristics of the Trust

The Trust is an Australian unit trust. It is not currently (but may in the future be) registered as a managed investment scheme under the Corporations Act 2001 (Cth).

In relation to the Offer, Investors will invest in the Trust by subscribing for Class A Units. The majority of proceeds from the Class A Units will be invested (via the Intermediate Fund) into the Underlying Fund and the balance will be invested in cash and cash-like instruments. La Trobe Financial Asset Services Pty Ltd, a related body corporate of the Trustee, is the trustee of the Intermediate Fund and all of the units of the Intermediate Fund will be held by the Trustee as assets of the Trust.

A structure diagram of this arrangement is as follows:



Prospective Investors should have regard to the Underlying Fund Disclosure Document attached to this Information Memorandum.

A copy of the Trust Deed of the Trust is available to prospective investors on request to the Trustee. See section 9.1 for further information in relation to the Trust Deed.

The Intermediate Fund is expected to elect to be treated as a corporation for U.S. federal income tax purposes.

3.2 Investment Objectives

The investment objective of the Class A Units in the Trust is to achieve attractive risk-adjusted returns and, to a lesser extent, capital appreciation, by investing primarily in directly originated senior secured term loans issued by U.S. middle market companies (being companies with approximately US$15 million to $200 million in annual EBITDA) backed by financial sponsors (such as private equity firms).

The Trustee intends to gain the investment exposure described in the investment objective above by investing the majority of the assets of the Trust indirectly in the Underlying Fund via the Intermediate Fund, with the balance of the assets of the Trust invested in cash and cash-like instruments.

3.3 Target Yield

The target yield of the Trust is to achieve an annualised distribution yield of at least 9.00% per annum, net of fees and expenses and before adjusting for foreign currency exchange rate fluctuations.

This target yield is not a forecast, projection or prediction of the performance of the Trust. The Trust's target yield is not and should not be seen as a statement about the Trust's likely future performance and there is no guarantee that the performance of the Trust will achieve the target yield as the Trust's performance is subject to the following assumptions:

- each of the Trust and Underlying Fund remain fully invested;
- the portfolio within the Underlying Fund is comprised of predominantly first lien loans, originated at a spread of 600 basis points over the Secured Overnight Financing Rate, which is consistent with the historical norm (the **Portfolio Mix**);
- leverage within the Underlying Fund is maintained at or about 1x; and
- no adjustments for foreign currency exchange rate movements,

in addition to the risks described in section 6 below. The target yield has been included solely so that prospective investors may gain an insight into the type of return sought by the Trustee from the investments of the Trust.

4 Valuations, applications and redemptions

4.1 Eligible Investors – wholesale offer

To be eligible to apply for Class A Units, an applicant must be a 'wholesale client', as defined in sections 761G(4) and (7) of the Corporations Act 2001 (Cth). Each Investor will be required to complete an application form. This will contain an acknowledgment by the Investor that it is an Eligible Investor, as defined.

4.2 Determination of Net Asset Value

The Trustee will generally determine the Net Asset Value of the Trust and the NAV per Unit of the Class A Units monthly on the last day of the month (**Pricing Date**).

The NAV per Unit will be calculated by taking the gross asset value of assets attributable to the Class A Units, subtracting the liabilities attributable to the Class A Units, and dividing the result by the number of Class A Units on issue. The NAV per Unit will be primarily influenced by the value of the Underlying Fund, but may also be influenced by movements in any derivatives and cash or cash like instruments attributable to the Class A Units within the Trust.

Except where the determination of the Net Asset Value has been suspended, the NAV per Unit will be notified to Unitholders by the 10th Business Day of the month following the Pricing Date.

4.3 Minimum investment

The minimum investment amount is AUD$10,000 for an initial acquisition of Class A Units and AUD$5,000 for any subsequent acquisition, or such other amount as the Trustee may elect from time to time.

4.4 Applications for the right to receive units

To invest in Class A Units, applicants must send a completed application form to the Trustee in accordance with section 12. On lodgement of the application form, the applicant applies for a right to the issuance of Class A Units in the Trust.

The initial issue price per Class A Unit is $10.00 for Class A Units issued pursuant to applications received on or before 20 November 2023 or such other date as determined by the Trustee for the initial closing of the Trust.

Thereafter, Units will be issued on a monthly basis on the first day of the month (**Dealing Date**) immediately following the preceding Application Cut Off Time on the basis of an Issue Price determined in section 4.5 below.

Applicants must provide their completed application form and application monies to the Trustee by no later than 5pm on the 20th of the month preceding the Dealing Date (or, if that date is not a Business Day, the next Business Day) (**Application Cut Off Time**). The Trustee reserves the right to accept applications after the Application Cut Off Time. Any applications received after the Application Cut Off Time not accepted by the Trustee for the immediately following Dealing Date will be processed on the Dealing Date in the following month.

Successful Applicants will be provided with confirmation of the transaction within 10 Business Days after the Dealing Date.

The Trustee may accept or reject applications for Class A Units in its absolute discretion.

4.5 Issue Price of Units

The initial issue price per Class A Unit is $10.00 for Class A Units issued pursuant to applications received on or before 20 November 2023 or such other date as determined by the Trustee for the initial closing of the Trust.

Thereafter, the issue price will be calculated on the basis of the NAV per Unit for Class A Units as at the Pricing Date for the month prior to the Dealing Date, plus any applicable transaction costs calculated on the Dealing Date. Successful Applicants will be provided with confirmation of the Issue Price of their Class A Units within 10 Business Days after the Dealing Date.

The Issue Price will vary as the value of the assets of the Trust rises or falls.

There is no guarantee that the Issue Price of Class A Units on the Dealing Date will be equal to NAV per Unit on the Dealing Date.

4.6 Redemptions

Unitholders may request that their Class A Units be redeemed by completing and signing a redemption request form and delivering it to the Trustee.

The Trustee will process redemptions on a quarterly basis. Redeeming Unitholders must provide their redemption request forms to the Trustee by no later than 5pm on the 20th (or, if that date is not a Business Day, the next Business Day) of the final month preceding the relevant Quarter End (**Redemption Cut Off Time**). Any redemption request forms received after the Redemption Cut Off Time will be processed in the next quarter.

Each redemption request will be accepted or rejected by the Trustee by the first day of the month following the relevant quarter end (**Redemption Date**), and the proceeds of any accepted redemption requests will in the ordinary course be distributed to the relevant Unitholder within 30 calendar days of the Redemption Date.

Unitholders will generally receive a written confirmation of the redemption no later than 30 calendar days after the Redemption Date.

The Trustee may accept or reject redemption requests in its discretion.

While the Trust will hold some liquid assets to meet redemption requests, the ability of the Trust to accept redemption requests largely depends on the ability of the Underlying Fund to undertake repurchases of the Underlying Fund interests for so long as the Underlying Fund comprises the majority of the assets of the Trust. In this respect, a quarterly limit of 5% of the outstanding interests in the Underlying Fund is expected to apply on any repurchase requests made by the Trustee to the Underlying Fund.

The Trustee need not accept redemption requests received over a quarter up to the Redemption Cut Off Time exceeding 5% of the outstanding Class A Units. Redemptions received by the Trustee exceeding 5% of the outstanding Class A Units may be accepted by the Trustee in its sole discretion on a pro rata basis, or may be scaled back to 5% or such other amount on a pro rata basis as determined by the Trustee of the outstanding Class A Units on a pro rata basis to the requests.

In such a situation the Trustee will notify the Unitholder that the redemption request cannot be satisfied, as soon as reasonably practicable after the Trustee becomes aware that it is unable to do so. Class A Units the subject of redemption requests not accepted by the Trustee or which were scaled back will be taken to be a redemption request in respect of the following quarter, except where the redemption request is from an investment platform, in which case the unmet portion of any redemption request will be cancelled.

The Trustee may suspend redemptions at any time by giving 14 calendar days' notice to Unitholders.

4.7 Redemption Price

The redemption price of a Class A Unit will be calculated on the basis of the NAV per Unit on the Pricing Date occurring at the end of the relevant quarter prior to the Redemption Date, less any applicable transaction costs calculated on the Redemption Date (**Redemption Price**).

The Redemption Price will vary as the value of the assets of the Trust rises or falls.

There is no guarantee that the Redemption Price of Class A Units on the Redemption Date will be equal to NAV per Unit on the Redemption Date.

The Redemption Price will be communicated no more than 30 calendar days after the Redemption Date.

The Trustee must calculate the Redemption Income Entitlement for each Unit that is redeemed under a Significant Withdrawal. This entitlement is satisfied by the payment of the Redemption Price. If the Trust is an AMIT, this is achieved through an attribution of the relevant trust components to the Unitholder.

4.8 Transaction Costs

The amount of transaction costs used to determine the Issue Price and the Redemption Price (also known as a buy-sell spread) will be calculated on the basis of the Trustee's estimate of transaction costs in connection with acquiring or disposing of the assets of the Trust in connection with applications for and redemptions of Class A Units. This includes costs of acquiring Underlying Fund interests, costs of repurchases of Underlying Fund Interests, as well as other transaction costs (such as currency conversion fees).

The estimated transaction costs are added to NAV per Unit to calculate the Issue Price and subtracted from the NAV per Unit to calculate the Redemption Price of the Class A Units.

Such estimated transaction cost amounts are retained by the Trust as an asset of the Trust and are not a fee or other benefit payable to the Trustee. The recovery of the estimated transaction cost amounts is intended to protect existing and continuing Unitholders in the Trust against the dilution of the value of their investment on account of these costs and to preserve the value of the underlying investments of the Trust.

As at the date of this Information Memorandum, the expected transaction costs to be used to determine the adjustment to NAV per Unit to calculate the Issue Price and the Redemption Price are nil. At least 30 days' notice will be provided to Unitholders in the event the expected transaction costs changes.

5 Distributions

The Trustee intends to make monthly distributions to Class A Unitholders.

Unitholders holding Class A Units on a distribution calculation date will be entitled to distributions for the month pro rata to the number of Class A Units they hold on that date. Unitholders who have redeemed their Class A Units prior to a distribution calculation date will not be entitled to any distribution for the month.

As at the date of this Information Memorandum, the Trustee intends to calculate distributions on or prior to the last day of each month.

If Unitholders redeem Class A Units under a 'Significant Withdrawal', the Redemption Price includes distributable income as the Trustee reasonably determines is attributable to transactions to fund the redemption together with an entitlement to accrued income. The amount and nature of the relevant income depends on whether the transaction relates to a holding of units in a feeder fund. If the Trust is an AMIT, this is achieved through an attribution of the relevant trust components. This seeks to deal with so called 'last man standing' issues that arise in the Trust as a result of continuing Unitholders potentially being taxed on taxable income that is referable to the redeemed Class A Units.

The ability of the Trustee to make income distributions will be primarily influenced by the performance of the Underlying Fund and the ability of the Underlying Fund to make distributions to the Trust and the timing of those distributions. The Trustee also intends, on a best endeavours basis, to implement hedging arrangements, which may necessitate the Trustee retaining a proportion of the Trust's income to assist with meeting the costs of the hedging arrangements. This may reduce the distributions of the Trust from time to time.

6 Investment Risks

All investing involves risk. This Information Memorandum does not take into account your individual investment objectives, financial situation or needs so you may want to seek professional advice about whether this investment is suitable for your circumstances.

While there are many factors that may impact on the performance of any investment, the summary below sets out some of the major risks that a prospective Investor should be aware of when investing in the Class A Units and should consider when determining whether an investment in Class A Units is a suitable investment.

Importantly, prospective Investors should also be aware of and consider the risks set out in the section entitled 'Item 1A. Risk Factors' in the Form 10 Registration Statement (see Appendix A of the Underlying Fund Disclosure Document).

The Trustee is not the issuer of the Underlying Fund Disclosure Document, has not been involved in the preparation of the Underlying Fund Disclosure Document, and does not accept any responsibility or liability for any information or representations contained in the Underlying Fund Disclosure Document.

6.1 General risks of investing

Generally, higher risk or higher volatility occurs where there are higher expected returns.

As with most investing, there is no guarantee that Unitholders will earn a positive return from investing in Class A Units. Unitholders may receive back less monies than they invested, and Unitholders should not expect to receive regular distributions of income from their investment in Class A Units.

The value of any security is potentially affected by a wide range of factors. The investment risks of investing in Class A Units may result in loss of income, principal invested and possible delays in payment.

Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility.

.6.2 Investment risk

As the investment objective of the Class A Units in the Trust will be implemented by investing indirectly in the Underlying Fund via the Intermediate Fund, Class A Units are subject to the risks of the Underlying Fund's investments.

It is important that prospective Investors in Class A Units in the Trust consider the Underlying Fund Disclosure Document, particularly the section entitled 'Item 1A. Risk Factors' in the Form 10 Registration Statement (see Appendix A of the Underlying Fund Disclosure Document), before making a decision whether to invest in the Trust.

6.3 Valuation risk

The assets of the Trust are necessarily subject to changes in value, which changes may be more volatile than those of other asset classes. The Trustee expects to receive valuations from the Underlying Fund on a monthly basis. Accordingly, there is no guarantee that the Trustee can realise its investments in the Underlying Fund at the valuations provided by the Underlying Fund.

6.4 Interest rate risk

Changes in interest rates may affect, directly or indirectly, investment values or returns.

6.5 Credit Risk

The investment objective of the Trust is to gain investment exposure to term loans issued by U.S. middle market companies. The debt instruments which are invested in by the Underlying Fund are not rated by any rating agency. Therefore, investments of the Underlying Fund may result in an above average amount of risk and volatility or loss of principal. Investors should also be aware of and consider the credit risks set out in the section entitled 'Item 1A. Risk Factors' in the Form 10 Registration Statement (see Appendix A of the Underlying Fund Disclosure Document).

In the event of a default by a portfolio company on a secured loan of the Underlying Fund, the Underlying Fund will only have recourse to the assets collateralizing the loan. If the underlying collateral value is less than the loan amount, the Underlying Fund will suffer a loss and the NAV per Unit will be reduced.

While the investment objective of the Trust is to gain investment exposure primarily to senior secured term loans, the Underlying Fund may invest a portion of the Underlying Fund in second lien and subordinated loans and may make loans that are unsecured, which are subject to the risk that other lenders may be directly secured by the assets of the portfolio company of the Underlying Fund.

6.6 Liquidity risk

There is not expected to be an active secondary market for Units.

There may be potential delays in processing redemption requests (as set out in section 4.6 above), as the ability of the Trustee to process requests is expected to largely depend on the ability of the Underlying Fund to undertake repurchases of the Underlying Fund interests. In this respect, a quarterly limit of 5% of the outstanding interests in the Underlying Fund is expected to apply on any repurchase requests made by the Trustee to the Underlying Fund.

The Trustee need not accept redemption requests received over a quarter up to the Redemption Cut Off Time exceeding 5% of the outstanding Class A Units. Redemptions exceeding 5% of the outstanding Class A Units may be accepted by the Trustee in its sole discretion on a pro rata basis, and may be scaled back to 5% or such other amount as determined by the Trustee of the outstanding Class A Units on a pro rata basis to the requests.

In such a situation the Trustee will notify the Unitholder that the redemption request cannot be satisfied, as soon as reasonably practicable after the Trustee becomes aware that it is unable to do so.

The Trustee may suspend redemptions at any time by giving 14 calendar days' notice to Unitholders.

6.7 Currency risk

The Class A Units will be denominated, and the value of the assets of the Trust attributable to the Class A Units will be reported and quoted, in Australian dollars. The units in the Underlying Fund will be denominated in US Dollars. Currency movements relative to the Australian dollar can cause changes in the value of an Investor's investments.

The Trustee intends, on a best endeavours basis, to implement hedging arrangements, which may necessitate the Trustee retaining a proportion of the Trust's income to assist with meeting the costs of the hedging arrangements, to reduce the impact on the value of assets of the Trust due to exchange rate fluctuations between Australian dollars and the base currency of the Underlying Fund. While the Trustee intends to do this on a best endeavours basis, the Trust may be under or over-hedged from time to time.

6.8 Derivative risk

Derivatives may be used by the Trustee to manage risk. Fluctuations in the price of a derivative may reflect movements in the underlying assets, reference rate or index to which the derivatives relate. The use of derivative positions to hedge the risk of the Underlying Fund may involve 'basis risk', which refers to the possibility that the derivative positions may not move perfectly in line with the underlying reference assets, reference rate or index. As a consequence, the derivative position cannot always be expected to perfectly hedge the risk of the underlying reference assets, reference rate or index.

6.9 Counterparty risk

A counterparty (such as a party to a derivative contract) may fail to perform contractual obligations, either in whole or in part.

6.10 Regulatory and political instability risk

The Trust and its performance may be adversely affected by future changes in applicable laws and regulations in Australia or by political instability.

Changes in laws and regulation (including laws affecting managed investment schemes), or the interpretation or administration of those laws, could have adverse implications on an investment in Class A Units or on Unitholders.

The Underlying Fund is domiciled outside of Australia. Additional risks may arise when investing overseas, including changes in foreign exchange control regulations, foreign tax legislation and withholding tax and government policy. Additionally, differences in accounting, legal, securities trading and settlement procedures can also impact on the value of Class A Units.

The duration and potential impact of adverse political developments can be unpredictable, which may give rise to increased and/or prolonged market volatility. A general market downturn as a result of political instability may adversely affect the investment performance of the Trust's investments and the Class A Units.

6.11 Taxation risk

Australian taxation laws are subject to change and all prospective Investors are advised to seek their own professional advice on the taxation implications of investing in the Trust with respect to their individual circumstances. Changes to tax laws and their interpretation or practice could adversely affect the tax treatment of Class A Units and the Trust and Unitholders' investments in Class A Units and the Trust.

6.12 Trust management risk

There is a risk that the Trustee's management of the Trust will not produce the desired results for Unitholders. Additionally, the Trust (including the Class A Units) could be adversely affected by material changes to the resources and skills of staff, including those staff managing the Trust. Similar risks apply in respect of the Underlying Fund.

6.13 Distribution risk

The Trustee intends, on a best endeavours basis, to implement hedging arrangements, which may necessitate the Trustee retaining a proportion of the Trust's income to assist with meeting the costs of the hedging arrangements. This may reduce the distributions you receive from the Trust from time to time and, while If the Trust is an AMIT for an income year, it is possible for the amount of taxable income that is attributed to a Unitholder to exceed the amount distributed to a Unitholder in that income year.

7 Tax

7.1 Overview of Australian Taxation

This section contains general information regarding the taxation of Class A Units in the Trust and is intended as a guide only. It assumes that the relevant Unitholder is an Australian resident for tax purposes and does not hold their investment through a branch or permanent establishment outside Australia.

The summary also assumes that the Unitholder holds their Class A Units on capital account (and not for the purposes of trading or as part of a profit making transaction).

It is recommended that all prospective Investors seek independent professional tax advice on the tax implications of investing in the Trust that takes into account their own circumstances.

This Information Memorandum contains information applicable to a scenario where the Trust is or is not an Attribution Managed Investment Trust (**AMIT**) for Australian tax purposes for an income year.

The Trustee of the Trust may make an irrevocable election to be an AMIT if the Trust satisfies certain unitholder criteria in relation to the number, concentration and status of unitholders. The Trust Deed allows the Trustee to make such an election. If the election is made, in general terms the Trust will continue to be an AMIT for as long as it continues to satisfy the relevant unitholder criteria requirements.

The Trustee anticipates the Trust will satisfy the relevant unitholder criteria requirements. It can give no assurance that the relevant unitholder criteria requirements will be satisfied as it depends on circumstances outside its control. If the Trust does satisfy the relevant unitholder criteria requirements or the Trustee believes it will satisfy relevant unitholder criteria requirements, the Trustee currently intends to make the relevant election.

7.2 Australian Taxation of the Trust

If the Trust is not an AMIT for an income year

The Trustee intends to manage the Trust so that Unitholders are presently entitled to all of the income of the Trust each year.

If the Trust is an AMIT for an income year

The Unitholders should be attributed all of the taxable income of the Trust and distributed amounts on account of amounts so attributed.

In both cases, the Trust should not be subject to any Australian income tax. The Trustee will also provide a distribution and taxation statement for the Trust that outlines the various components of the distribution.

7.3 Australian Taxation of Unitholders

The Trust has been established as an Australian resident unit trust.

If the Trust is not an AMIT for an income year

It is intended that the Trust will be taxed on a flow through basis, so that Unitholders in the Trust should be taxed on the taxable net income of the Trust.

It is possible for Unitholders to receive a tax deferred amount in relation to their distribution from the Trust. This would arise where the distribution received from the Trust exceeds the amount of the taxable income of the Trust which is to be included in the assessable income of a Unitholder, or where the Trust undertakes a return of capital.

If the taxable income on which a Unitholder is assessed exceeds the amount of distributable income distributed to the Unitholder, then the Unitholder will not be entitled to an increase in the tax cost base of their Class A Units.

If the Trust is an AMIT for an income year

The Unitholders will be assessable on their share of the taxable income of the Trust attributed to them by the Trustee. The amount and components of the taxable income of the Trust which the Trustee has attributed to a Unitholder and on which the Unitholder will be assessed on should be determined by reference to a statement provided by the Trustee to the Unitholders after the end of the income year, known as the 'AMIT Member Annual Statement' (**AMMA Statement**).

The Trust Deed for the Trust sets out the basis upon which the Trustee will attribute the taxable income of the Trust to each unitholder. If the Trust has multiple classes of units the Trustee will attribute taxable income by reference to the particular classes of units.

If the Trust is an AMIT and has multiple classes of units the Trustee has the power to make an irrevocable election to treat different classes of units as separate AMITs. In that case, the Trustee intends to make this election and the attribution of taxable income will be based on each class of units being a separate AMIT.

For taxable income that is distributed, this will be based on the Unitholders who are taken to have been distributed the relevant amounts, including Unitholders who receive distributions of income in relation to a 'Significant Withdrawal' of Class A Units in the Trust.

For taxable income that is accumulated, this will be based on distributions Unitholders would have received if the Trust had distributed the relevant amounts at a point in time determined by the Trustee. This time must be at or before the end of the relevant financial year.

Under the AMIT tax regime, it is appropriate for all taxable income of the Trust to be attributed to Unitholders each financial year. This is irrespective of whether all of that taxable income is distributed. As a result, it is possible for the amount of taxable income that is attributed to a Unitholder to exceed the amount distributed to a Unitholder. This is likely to arise if the Trustee determines to accumulate taxable income in accordance with the Trust Deed.

It is possible for Unitholders to receive a tax deferred amount in relation to their distribution from the Trust. This would arise where the distribution received from the Trust exceeds the amount of the taxable income of the Trust which is to be included in the assessable income of a Unitholder, or where the Trust undertakes a return of capital.

If the amount of distributable income distributed to a Unitholder exceeds the taxable income attributed to the Unitholder, the Unitholder should be required to recognise a decrease in the CGT cost base of their Class A Units in the Trust (or a capital gain, to the extent that the existing CGT cost base of their Class A Units in the Trust is insufficient). If the taxable income attributed to a Unitholder exceeds the amount of distributable income distributed to the Unitholder, then the Unitholder may be entitled to an increase in the tax cost base of their Class A Units.

In addition, where the AMIT regime applies, the following other rules will also apply to the Trust:

- the Trust will be deemed to be a 'fixed trust', which may facilitate the Trust being able to, among other things, carry forward tax losses; and
- there may be adjustments to the amount of taxable income of the Trust attributed to a Unitholder where there were 'under' or 'over' attributions of taxable income of the Trust to the Unitholder in a previous income year and the Trustee chooses to make an adjustment this way.

Common Rules

The Trustee intends to manage the Trust's investments so that it should not be taxed as a public trading trust.

Unitholders who hold their Class A Units on capital account may crystallise a capital gain or loss on the disposal or eventual redemption of their Class A Units in the Trust. Any capital gains tax liability that arises may be reduced by the applicable capital gains tax discount where the Class A Units disposed of or redeemed have been held for more than 12 months. The capital gains tax discount varies depending on whether the Unitholder is an individual, trust or complying superannuation fund.

If Unitholders redeem Class A Units under a 'Significant Withdrawal', the redemption price includes distributable income as the Trustee reasonably determines is attributable to transactions to fund the redemption together with an entitlement to accrued income. If the Trust is an AMIT, this is achieved through an attribution of the relevant trust components.

The amount and nature of the relevant income depends on whether the transaction relates to a holding of units in a feeder fund. If it relates to a redemption of shares in the Underlying Fund this may include an amount assessed as a dividend for Australian tax purposes rather than as a capital gain. The capital gains tax discount would not apply to that amount.

Unitholders should seek their own taxation advice in relation to the tax implications that arise on the disposal or redemption of Class A Units.

7.4 GST

GST is not imposed on the acquisition or redemption of Class A Units in the Trust. However, the services for which any fees are payable under the 'Fees and expenses' section of this Information Memorandum are likely to be subject to GST. The Trust is unlikely to be entitled to claim a full input tax credit on any GST paid on fees or other costs payable by it. The Trust may be entitled to claim a reduced input tax credit of the GST payable in respect of certain expenses. Any denial of input tax credit will be an additional cost to the Trust.

7.5 TFN and ABN

Unitholders are not required to provide their Tax File Number (**TFN**) to the Trustee. However, the Trustee will generally be required to withhold tax (at the top individual marginal rate of tax plus the Medicare Levy) from a distribution of income to a Unitholder where that Unitholder has not provided the Trustee with either its TFN, its Australian Business Number (**ABN**) (if relevant) or proof of its exemption.

7.6 Certain United States Federal Income Tax Considerations

The following discussion describes, as of the date of this Information Memorandum, certain U.S. federal income tax considerations applicable to non-U.S. Unitholders (as defined below) of the purchase, ownership and disposition of Class A Units. This section should be read in conjunction with the disclosures and assumptions outlined in the Important Information preceding the body of this Information Memorandum.

Taxation of Non-U.S. Unitholders

Non-U.S. Unitholders generally will not be subject to U.S. federal income tax with respect to any distributions of income received from their investment in Class A Units, or with respect to any gain realized on the sale, exchange, or other disposition of Class A Units.

Non-U.S. Unitholders may be subject to information reporting, backup withholding and/or withholding under FATCA (see section 9.6 of this Information Memorandum) unless they provide an appropriate U.S. tax certification (e.g., an IRS Form W-8BEN, IRS Form W-8BEN-E, or an acceptable substitute form) or otherwise meet documentary evidence requirements for establishing their U.S. tax status.

Taxation of the Intermediate Fund

The Intermediate Fund intends to elect to be treated as a corporation for U.S. federal income tax purposes. As such, the Intermediate Fund is treated as a 'Non-U.S. Unitholder' as defined in the section entitled 'Certain Material U.S. Federal Income Tax Considerations' in the Form 10 Registration Statement (see Appendix A of the Underlying Fund Disclosure Document) and is subject to U.S. federal income tax as described therein. The Intermediate Fund is not expected to derive any income that is effectively connected with the conduct of a trade or business within the United States under the Code from its investment in the Underlying Fund.

For the Intermediate Fund to claim a reduced rate of U.S. federal withholding tax on certain income derived from the Underlying Fund, it must provide the required documentation, which includes the documentation from each non-U.S. Unitholder.

8 Fees and expenses

8.1 Fees payable to the Trustee

A Management Fee is calculated monthly, on the basis of 0.75% per annum of the Net Asset Value of the Trust at the end of the month attributable to Class A Units. The Management Fee is payable out of the assets of the Trust to the Trustee in arrears on a monthly basis.

Fees and costs payable to Morgan Stanley entities out of the assets of the Underlying Fund will reduce the value of investments in the Trust and is not a separate fee payable to the Trustee. Morgan Stanley entities have agreed with the Trustee to waive all fees otherwise payable to Morgan Stanley entities, as described in the Underlying Disclosure Document, until 31 March 2024.

The Trustee, or a related body corporate of the Trustee, will receive a monthly revenue sharing fee from Morgan Stanley in connection with the Trust's investment in the Underlying Fund of 0.25% per annum of the Net Asset Value of the Trust attributable to Class A Units. This amount is paid directly by Morgan Stanley and is not paid out of the assets of the Trust or the assets of the Underlying Fund.

.8.2 Trust expenses

The Trustee will recover out of the assets of the Trust all the costs of the operation of the Trust, including trust establishment costs, organizational expenses, fees and expenses payable to service providers and all expenses related to its investment program.

8.3 Changing the fees and maximum fees

All fees and expenses in this Information Memorandum can change without your consent, however it is not expected that the Management Fee will change. At least 30 days' notice will be provided in the event the Management Fee increases.

The maximum that can be charged for the Management Fee under the Trust Deed in respect of Class A Units is 5% per annum of the Net Asset Value of the Trust attributable to the Class A Units.

The maximum revenue sharing fee that the Trustee or its related bodies corporate may receive and retain from Morgan Stanley is 5% per annum of the Net Asset Value of the Trust.

9 Additional Information

9.1 Rules governing the Trust—Trust Deed

The Trust is governed by the Trust Deed. Together with the general law, the Trust Deed sets out the conditions under which the Trust operates, and the rights, responsibilities and duties of the Trustee and the Unitholders.

If you would like a detailed understanding of the Trust Deed, you should obtain a copy of the Trust Deed, which is available from the Trustee by contacting La Trobe Financial's National Distribution Manager (see section 11 ('Directory') of this Information Memorandum.

The Trust Deed may be amended by the Trustee from time to time.

The Trust Deed binds the Trustee and each present and future Unitholder and any person claiming through any of them.

The Trust Deed deals with a range of matters including:

a) the termination of the Trust;

b) the establishment of Classes;

c) duties and obligations of the Trustee;

d) retirement of the Trustee and appointment of a replacement trustee;

e) the Trustee's powers (which are very broad);

f) fees and recoverable expenses;

g) the Trustee's rights of indemnity and limitation of its responsibilities;

h) Unitholder meetings (which may be convened either by the Trustee or by Unitholders);

i) Unit transfers;

j) calculation of Issue Prices and Redemption Prices;

k) the process for issuing and redeeming Units (including compulsory redemptions); and

l) the valuation of Trust assets.

9.2 Reporting

Audited annual financial statements for the Trust will be available to Unitholders within 3 months following each 30 June.

In addition, the Trustee will make available to Unitholders a monthly statement identifying the most recent NAV per Unit of the Class A Units. This monthly statement will be provided no more than 10 Business Days after each Pricing Date.

9.3 Transfer of Units

Subject to the Trust Deed, Unitholders may transfer their Units by way of a written transfer (in any form prescribed by the Trustee) or in such form as may be approved by the Trustee in accordance with the terms of the Trust Deed. Every form of transfer must state the full name and address of the transferor and the transferee.

The transfer form for a Unit must be signed by the transferor (or on behalf of the transferor (subject to, in the case of execution by one or more attorneys, receipt of a certified copy of the properly executed power of attorney)), and the transferee. The transferor is deemed to remain the holder of the Units until the name of the transferee is entered in the Unit register. The Trustee may put in place, and require compliance with, reasonable processes and procedures in connection with determining the authenticity of an instrument of transfer (including a requirement to provide anti-money laundering documentation, or representations and warranties to the Trustee as are required from any applicant for Units).

The Trustee may impose additional requirements in relation to transfers. The Trustee may refuse to register a transfer of Units in its absolute discretion.

9.4 Auditor

The Trustee has appointed Ernst & Young to provide external audit services in respect of the Trust's annual accounts.

The Auditor is a service provider to the Trustee and is not involved directly or indirectly with the organisation, sponsorship, management or other activities of the Trust.

The Auditor is not responsible for the preparation of this Information Memorandum, and it does not accept any liability for any information contained in this Information Memorandum.

9.5 Anti-money laundering and counter terrorism financing

Pursuant to the requirements of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth), the Federal Government requires organisations like the Trustee to have an anti-money laundering and counter-terrorism financing program in place. This includes undertaking a risk assessment in relation to the potential for money laundering and terrorism financing in their organisation and instituting compliance structures to manage those risks.

As part of the program, the Trustee identifies all new Investors and verifies certain information that it has received in relation to each Investor's identity to authenticate the identity of its Investors. This process is referred to as Know Your Customer or 'KYC'. As set out in section 12.1, an application to invest in the Trust will require completion of a KYC Questionnaire within the application form, to assist with this process.

All Investors are required to be identified. Identity Verification can be completed electronically or, if the Trustee cannot identify the Investor electronically or if the Investor does not wish to be verified electronically, the Investor will need to be identified by providing certified copies of identity documents. The Trustee may verify the Investor's identity using information held by a Credit Reporting Body (**CRB**). To do this, it may disclose personal information such as the Investor's name, date of birth and address to the CRB to obtain an assessment as to whether that personal information matches information held by the CRB. Alternative means of verifying an Investor's identity are available on request. The verification process depends on the type of Investor.

9.6 FATCA and OECD Common Reporting Standard

The US Private Credit Series is a Financial Institution under the intergovernmental agreement entered into between the Australian and U.S. governments in relation to the United States of America Foreign Account Tax Compliance Act (**FATCA**) on 28 April 2014 (IGA). The US Private Credit Series is also a Financial Institution under the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information (**CRS**).

We conduct due diligence on existing and prospective Unitholders in the US Private Credit Series. Prospective Investors will need to provide us with certain information and/or documentation when applying for Class A Units. Unitholders may need to provide us with certain information and/or documentation on request.

We will report information in respect of certain Unitholders and their unit holding in the US Private Credit Series to the Australian Taxation Office (**ATO**). Broadly, we will report to the ATO information in respect of Unitholders who are:

a) U.S. citizens or residents,
b) certain types of U.S. entities, and
c) certain types of non-U.S. entities that are controlled by one or more U.S. citizens or residents (pursuant to the IGA), or
d) foreign resident individuals, certain types of foreign resident entities, and certain types of Australian entities that are controlled by one or more foreign residents (pursuant to the CRS).

If you are a Unitholder and you do not provide us with the required information or documentation upon request, we may be required to report information in respect of you and your unit holding in the Trust to the ATO.

If you are a new investor and you do not provide us with the required information and/or documentation on request, we may not issue Class A Units to you. Alternatively, we may report information in respect of you and your unit holding in the Trust to the ATO.

The ATO will share information reported to it by Australian financial institutions with the U.S. Internal Revenue Service or tax authorities of jurisdictions that have signed a relevant CRS Competent Authority Agreement.

For further information in relation to how our due diligence and reporting obligations under the IGA and CRS may affect you, please consult your tax adviser.

9.7 Privacy

The Trustee's Privacy Policy sets out their commitment in respect of the personal information collected from Investors, how that information is held, and what is done with that information. The personal information collected from Investors will only be used for the purposes for which it has been collected or as allowed by law. The Trustee's commitment with respect to personal information is to abide by the Australian Privacy Principles for the protection of personal information as set out in the Privacy Act and any other relevant law.

The Privacy Policy is available at **latrobefinancial.com.au** or by calling **1800 818 818**.

9.8 Complaints

If Unitholders have a complaint about the services provided to them by the Trustee, Unitholders should take the following steps:

- contact their financial adviser or nominated Authorised Representatives; then
- if the complaint is not satisfactorily resolved within 3 Business Days, contact the Trustee's **Customer Resolution Team** on toll free **1800 818 818** or put the complaint in writing and send it to:

Customer Resolution Team

Email: customerresolution@latrobefinancial.com.au
Mail: La Trobe Financial Asset Management Limited
GPO Box 2289, Melbourne, Victoria 3001 Australia

The Customer Resolution Team will try and resolve the Unitholder's complaint quickly and fairly, and will respond within 21 days in accordance with the Trustee's Internal Dispute Resolution policy.

10 Definitions

The meanings of the terms used in this Information Memorandum are set out below, unless the context requires otherwise.

Term	Meaning
ABN	Australian Business Number.
AMIT	Attribution Managed Investment Trust.
Application Cut Off Time	5pm on the 20th (or, if that date is not a Business Day, the next Business Day) of the month preceding the Dealing Date.
ASIC	Australian Investments & Securities Commission.
ATO	Australian Taxation Office.
Auditor	Ernst & Young.
Business Day	A day on which banks are normally open for business in Melbourne, Victoria, excluding a Saturday, Sunday or public holiday.
Class A Units	'Class A – Wholesale Units' in the US Private Credit Series within the Trust.
Class of Units	Any class of Units issued by the Trustee in respect of a Series in the Trust.
CRB	Credit Reporting Body.
CRS	OECD Common Reporting Standard for Automatic Exchange of Financial Account Information.
Dealing Date	In respect of an issue of Class A Units, the first day of the month.
EBITDA	Earnings before interest, taxes, depreciation and amortisation
FATCA	Foreign Account Tax Compliance Act (a US federal law).
GST	Has the meaning given in the A New Tax System (Goods and Services Tax) Act 1999 (Cth).
IGA	Intergovernmental agreement entered into between the Australian and U.S. governments in relation to the United States of America Foreign Account Tax Compliance Act on 28 April 2014.
Intermediate Fund	the LGAM US Private Credit Feeder Fund, a wholly-owned trust of the Trust.
Investor	An investor in Class A Units.
Issue Price	The price at which Class A Units will be issued in accordance with section 4.5..
NAV per Unit	Net Asset Value divided by the number of Class A Units on issue.
Net Asset Value or NAV	The net asset value of the US Private Credit Series calculated in accordance with the Trust Deed.
Non-US Unitholder	A 'non-U.S. Unitholder' means any beneficial owner of a Class A Unit that is, for U.S. federal income tax purposes, an individual, corporation, estate or trust and is not a (i) a citizen or individual resident in the United States; (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States, a state thereof or the District of Columbia; (iii) an estate, the income of which is subject to U.S. federal income tax regardless of the source; or (iv) a trust, if a court within the United States is able to exercise primary supervision over the trust's administration and one or more U.S. persons have the authority to control all of its substantial decisions.

Term	Meaning
MS Capital Partners	MS Capital Partners Adviser Inc., which is registered with the U.S. Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940.
Pricing Date	The last Business Day of a calendar month and such other times as the Trustee may determine.
Quarter End	Refers to the conclusion of one of four specific three-month periods. The four quarters end in March, or Q1; June, or Q2; September, or Q3; and December, or Q4.
Redemption Cut Off Time	5pm on the 20th (or, if that date is not a Business Day, the next Business Day) of the month preceding the relevant Quarter End.
Redemption Date	The 1st Business Day of the month following the Redemption Cut Off Time.
Redemption Price	The price at which Class A Units will be redeemed in accordance with section 4.7.
Secured Overnight Financing Rate	In relation to any U.S. Government Securities Business Day (**SOFR Determination Dates**), the daily secured overnight financing rate as published by the Federal Reserve Bank of New York at or around 8:00 a.m. (New York City time) on the Federal Reserve Bank of New York's website on the next succeeding U.S. Government Securities Business Day for trades made on such SOFR Determination Dates.
Significant Withdrawal	A Significant Withdrawal occurs if the aggregate Redemption Price for the Units redeemed, determined assuming that the Transaction Charge is nil, exceeds 5% of the Net Asset Value of the Trust or a relevant Class where there is an AMIT Class Election in force in relation to the Class. The Trustee may issue guidelines relating to when a redemption of Units will constitute a Significant Withdrawal.
TFN	Tax File Number.
Trust or LGAM US Private Credit Trust	The La Trobe US Private Credit Trust.
Trust Deed	The trust deed executed by the Trustee in relation to the Trust, as amended from time to time. A copy of the Trust Deed is available from the Trustee by contacting La Trobe Financial's National Distribution Manager (see section 11 ('Directory') of this Information Memorandum).
Trustee	La Trobe Financial Asset Management Limited (ABN 27 007 332 363) (AFSL No. 222213).
Underlying Fund	LGAM Private Credit LLC, a limited liability company incorporated under the laws of Delaware, US. The Underlying Fund is advised by MS Capital Partners, an indirect, wholly-owned subsidiary of Morgan Stanley, and regulated as a business development company under the Investment Company Act of 1940 (US).
Underlying Fund Disclosure Document	The private placement memorandum for the LGAM Private Credit LLC dated November 2023, set out in Annexure 1 of this Information Memorandum.
Unit	An ordinary unit in the Trust as provided for in the Trust Deed.
Unitholder	A person noted in the unit register for the Trust as a holder of Class A Units.
U.S. Government Securities Business Day	Any calendar day except for a Saturday, Sunday or a calendar day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire calendar day for purposes of trading in U.S. government securities.

11 Directory

La Trobe Financial (the Trustee)

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Head of Distribution
La Trobe Financial Asset Management Limited
L25, 333 Collins Street
Melbourne VIC Australia

Email: mwatson@latrobefinancial.com.au

Telephone: +61 409 419 039

Auditor

Ernst & Young

Address: 8 Exhibition Street
Melbourne VIC Australia

Email: nathan.pietsch@au.ey.com

12 How to Apply

12.1 Applications

An application to invest in the Trust can only be made by completing the application form accompanying this Information Memorandum. A completed KYC questionnaire must also be provided and is included in the application form. These can be obtained on request from the Trustee by contacting La Trobe Financial's National Distribution Manager (see section 11 ('Directory') of this Information Memorandum).

Completed application forms (including the KYC questionnaire) may be provided to the Trustee as follows:

Mail: La Trobe Financial
GPO Box 2289
Melbourne Victoria 3001 Australia

Email: investor@latrobefinancial.com.au

ANNEXURE 1

Underlying Fund Disclosure Document

For the Exclusive Use of: *LGAM US Private Credit Feeder Fund*

Copy No. 001

LGAM Private Credit LLC

Common Units

Confidential Private Placement Memorandum

The date of this Confidential Private Placement Memorandum is November 2023

LGAM Private Credit LLC

Common Units

This Confidential Private Placement Memorandum (as amended, supplemented and/or otherwise modified from time to time, the "Memorandum"), dated November 2023, is being furnished on a confidential basis to LGAM US Private Credit Feeder Fund and its investors and affiliates (collectively, the "Investors") for the purpose of providing certain information about an investment (the "Offering") in the common units of LGAM Private Credit LLC (the "Common Units"). References to the "Company" or the personal pronouns "we," "us" and "our," as used herein, shall refer to LGAM Private Credit LLC.

Investors may not reproduce, distribute or disclose this Memorandum and the information contained herein, in whole or in part, to any third parties without the prior written consent of our board of directors (our "Board of Directors"). All recipients agree they will keep confidential all information contained herein and not already in the public domain and will use this Memorandum for the sole purpose of evaluating a possible investment in the Company. Notwithstanding the foregoing, this provision will not limit the disclosure of the tax treatment or tax structure of the Company (or any transactions undertaken by the Company). As used in this paragraph, the term "tax treatment" refers to the purported or claimed U.S. federal income tax treatment, and the term "tax structure" refers to any fact that may be relevant to understanding the purported or claimed U.S. federal income tax treatment. However, for the avoidance of doubt, (1) except to the extent otherwise established in published guidance by the U.S. Internal Revenue Service (the "IRS"), tax treatment and tax structure does not include the name of, contact information for, or any other similar identifying information regarding us or any of our investments (including the names of any employees or affiliates) and (2) nothing in this paragraph will limit the ability of Investors to disclose information to their tax advisers or to the IRS. By accepting delivery of this Memorandum, each Investor agrees to these restrictions.

We were formed as a Delaware limited liability company on February 7, 2023 with the name "LTMS Fund LLC." We changed our name to "LGAM Private Credit Fund LLC" on March 20, 2023. We are structured as an externally managed specialty finance company focused on lending to middle-market companies. We intend to elect to be regulated as a business development company (a "BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). In addition, for U.S. federal income tax purposes, we intend to elect to be treated, and intend to comply with the requirements to qualify annually, as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"), for U.S. federal income tax purposes.

We are managed by our investment adviser, MS Capital Partners Adviser Inc. (the "Adviser"), which is registered with the U.S. Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). The Adviser is an indirect, wholly-owned subsidiary of Morgan Stanley (together with its affiliates and consolidated subsidiaries (other than portfolio companies of its affiliated funds), "Morgan Stanley"), a leading global asset manager. The Company is an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"). Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), and Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as amended by Section 102(b) of the JOBS Act, provide that an emerging growth company can take advantage of the extended transition period for complying with new or revised accounting standards. However, pursuant to Section 107 of the JOBS Act, the Company has irrevocably elected to "opt out" of this extended transition period and, as a result, the Company will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies.

In making an investment decision, Investors should rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved. The Common Units have not been recommended, approved or disapproved by any U.S. federal or state or non-U.S. securities commission or regulatory authority. In addition, none of these authorities has passed upon the accuracy or adequacy of this Memorandum. Any representation to the contrary is a criminal offense.

The Common Units have not been registered under the Securities Act or any state or other securities laws or the laws of any non-U.S. jurisdiction, nor is such registration contemplated. The Common Units will be offered and sold under the exemptions provided by Regulation S under the Securities Act and other exemptions of similar import in the laws

of the jurisdictions where the offering will be made. We intend to file a registration statement on Form 10 in substantially the form attached as Appendix A hereto and made part of this Memorandum (the "Form 10 Registration Statement") for the registration of our Common Units with the SEC under the Exchange Act. The Form 10 Registration Statement is not the offering document pursuant to which we are conducting this Offering; however, the Form 10 Registration Statement contains information regarding the Company which Investors should consider in making an investment decision. Accordingly, Investors should rely on information contained in this Memorandum in addition to the information contained in the Form 10 Registration Statement in making their investment decisions.

The Common Units are for investment only and are subject to restrictions on transferability and resale. The Common Units offered by this Memorandum may not be sold or transferred (1) except as permitted under the Company's subscription agreement relating to the Units (the "Subscription Agreement") and (2) unless they are registered under the Securities Act and under any other applicable securities laws or pursuant to an exemption from registration if one is available. We currently do not expect to complete a liquidity event within any specific time period, if at all, and we do not intend to target a quotation or listing of our Common Units on a national securities exchange, including an initial public offering. Accordingly, Investors should be aware that they may be required to bear the financial risks of an investment in the Common Units for an indefinite period of time.

An investment in the Common Units may involve material risks because of the nature of our investments. Investors should have the financial ability and willingness to accept the risks and lack of liquidity that are characteristic of an investment in the Common Units for an indefinite period of time. See "Item 1A. Risk Factors" in the Form 10 Registration Statement which is incorporated herein by reference.

Investors should not construe the contents of this Memorandum as legal, tax, accounting, investment or other advice. Each Investor should make its own inquiries and consult its advisers as to the Company and this Offering and as to legal, tax, financial and other relevant matters concerning an investment in the Common Units and the suitability of the investment. Investors must make their own investment decisions with respect to an investment in the Common Units.

No person has been authorized in connection with this Offering to give any information or to make any representations other than those contained in this Memorandum or in the Subscription Agreement. Any representation not contained in this Memorandum or the Subscription Agreement must not be relied upon as having been authorized.

Statements in this Memorandum are made as of date set forth on the cover page hereof unless stated otherwise herein, and neither the delivery of this Memorandum at any time, nor any sale hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to such date.

The distribution of this Memorandum and the offer and sale of Common Units in certain jurisdictions may be restricted by law. This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy in any state or other U.S. or non-U.S. jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction. This Offering does not constitute an offer of Common Units to the public, and no action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. The Common Units may not be offered or sold, directly or indirectly, and this Memorandum may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Common Units that are acquired by persons not entitled to hold it may be compulsorily transferred.

Prospective investors should inform themselves as to the legal requirements and tax consequences within the countries of their citizenship, residence, domicile and place of business with respect to the acquisition, holding or disposal of the Common Units, and any foreign exchange restrictions that may be relevant thereto.

Certain information contained herein (including certain forward-looking statements and financial, economic and market information) has been obtained from published and non-published sources prepared by other parties, which in certain cases has not been updated through the date hereof. While such information is believed to be reliable for the purpose used herein, none of the Company, our Adviser, Morgan Stanley, any of their respective affiliates or any of their respective directors, officers, employees, advisors, members, partners or stockholders assumes any responsibility for the accuracy or completeness of such information. Statements contained herein that are attributable to our Adviser's Investment Team (as defined herein) or other investment

professionals affiliated with Morgan Stanley are not made in any person's individual capacity, but rather on behalf of our Adviser, which manages and implements the investment program of the Company.

Statements contained in this Memorandum (including those relating to current and future market conditions and trends in respect thereof) that are not historical facts are based on current expectations, estimates, projections, opinions and/or beliefs of the Company, our Adviser and/or Morgan Stanley. Forward-looking statements are by their nature uncertain and such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. Unless specified, any views reflected herein are subject to change at any time without notice. None of the Company, our Adviser or Morgan Stanley is under any obligation to update or keep current the information contained herein. Past investment environments may not be repeated, and the investment environment in which the Company operates may be different. Certain information contained in this Memorandum constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "anticipates," "believes," "expects," "intends," "will," "should," "may," "plans," "continue," "seeks," "estimates," "would," "could," "targets," "projects," "outlook," "potential," "predicts" and variations of these words and similar expressions to identify forward-looking statements, although not all forward-looking statements include these words. We and Morgan Stanley expressly disclaim any representation or warranty regarding involvement in, or responsibility for, any forward-looking statements contained herein.

As a general matter, the performance of any other investment funds advised by our Adviser, Morgan Stanley or their respective affiliates, or Morgan Stanley as a firm, is not necessarily indicative of the Company's future performance. In addition, access to certain parts of Morgan Stanley may be limited in certain instances by a number of factors, including third party confidentiality obligations and information barriers established by Morgan Stanley in order to manage compliance with applicable law and potential conflicts of interest and regulatory restrictions, including without limitation joint transaction restrictions pursuant to the 1940 Act and internal policies and procedures. Such investment sources are not necessarily indicative of all sources that the Company may utilize in sourcing investments. There can be no assurance that the Company will be able to source investments from any one or more parts of the Morgan Stanley network, implement its strategy, achieve its investment objectives, find investments that fit its investment criteria or avoid substantial losses. Prospective investors should also note that the Company targets investments primarily in senior secured term loans to U.S. middle market companies primarily backed by private equity sponsors. References to "middle market" and "middle market companies" used throughout this Memorandum, including in respect of the market and financial information contained herein, have the meanings ascribed in each case, and vary based on, among other things, the source of information referred to and whether such information reflects a company's earnings before interest, taxes, depreciation and amortization ("EBITDA") or revenues. Prospective investors should note that the Company intends typically to focus on investments in issuers with annual EBITDA in the range of approximately US$15 million to US$200 million, although the Company may make investments in issuers with EBITDA outside of such range.

Certain information contained herein (including financial information and information relating to investments in companies) has been obtained from published and non-published sources. It has not been independently verified by the Company or Morgan Stanley. Neither the Company nor Morgan Stanley guarantees the accuracy of such information, and such persons have not independently verified the assumptions on which such information is based.

Certain numerical data contained within this Memorandum may not add up due to rounding.

Defined terms used in this Memorandum which are not otherwise defined shall have the meanings ascribed to such terms in the Form 10 Registration Statement.

We are incorporating by reference into this Memorandum the information in other documents that we file with the SEC, including without limitation, the Form 10 Registration Statement, which means that we are disclosing important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this Memorandum, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference in this Memorandum other documents we subsequently file with the SEC (including those made after the date of this Memorandum) until the termination of the Offering of our Common Units covered by this Memorandum.

The SEC maintains a website that provides access, free of charge, to reports, proxy and information statements and other information we file with the SEC at *www.sec.gov*. Copies of these reports, proxy and information statements and other information, including related exhibits and schedules, can also be obtained by contacting your Morgan Stanley representative.

You should rely only on the information contained in this Memorandum, including the documents incorporated by reference. We have not authorized any other person to provide you with different information. You should assume that the information appearing in this Memorandum is accurate only as of the date on the front cover of this Memorandum and that the information appearing in the documents incorporated by reference is accurate only as of the date each such document was filed with the SEC. Our business, financial condition, results of operations, cash flows and prospects may have changed since each such date.

This Memorandum does not constitute an offer or solicitation in any state or other jurisdiction in which it is unlawful to make such offer or solicitation. The terms of the Offering and the Common Units described in this Memorandum may be modified at any time. If the descriptions or terms in this Memorandum are inconsistent with or contrary to the Company's Certificate of Formation (as amended from time to time, the "Certificate"), the Company's Limited Liability Company Agreement (as amended from time to time, the "LLC Agreement," and, together with the Certificate, the "Organizational Documents") or the Subscription Agreement, the applicable Organizational Document and/or Subscription Agreement will control.

PROSPECTIVE INVESTORS SHOULD REVIEW APPENDIX B—"OFFERING LEGENDS" FOR CERTAIN INFORMATION RELATING TO OFFERS AND SALES OF COMMON UNITS TO INVESTORS IN CERTAIN NON-U.S. JURISDICTIONS. IN ADDITION, EACH INVESTOR MAY BE REQUIRED TO MEET OTHER SUITABILITY STANDARDS WHICH MAY BE NECESSARY OR DESIRABLE TO ENSURE COMPLIANCE WITH OTHER APPLICABLE LAWS. THE ACCEPTANCE OF A SUBSCRIPTION FOR COMMON UNITS DOES NOT CONSTITUTE A DETERMINATION BY US AND/OR THE ADVISER THAT AN INVESTMENT IN COMMON UNITS IS SUITABLE FOR A PROSPECTIVE INVESTOR.

For special notices to Investors in specific jurisdictions, see Appendix B.

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Section I. Offering Summary

The following is a summary of certain provisions of this Memorandum, the Subscription Agreement and other related documents. This summary does not purport to be complete. It is subject to, and qualified in its entirety by reference to, the entire Memorandum (including the documents incorporated by reference herein, including the Form 10 Registration Statement), the Subscription Agreement, the Investment Advisory Agreement (as defined below), the Administration Agreement (as defined below) and the other documents to which it refers.

The Company

We are a newly organized, externally managed, non-diversified closed-end investment company that intends to file an election to be regulated as a BDC under the 1940 Act. We also intend to elect to be treated, and comply with the requirement to qualify annually, as a RIC for U.S. federal income tax purposes.

We intend to file a Registration Statement on Form 10 for the registration of the Common Units under the Exchange Act and upon effectiveness of such Registration Statement will be subject to the requirements of Section 13(a) of the Exchange Act, including the rules and regulations promulgated under the Exchange Act, which will require us to file annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K.

Investment Objective

Our investment objective is to achieve attractive risk-adjusted returns via current income and, to a lesser extent, capital appreciation by investing primarily in directly originated senior secured term loans issued by U.S. middle market companies backed by financial sponsors.

We seek to achieve our investment objective primarily through direct origination of middle market senior secured term loans, including first lien senior secured term loans (including unitranche loans) and second lien senior secured term loans, higher-yielding assets such as mezzanine debt, unsecured debt, equity investments and other opportunistic asset purchases.

We may also make investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including in broadly syndicated loans, which may provide more liquidity than our private credit investments, for cash management purposes, including to manage payment obligations under our unit repurchase program. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time.

We expect that over the long term, our target asset mix will include **at least** 70-80% first lien senior secured loans, with the balance (20-30%) held in second lien senior secured term loans, higher-yielding assets such as mezzanine debt, unsecured debt, and equity investments. Our ability to achieve this target asset mix will depend on the availability of suitable investment opportunities, as well as general market conditions, and may be subject to change as deemed necessary by our Board of Directors. In addition, over the long term, our investments in the aggregate are generally expected to comply with the following guidelines, in all cases measured as a percentage of our gross assets, provided, that we would not necessarily expect to immediately meet these guidelines during the initial ramp-up of our portfolio following commencement of investment operations:

- Typical investment to represent between 1% and 3%;
- No industry to represent more than 20%;
- Non-U.S. portfolio companies not to exceed 10%; and
- Target leverage of 1.0x (as measured by debt-to-equity, subject to a cap of 2.0x) meaning that for every $1 of equity, we will target $1 of debt and senior securities

The Offering

We will conduct a continuous private offering of our Common Units (the "Private Offering") to investors in reliance on exemptions from the registration requirements of the Securities Act.

Form of Investment	Common Units
Purchase Price	The purchase price for our Common Units in the initial closing of the Private Offering will be $20.00 per Common Unit. We intend to sell our Common Units at a net offering price that we believe generally reflects the net asset value per Common Unit as determined in accordance with the Company's unit pricing policy, but there is no guarantee that the net offering price of our Common Units at any closing will be equal to the net asset value of our Units as of the date of any such closing. We will modify our offering price to the extent necessary to comply with the requirements of the 1940 Act, including the requirement that we not sell our Common Units at a net offering price below our net asset value per Common Unit unless we obtain the requisite approval from our unitholders.
Adviser	The Adviser will provide portfolio management services to us pursuant to an investment advisory agreement with us (the "Investment Advisory Agreement"), including investigating, analyzing, structuring and negotiating potential investments, monitoring the performance of portfolio companies and determining when to dispose of our investments. The Adviser is registered as an investment adviser with the SEC under the Advisers Act. A team of our Adviser's investment committee servicing the Company (the "Investment Committee") will evaluate and approve all of our investments, subject to the oversight of the Board of Directors. See "Item 1. Business—The Adviser" in the Form 10 Registration Statement.
Management and Incentive Fees	We will pay the Adviser a fee for its services under the Investment Advisory Agreement. The fee will consist of two components: a base management fee (the "Management Fee") and an incentive fee, which will consist of two components (together, the "Incentive Fee"). *Management Fee.* The Management Fee will be calculated at an annual rate of 1.00% based on the average of the Company's net asset value at the end of the two most recently completed calendar months. The Adviser has agreed to irrevocably waive the base management fee through March 31, 2024. *Incentive Fee.* The Company will also pay the Adviser an Incentive Fee consisting of two parts. The first part is determined and paid quarterly based on our pre-incentive fee net investment income and the second part is determined and payable in arrears based on net capital gains as of the end of each calendar year or upon termination of the Investment Advisory Agreement. The Adviser has agreed to irrevocably waive its incentive fee based on net investment income through March 31, 2024. See "Item 1. Business—Investment Advisory Agreement" in the Form 10 Registration Statement.
Expense Support	Pursuant to an Expense Support and Conditional Reimbursement Agreement (the "Expense Support Agreement") with the Adviser, the Adviser may elect to pay certain of the Company's expenses on its behalf (each, an "Expense Payment"), provided that no portion of the payment will be used to pay any of the Company's interest expense. The Expense Support Agreement may require the Company to repay the Adviser for previously waived reimbursement of expense payments under certain circumstances. The previously waived expenses will be potentially subject to repayment by the Company, if at all, within a period not to exceed three years from the date of the relevant waiver.
Administrator	We expect to enter into an administration agreement (the "Administration Agreement") with MS Private Credit Administrative Services LLC, an affiliate of the Adviser (the "Administrator"), pursuant to which the Administrator will provide the administrative services necessary for us to conduct our business. We will reimburse the Administrator for our allocable portion of overhead and certain other expenses incurred by the Administrator in performing its obligations under the Administration Agreement. See "Item 1. Business—The Administrator" in the Form 10 Registration Statement.

Organizational and Offering Expenses	We will bear, among other expenses and costs, initial organizational costs and offering costs incurred in connection with the Private Offering. Costs associated with the organization of the Company will be expensed as incurred. The Company's initial offering costs will be capitalized on our balance sheet as deferred offering expenses and amortized over 12 months.
Company Term	We intend to operate as a non-exchange traded, perpetual-life BDC, which is a BDC whose units are not listed for trading on a stock exchange or other securities market. The Company uses the term "perpetual-life BDC" to describe an investment vehicle of indefinite duration whose units are intended to be sold by the Company monthly on a continuous basis.
Closings	We intend to commence operations concurrently with (or shortly after) the initial closing of the Private Offering. Additional closings are expected to occur monthly thereafter.
Warehouse Transaction	We have entered into a facility agreement with an unaffiliated third party to acquire our initial portfolio investments by purchasing certain investments owned and held by such third party concurrently with the initial closing of the Private Offering and prior to our election to be regulated as a business development company. Our obligation to purchase such investments is conditional upon satisfying certain conditions, namely (1) the earlier of (a) September 1, 2023, so long as we have received aggregate subscriptions of $75 million or greater, or (b) the receipt of aggregate subscriptions of $500 million or greater, and (2) the Board of Directors' approval of our acceptance of such capital subscriptions. As of the date of the consolidated financial statements in the Form 10 Registration Statement, none of the conditions have been met.
Unit Repurchase Program	Subject to market conditions and the approval of our Board of Directors, we expect to commence quarterly repurchase offers pursuant to a unit repurchase program. We intend to limit the number of Common Units to be repurchased in each quarter to no more than 5% of our outstanding Common Units (either by number of Common Units or aggregate net asset value) as of such quarter end.
Distributions	To the extent that we have income available, we intend to make monthly distributions to our unitholders. The amount of distributions, if any, will be determined by the Board of Directors. Any distributions will be declared out of assets legally available for distribution.
Closing	The initial closing of the Private Offering is expected to occur on or about December 1, 2023.
Transfer Restrictions	The Common Units will be subject to significant transfer restrictions. The Common Units may not be sold or transferred (1) except as permitted under the Subscription Agreement and (2) unless they are registered under the Securities Act and under any other applicable securities laws or pursuant to an exemption from such registration thereunder if one is available. See "Item 11. Description of Registrant's Securities to be Registered – Description of our Common Units – Transfer and Resale Restrictions" in the Form 10 Registration Statement for additional information.
Board of Directors	The Board of Directors will be responsible for the overall management and affairs of the Company. The Board of Directors is expected consist of six members, four of whom are expected to be independent directors, which are defined as individuals who are not an "interested person" of the Company or the Adviser (as such term is defined in Section 2(a)(19) of the 1940 Act). The Board of Directors will be composed of a majority of independent directors on or before the date of the initial closing of the Private Offering.

BDC Requirements; Concentration Limits

In order to maintain its status as a BDC, we will need to satisfy certain requirements, including, but not limited to:

(i) except for shares of registered money market funds, the Company generally cannot acquire more than 3% of the voting stock of any registered investment company or BDC (either, an "Investment Company"), invest more than 5% of the value of its total assets in the securities of one Investment Company or invest more than 10% of the value of its total assets in the securities of Investment Companies in the aggregate;

(ii) the Company will not acquire any assets other than "qualifying assets" as defined in the 1940 Act (as summarized in "Item 1. Business—Regulation as a Business Development Company" in the Form 10 Registration Statement) unless, at the time the acquisition is made, at least 70% of the Company's total assets are qualifying assets;

(iii) the Company will offer, and must provide upon request, significant managerial assistance to its portfolio companies that constitute qualifying assets (as described in greater detail in "Item 1. Business—Regulation as a Business Development Company" in the Form 10 Registration Statement); and

(iv) the Company generally must have at least 150% asset coverage (as defined in the 1940 Act) for its debt after incurring any new indebtedness, subject to receipt of certain approvals and compliance with certain disclosure requirements.

For a summary of the BDC regulatory framework, see "Item 1. Business—Regulation as a Business Development Company" in the Form 10 Registration Statement

RIC Requirements

In order to qualify as a RIC under Subchapter M of the Code, the Company must, among other things, meet certain source-of-income and asset diversification requirements, including requirements to timely distribute at least 90% of its investment company taxable income (as defined under the Code). For a summary of the tax considerations applicable to an investment in a BDC, see "Item 1. Business—Certain U.S. Federal Income Tax Considerations" in the Form 10 Registration Statement. Investors should seek advice based on their particular circumstances from an independent tax advisor.

Borrowings and Guarantees

As a BDC, we will be permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our Common Units if our asset coverage, as defined in the 1940 Act, is at least equal to 150%, subject to compliance with certain disclosure requirements, immediately after each such issuance. Furthermore, while any senior securities remain outstanding, we must make provision to prohibit any distribution to our unitholders or the repurchase of such securities or units unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase.

In connection with potential borrowings, our lenders may require us to pledge assets, commitments and/or the proceeds of capital calls and to comply with positive or negative covenants that could have an effect on the Company's operations. See "Item 1A. Risk Factors—Risks Relating to Our Business and Structure—We intend to finance our investments with borrowed money, which will magnify the potential for gain or loss on amounts invested and may increase the risk of investing in us." in the Form 10 Registration Statement.

Distribution Reinvestment Plan

We have an "opt in" distribution reinvestment plan. As a result, if we declare a cash distribution, unitholders that specifically opt in to the distribution reinvestment plan will have their cash distributions automatically reinvested in additional Common Units. See "Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters—Distribution Reinvestment Plan" in the Form 10 Registration Statement for additional information.

Valuations	The Board of Directors, with the assistance of its audit committee (the "Audit Committee"), will determine the fair value of the Company's assets on at least a quarterly basis, in accordance with the terms of Financial Accounting Standards Board's Accounting Standards Codification, as amended, Topic 820, Fair Value Measurement and Disclosures. The Audit Committee will be comprised of independent directors. The Board of Directors intends to delegate to the Adviser as valuation designee (the "Valuation Designee") the responsibility of determining fair value of our investment portfolio, subject to oversight by the Board of Directors, pursuant to Rule 2a-5 under the 1940 Act. As such, the Valuation Designee will be charged with determining the fair value of our investment portfolio, subject to oversight by the Board of Directors.
Hedging	We may enter into currency hedging contracts, interest rate hedging agreements such as futures, options, swaps and forward contracts, and credit hedging contracts, such as credit default swaps. However, no assurance can be given that such hedging transactions will be entered into or, if they are, that they will be effective.
Custodian, Transfer Agent Distribution Payment Agent and Registrar	State Street Bank and Trust Company ("State Street").
Counsel	Dechert LLP
Auditors	Deloitte & Touche LLP ("Deloitte")

Section II. Use of Proceeds

We intend to use the net proceeds from this Offering to invest, in accordance with our investment objective, primarily in directly originated senior secured term loans, including first lien senior secured term loans (including unitranche loans) and second lien senior secured term loans, higher-yielding assets such as mezzanine debt, unsecured debt, equity investments and other opportunistic asset purchases. Typical middle-market senior loans may be issued by middle-market companies in the context of leveraged buyouts, acquisitions, debt refinancings, recapitalizations, and other similar transactions. Proceeds from this Offering will also be used for working capital purposes and operating expenses, including management and administrative fees, and other expenses such as due diligence expenses relating to potential new investments from the net proceeds of this Offering.

We may also make investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including in broadly syndicated loans, which may provide more liquidity than our private credit investments, for cash management purposes, including to manage payment obligations under our unit repurchase program. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time.

Section III. Potential Conflicts of Interest

Introduction

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities, including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities. In the ordinary course of its business, Morgan Stanley is a full-service investment banking and financial services firm and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of our investors, notwithstanding Morgan Stanley's participation as one of our investors. Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account (as defined below), on the one hand, and us, on the other hand, may exist and others may arise in connection with our operation. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and us. The discussion below enumerates certain actual, apparent and potential conflicts of interest. There is no assurance that conflicts of interest will be resolved in favor of the investors, and, in fact, they may not be.

Prospective investors should be aware that our vendors and service providers may charge higher fee rates or otherwise contract on terms that are different to those offered to Morgan Stanley or other Morgan Stanley products.

Material Nonpublic Information

It is expected that confidential or material nonpublic information regarding a portfolio company or potential investment opportunity may become available to Morgan Stanley. If such information becomes available to Morgan Stanley, we may be precluded (by trading restrictions in order to comply with applicable law, regulatory restrictions or internal policies or procedures), including without limitation joint transaction restrictions pursuant to the 1940 Act from pursuing an investment or exit opportunity with respect to such portfolio company or investment opportunity. The Adviser and/or Morgan Stanley may also from time to time be subject to contractual "stand-still" obligations and/or confidentiality obligations that may restrict the Adviser's ability to trade in or make certain investments on our behalf. In addition, Morgan Stanley may be precluded from disclosing such information to the Adviser's investment team (the "Investment Team"), even in circumstances in which the information would benefit us if disclosed. Therefore, the Adviser may not be provided access to material nonpublic information in the possession of Morgan Stanley that might be relevant to an investment decision to be made by us, and we may initiate a transaction or sell an investment that, if such information had been known to it, may not have been undertaken. In addition, certain members of the Investment Team and of the Investment Committee may be recused from certain investment-related discussions, including Investment Committee meetings, so that such members do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to us. Furthermore, access to certain parts of Morgan Stanley may be subject to third party confidentiality obligations and to information barriers established by Morgan Stanley in order to manage potential conflicts of interest and regulatory restrictions, including without limitation joint transaction restrictions pursuant to the 1940 Act and internal policies and procedures.

Accordingly, the Company's ability to source investments from other business units within Morgan Stanley may be limited and there can be no assurance that the Company will be able to source any investments from any one or more parts of the Morgan Stanley network.

Investments by Morgan Stanley and Its Affiliated Investment Accounts

Morgan Stanley has advised, and may advise, clients and has sponsored, managed or advised the Affiliated Investment Accounts with a wide variety of investment objectives that in some instances may overlap or conflict with the investment objectives of the Company and present conflicts of interest, including without limitation, the other BDCs managed by the Adviser (the "MS BDCs"), whose investment objectives overlap with those of the Company. The term "Affiliated Investment Accounts" includes certain alternative investment funds, regulated funds and investment programs, accounts and businesses that are advised by or affiliated with the Adviser or its affiliates or through which Morgan Stanley Investment Management otherwise conducts its business, together with any new or successor to such funds, programs, accounts or businesses. In addition, Morgan Stanley routinely makes equity and debt investments in connection with its global business and operations. The U.S. private credit

platform of Morgan Stanley Investment Management may also from time to time create new or successor Affiliated Investment Accounts that may compete with the Company for investment opportunities or overlap in terms of investment strategy and may present similar conflicts of interest. Morgan Stanley and/or some of its Affiliated Investment Accounts have routinely made, and will continue to make, investments that fall within the investment objectives of the Company. Certain members of the Investment Team and the Investment Committee may make investment decisions on behalf of Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with those of the Company.

Morgan Stanley currently invests and plans to continue to invest on its own behalf and on behalf of its Affiliated Investment Accounts in a wide variety of investment opportunities in North America, Europe and elsewhere. Morgan Stanley and, to the extent consistent with applicable law and/or exemptive relief, its Affiliated Investment Accounts will be permitted to invest in investment opportunities without making such opportunities available to us beforehand. Subject to the requirements of any applicable exemptive relief, Morgan Stanley may offer investments that fall into the investment objectives of an Affiliated Investment Account to such account or make such investment on its own behalf, even though such investment also falls within our investment objectives. We may invest in opportunities that Morgan Stanley and/or one or more Affiliated Investment Accounts has declined, and vice versa. Certain of these Affiliated Investment Accounts may provide for higher management fees or incentive fees or have greater expense reimbursements or overhead allocations, or permit the Adviser and its affiliates to receive higher origination and other transaction fees, which may create an incentive for the Adviser to favor such Affiliated Investment Accounts. All of the foregoing may reduce the number of investment opportunities available to the Company and may create conflicts of interest in allocating investment opportunities among the Company, itself and the Affiliated Investment Accounts, including the MS BDCs.

To seek to reduce potential conflicts of interest and to attempt to allocate such investment opportunities in a fair and equitable manner, the Adviser has implemented allocation policies and procedures. These policies and procedures are intended to give all applicable clients of the Adviser, including the Company, fair access to new private credit investment opportunities consistent with the requirements of organizational documents, investment strategies, applicable laws and regulations, the fiduciary duties of the Adviser, and to meet the conditions set in the exemptive relief granted by the SEC. The exemptive relief allows certain of the Adviser's clients to participate in negotiated co-investment transactions, subject to the conditions set forth therein as described under "Co-Investment Transactions" below. Each applicable client of the Adviser that is subject to the allocation policies and procedures, including the Company, is assigned a portfolio manager by the Adviser. The portfolio managers review potential investment opportunities and will make an initial determination with respect to the allocation of each applicable opportunity taking into account various factors, including, but not limited to those described under "Co-Investment Transactions" below. The Adviser is empowered to take into account other considerations it deems appropriate to ensure a fair and equitable allocation of opportunities. The allocation policies and procedures are subject to change. Investors should note that the conflicts inherent in making such allocation decisions may not always be resolved to our advantage. There can be no assurance that we will have an opportunity to participate in certain opportunities that fall within our investment objectives.

It is possible that Morgan Stanley or an Affiliated Investment Account will invest in a company that is or becomes a competitor of a portfolio company of the Company. Such investment could create a conflict between us, on the one hand, and Morgan Stanley or the Affiliated Investment Account, on the other hand. In such a situation, Morgan Stanley may also have a conflict in the allocation of its own resources to the portfolio company. In addition, certain Affiliated Investment Accounts will be focused primarily on investing in other funds which may have strategies that overlap and/or directly conflict and compete with us. In certain cases, we may be unable to invest in attractive opportunities because of the investment by these Affiliated Investment Accounts in such private equity or private credit funds.

It should be noted that Morgan Stanley has, directly or indirectly, made large investments in certain of its Affiliated Investment Accounts, including the MS BDCs, and accordingly Morgan Stanley's investment in the Company may not be a determining factor in the outcome of any of the foregoing conflicts. Nothing herein restricts or in any way limits the activities of Morgan Stanley, including its ability to buy or sell interests in, or provide financing to, equity and/or debt instruments, funds or portfolio companies, for its own accounts or for the accounts of Affiliated Investment Accounts or other investment funds or clients in accordance with applicable law.

We intend to rely on exemptive relief, which has been granted by the SEC to our Adviser and certain of its affiliates, to co-invest with other funds advised by our Adviser or its affiliates, including the MS BDCs and other private funds advised by the Adviser, in a manner consistent with our investment objective positions, policies,

strategies and restrictions as well as regulatory requirements and other pertinent factors. See "Co-Investment Transactions" below.

Our Adviser or its affiliates may engage in certain origination activities and receive arrangement, structuring or similar fees in connection with such activities. See "Item 1A. Risk Factors — Risks Relating to Our Business and Structure — Conflicts related to obligations the Investment Committee, the Adviser or its affiliates have to other clients and conflicts related to fees and expenses of such other clients" in the Form 10 Registration Statement. Our Adviser's liability is limited under the Investment Advisory Agreement, and we are required to indemnify our Adviser against certain liabilities. These protections may lead our Adviser to act in a riskier manner when acting on our behalf than it would when acting for its own account. See "Item 1A. Risk Factors — Risks Relating to Our Business and Structure — The liability of each of the Adviser and the Administrator is limited, and we have agreed to indemnify each against certain liabilities, which may lead them to act in a riskier manner on our behalf than each would when acting for its own account" in the Form 10 Registration Statement.

Co-Investment Transactions

Our Adviser has received the exemptive relief from the SEC that permits us, among other things, to co-invest with certain other persons, including certain Affiliated Investment Accounts advised and controlled by the Adviser, including the MS BDCs. Subject to the 1940 Act and the conditions of any such co- investment order issued by the SEC, we may, under certain circumstances, co-invest with certain Affiliated Investment Account advised by the Adviser in investments that are suitable for the Company and one or more of such Affiliated Investment Account. Even though the Company and any such Affiliated Investment Account co-invest in the same securities, conflicts of interest may still arise. If the Adviser is presented with co-investment opportunities that generally fall within our investment objective and other Board-established criteria and those of one or more Affiliated Investment Accounts advised by the Adviser, whether focused on a debt strategy or otherwise, the Adviser will allocate such opportunities among us and such Affiliated Investment Accounts in a manner consistent with the exemptive relief and our Adviser's allocation policies and procedures, as discussed herein.

Investment opportunities for all other Affiliated Investment Accounts not advised by our Adviser or its affiliates as well as other Morgan Stanley business lines are allocated in accordance with their respective investment advisers' and Morgan Stanley's other allocation policies and procedures. Such policies and procedures may result in certain investment opportunities that are attractive to us being allocated to other funds, accounts or Morgan Stanley business lines that are not advised by our Adviser.

With respect to co-investment transactions conducted under the co-investment exemptive relief, initial internal allocations among us and certain other Affiliated Investment Accounts advised by our Adviser that are party to the exemptive relief, or the Internal Order, will generally be made taking into account a variety of factors which may include factors not limited to: investment guidelines, goals or restrictions of the applicable Affiliated Investment Accounts, capacity and execution capability of the vehicle (i.e. availability of capital), existing allocations to issuers, industry and geographical concentrations, diversification requirements and objectives, leverage covenants or restrictions, tax considerations, desired position sizes, legal or regulatory considerations, investment horizon/life cycle, liquidity requirements, risk concentration limits (if any), prohibitions or restrictions on "joint transactions" for entities regulated under the 1940 Act, compliance with co-investment order conditions pursuant to the exemptive order and other applicable guidance and relief, as applicable. If we invest in a transaction under the co-investment exemptive relief and, immediately before the submission of the order for us and the other participating Affiliated Investment Accounts, the opportunity is oversubscribed, it will generally be allocated on a pro rata basis based on Internal Order's size. Final allocations are approved by an allocation committee comprised of senior management. Our Board of Directors regularly reviews the allocation policies and procedures and code of ethics of the Adviser.

To the extent consistent with applicable law and/or any exemptive relief applicable to us and/or the Adviser, in addition to such co-investments, the Company and Morgan Stanley or an Affiliated Investment Account may, as part of unrelated transactions, invest in either the same or different tiers of a portfolio company's capital structure or in an affiliate of such portfolio company. To the extent we hold investments in the same portfolio company or in an affiliate thereof that are different (including with respect to their relative seniority) than those held by Morgan Stanley or an Affiliated Investment Account, the Adviser and Morgan Stanley may be presented with decisions when the interests of the two co-investors are in conflict. In circumstances where there is a portfolio company in

which we have an equity or debt investment and in which Morgan Stanley or an Affiliated Investment Account has an equity or senior debt investment elsewhere in the portfolio company's capital structure, Morgan Stanley may have conflicting loyalties between its duties to its shareholders, the Affiliated Investment Account, the Company, certain of its other affiliates and the portfolio company. In that regard, actions may be taken for Morgan Stanley or such Affiliated Investment Account that are adverse to us, or actions may or may not be taken by us due to Morgan Stanley's or such Affiliated Investment Account's investment, which action or failure to act may be adverse to us. In addition, it is possible that in a bankruptcy proceeding, our interest may be subordinated or otherwise adversely affected by virtue of Morgan Stanley's or such Affiliated Investment Account's involvement and actions relating to its investment. Decisions about what action should be taken in a troubled situation, including whether to enforce claims, whether to advocate or initiate restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring, raise conflicts of interest. If a portfolio company becomes troubled, we might arguably be best served by a liquidation that would result in its debt being paid, but leave nothing for Morgan Stanley or such Affiliated Investment Accounts. In those circumstances where the Company and Morgan Stanley or such Affiliated Investment Accounts hold investments in different classes of a company's debt or equity, Morgan Stanley may also, to the fullest extent permitted by applicable law, take steps to reduce the potential for adversity between the Company and Morgan Stanley or such Affiliated Investment Accounts, including causing the Company to take certain actions that, in the absence of such conflict, it would not take, such as (A) remaining passive in a restructuring or similar situations (including electing not to vote or voting pro rata with other security-holders), (B) divesting investments or (C) otherwise taking an action designed to reduce adversity. A similar standard generally will apply if Morgan Stanley or such Affiliated Investment Accounts make an investment in a company or asset in which we hold an investment in a different class of such company's debt or equity securities or such asset.

Morgan Stanley Trading and Principal Investing Activities

Notwithstanding anything to the contrary herein, Morgan Stanley will generally conduct its sales and trading businesses, publish research and analysis, and render investment advice without regard for our holdings, although these activities could have an adverse impact on the value of one or more of our investments, or could cause Morgan Stanley to have an interest in one or more portfolio investments that is different from, and potentially adverse to ours.

Morgan Stanley's sales and trading, financing and principal investing businesses (whether or not specifically identified as such and including Morgan Stanley's trading and principal investing businesses) will not be required to offer any investment opportunities to us. These businesses may encompass, among other things, principal trading activities as well as principal investing.

Morgan Stanley's sales and trading, financing, and principal investing businesses have acquired or invested in, and in the future may acquire or invest in, minority and/or majority control positions in equity or debt instruments of diverse public and/or private companies. Such activities may put Morgan Stanley in a position to exercise contractual, voting, or creditor rights, or management or other control with respect to securities or loans of portfolio companies or other issuers, and in these instances Morgan Stanley may, in its discretion and subject to applicable law, act to protect its own interests or interests of clients, and not our interests.

Subject to the limitations of applicable law and the conditions of the exemptive relief, we may purchase from or sell assets to, or make investments in, companies in which Morgan Stanley has or may acquire an interest, including as an owner, creditor or counterparty.

Morgan Stanley's Investment Banking Activities

Morgan Stanley advises clients on a variety of mergers, acquisitions, go private, hedging and financing transactions. Morgan Stanley may act as an advisor to clients, including other investment funds that may compete with us, with respect to investments in portfolio companies in which we may invest. Morgan Stanley may give advice and take action with respect to any of its clients or proprietary accounts that may differ from the advice given, or may involve an action of a different timing or nature than the action taken, by us. Morgan Stanley may give advice and provide recommendations to persons competing with us and/or any of our portfolio companies that are contrary to our best interests and/or the best interests of our portfolio companies.

Morgan Stanley could be engaged in financial advising, whether on the buy-side or sell-side, or in financing,

lending or hedging assignments that could result in Morgan Stanley's determining in its discretion or being required to act exclusively on behalf of one or more third parties, which could limit our ability to transact with respect to one or more existing or potential investments. Morgan Stanley may have relationships with third-party funds, companies or investors who may have invested in or may look to invest in portfolio companies, and there could be conflicts between our best interests, on the one hand, and the interests of a Morgan Stanley client or counterparty, on the other hand. From time to time, Morgan Stanley's investment banking professionals may introduce a client to us that requires financing to complete an acquisition transaction and may receive a finder's fee to the extent permitted by applicable law.

To the extent that Morgan Stanley advises creditor or debtor companies in the financial restructuring of companies either prior to or after filing for protection under chapter 11 of the Bankruptcy Code or similar laws in other jurisdictions, the Adviser's flexibility in making investments in such restructurings on our behalf may be limited.

Morgan Stanley could provide investment banking services to competitors of portfolio companies, as well as to private equity and/or private credit funds; such activities may present Morgan Stanley with a conflict of interest vis-à-vis our investment and may also result in a conflict in respect of the allocation of investment banking resources to portfolio companies.

Our portfolio companies may engage Morgan Stanley to perform investment banking services, including advice on valuing, structuring, negotiating and arranging financing for certain transactions, and Morgan Stanley may also earn fees in connection with unconsummated transactions. In such situations, Morgan Stanley will generally receive fees based on the prevailing market rates for such services upon the consummation of the investment banking transaction for which it was retained.

Morgan Stanley will not share these fees with us. Morgan Stanley may also make interest-bearing loans to us and our portfolio companies and may act as agent in connection with the placement or syndication of our respective indebtedness.

To the extent permitted by applicable law, Morgan Stanley may provide a broad range of financial services to companies in which we invest, including strategic and financial advisory services, interim acquisition financing and other lending and underwriting or placement of securities, and Morgan Stanley generally will be paid fees (that may include warrants or other securities) for such services.

Morgan Stanley will not share any of the foregoing interest, fees and other compensation received by it (including, for the avoidance of doubt, amounts received by the Adviser) with us or the investors, and the management fees payable by or on our behalf and the behalf of the investors will not be reduced thereby.

Morgan Stanley may be engaged to act as a financial advisor to a company in connection with the sale of such company, or subsidiaries or divisions thereof, may represent potential buyers of businesses through its mergers and acquisition activities and may provide lending and other related financing services in connection with such transactions. Morgan Stanley's compensation for such activities is usually based upon realized consideration and is usually contingent, in substantial part, upon the closing of the transaction. We may be precluded from participating in a loan to the company being sold under these circumstances.

Morgan Stanley's Investment Management Activities

Morgan Stanley conducts a variety of investment management activities, including sponsoring investment funds that are registered under the 1940 Act and subject to its rules and regulations. Such activities also include managing assets of pension funds that are subject to federal pension law and its regulations. Such activities are generally restricted to investments in publicly traded securities and may present conflicts if we pursue an investment in, or if one of our portfolio companies seeks to acquire or merge with, a public company in which Morgan Stanley's investment management clients and investment companies have previously invested.

Morgan Stanley's Marketing Activities

Morgan Stanley is engaged in the business of underwriting, syndicating, brokering, administering, servicing, arranging and advising on the distribution of a wide variety of alternative structured products and other securities in which we may invest, including, without limitation, royalty-backed bonds and royalty sales, tax receivable agreements, index dividend swaps, synthetic performing loan securitizations, collateralized loan obligations and commercial mortgage-backed securities. Subject to the restrictions of the 1940 Act, including Sections 10(f) and

57(a) thereof, we may invest in transactions in which Morgan Stanley acts as underwriter, placement agent, syndicator, broker, administrative agent, servicer, advisor, arranger or structuring agent and receives fees or other compensation from the sponsors of such products or securities. Any fees earned by Morgan Stanley in such capacity will not be shared with us. Certain conflicts of interest, in addition to the receipt of fees or other compensation, would be inherent in these transactions. Moreover, the interests of one of Morgan Stanley's clients with respect to an issuer of securities in which we have an investment may be adverse to our best interests. In conducting the foregoing activities, Morgan Stanley will be acting for its other clients and will have no obligation to act in our best interests.

Without limiting the generality of the foregoing, in light of our investment strategy, it is anticipated that a portion of our investments will be sourced from various Morgan Stanley business units, including in particular, but without limitation, the IS division, which includes Investment Banking, Sales & Trading, and Global Capital Markets. To the extent permitted by the 1940 Act, IS may serve as a broker to both the counterparty and us. There can be no assurance that we will be able to source investments from other businesses within Morgan Stanley.

Commodities and Global-Structured Products

Morgan Stanley's commodities business will not be required to offer any investment opportunity to us. This business includes or may include in the future (but is not limited to) the ownership (whether directly or indirectly, in whole or in part), financing, hedging, trading, production, storage and delivery of various types of commodities and commodity-related products and commodity-related assets, including, without limitation, energy (power and capacity), coal, emissions, oil and its byproducts, natural gas, metals and minerals, agricultural products, wind-powered energy, renewables, biodiesels, shipping, transmission, port and storage facilities, conversion facilities or any associated land or other facilities and generation.

Morgan Stanley's global-structured products business will not be required to offer any investment opportunity to us. This business is a joint venture among Morgan Stanley's investment banking, fixed income and consolidated equities divisions that pursues structured tax-advantaged transactions primarily on behalf of Morgan Stanley.

Client Relationships

Morgan Stanley has existing and potential relationships with a significant number of corporations, institutions and individuals. In providing services to its clients, Morgan Stanley may face conflicts of interest with respect to activities recommended to or performed for such clients, on the one hand, and us, the investors or the entities in which we invest, on the other hand. In addition, these client relationships may present conflicts of interest in determining whether to offer certain investment opportunities to us.

In acting as principal or in providing advisory and other services to its other clients, Morgan Stanley may engage in or recommend activities with respect to a particular matter that conflict with or are different from activities engaged in or recommended by the Adviser on our behalf.

Principal Investments

To the extent permitted by applicable law, there may be situations in which our interests in a portfolio company may conflict with the interests of one or more general accounts of Morgan Stanley and its affiliates or accounts advised by Morgan Stanley or their affiliates. This may occur because these accounts hold public and private debt and equity securities of a large number of issuers which may be or become portfolio companies, or from whom portfolio companies may be acquired.

Conflicts with Portfolio Companies

Officers and employees of the Adviser or Morgan Stanley may serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interest of the portfolio company. In certain circumstances, for example in situations involving bankruptcy or near insolvency of the portfolio company, actions that may be in the best interests of the portfolio company may not be in our best interests, and vice versa. In addition, the possibility exists that the companies with which one or more members of the Investment Team or other employees of Morgan Stanley are involved could engage in transactions that would be

suitable for us, but in which we might be unable to invest. Accordingly, in these situations, there may be conflicts of interests between such person's duties as an officer or employee of the Adviser or Morgan Stanley and such person's duties as a director of the portfolio company.

Morgan Stanley may invest on behalf of itself and/or its Affiliated Investment Accounts in a portfolio company that is a competitor of one of our portfolio companies or that is a service provider, supplier, customer or other counterparty with respect to one of our portfolio companies. In providing advice and recommendations to, or with respect to, such portfolio companies, and in dealing in their securities on behalf of itself or such Affiliated Investment Accounts, to the extent permitted by law, Morgan Stanley will not take into consideration our best interests or the best interests of our portfolio companies. Accordingly, such advice, recommendations and dealings may result in adverse consequences to us or our portfolio companies. In addition, in providing services to such portfolio companies, the Adviser may come into possession of information that it is prohibited from acting on (including on our behalf) even though such action would be in our best interests. See also "Material Nonpublic Information" above.

Transactions with Portfolio Companies of Affiliated Investment Accounts

Our portfolio entities may be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies or other entities of portfolio investments of Affiliated Investment Accounts (for example, one of our portfolio entities may retain a company in which an Affiliated Investment Account invests to provide services or may acquire an asset from such company or vice versa). Certain of these agreements, transactions and arrangements involve fees, servicing payments, rebates and/or other benefits to Morgan Stanley or its affiliates. For example, portfolio entities may, including at the encouragement of Morgan Stanley, enter into agreements regarding group procurement and/or vendor discounts. Morgan Stanley and its affiliates may also participate in these agreements and may realize better pricing or discounts as a result of the participation of portfolio entities. To the extent permitted by applicable law, certain of these agreements may provide for commissions or similar payments and/or discounts or rebates to be paid to a portfolio entity of an Affiliated Investment Account, and such payments or discounts or rebates may also be made directly to Morgan Stanley or its affiliates. Under these arrangements, a particular portfolio company or other entity may benefit to a greater degree than the other participants, and the Morgan Stanley funds, investment vehicles and accounts (which may or may not include us) that own an interest in such entity will receive a greater relative benefit from the arrangements than the Morgan Stanley funds, investment vehicles or accounts that do not own an interest therein. Such fees and compensation received by portfolio companies of Affiliated Investment Accounts described above would not be shared with us.

Broken Deal and Other Expenses

The appropriate allocation of fees and expenses generated in connection with potential portfolio investments that are not consummated with an investment of our assets, including without limitation out-of- pocket fees associated with attorney fees and the fees of other professionals, will be determined based on the policies adopted by the Adviser and we are expected to bear our ratable share of such expenses.

Investments in Portfolio Investments of Other Funds

To the extent permitted by applicable law and/or the terms of the exemptive relief, when we invest in certain companies or other entities, other funds affiliated with the Adviser may have made or may be making an investment in such companies or other entities.

Other funds that have been or may be advised by the Adviser or its affiliated advisers may invest in the companies or other entities in which we have made an investment. Under such circumstances, we and such other funds may have conflicts of interest (e.g., over the terms, exit strategies and related matters, including the exercise of remedies of our respective investments). If the interests held by us are different from (or take priority over) those held by such other funds, the Adviser may be required to make a selection at the time of conflicts between the interests held by such other funds and the interests held by us.

Allocation of Expenses

Expenses may be incurred that are attributable to us and one or more other Affiliated Investment Accounts

(including in connection with portfolio companies in which we, and such other Affiliated Investment Accounts have overlapping investments). The allocation of such expenses among such entities raises potential conflicts of interest. The Adviser and its affiliates intend to allocate such common expenses among us and any such other Affiliated Investment Accounts on a pro rata basis or in such other manner as may be required by applicable law.

Temporary Investments

To more efficiently invest short-term cash balances held by us, the Adviser may invest such balances on an overnight "sweep" basis in shares of one or more money market funds or other short-term vehicles. It is anticipated that the investment adviser to these money market funds or other short-term vehicles may be affiliated with the Adviser to the extent permitted by applicable law, including Rule 12d1-1 under the 1940 Act. In such a case, the affiliated investment adviser will receive asset-based fees in respect of our investment (which will reduce the net return realized by us).

Brokerage Activities

The Adviser may, in its discretion, subject to its determination in its discretion that such transactions are on arm's-length terms, and subject to applicable law, choose to execute trades with Morgan Stanley acting as agent and charging a commission to us.

Restructuring Activities

Morgan Stanley may also represent creditor or debtor companies in proceedings under chapter 11 of the U.S. Bankruptcy Code (and equivalent non-U.S. bankruptcy laws) or prior to these proceedings. From time to time, Morgan Stanley may serve on creditor or equity committees. These actions, for which Morgan Stanley may be compensated, may limit or preclude the flexibility that we may otherwise have to buy or sell securities issued by those companies, as well as certain other assets.

Other Affiliate Transactions

We may borrow money from multiple lenders, including Morgan Stanley, from time to time as permitted by applicable law. In addition, our portfolio companies also may participate as a counterparty with, or as a counterparty to, Morgan Stanley or an investment vehicle formed by it in connection with currency and interest rate hedging, derivatives (including swaps and forwards of all types), obtaining leverage and other transactions. The Adviser, which is responsible for pursuing our investment objectives, is under control of Morgan Stanley and may encounter conflicts where, for example, a decision regarding the acquisition, holding or disposition of an investment is considered attractive or advantageous for us yet poses a risk of economic loss to Morgan Stanley. If such conflicts arise, potential investors should be aware that, while the Adviser has a fiduciary duty to us, Morgan Stanley may act to protect its own interests to the extent permitted by applicable law ahead of our investment interests. Note that Morgan Stanley's ability to serve as a lender to us or our portfolio companies or counterparty to our portfolio companies has been and is likely to be restricted by the Volcker Rule.

As of September 30, 2023, Mitsubishi UFJ Financial Group ("MUFG") owns an approximate 22.9% interest in Morgan Stanley. Morgan Stanley and MUFG have agreed to pursue a global strategic alliance and have identified numerous areas of collaboration, including asset management, capital markets and corporate and retail banking. While we may transact business with MUFG and its affiliates to the extent permitted by applicable law, such transactions will be on an arm's-length basis.

Management of the Company

The members of the Investment Team will generally devote such time as Morgan Stanley, in its sole discretion, deems necessary to carry out our operations effectively. The members of the Investment Team may also work on projects for Morgan Stanley (including the MS BDCs and other Affiliated Investment Accounts), and conflicts of interest may arise in allocating management time, services or functions among such affiliates. Certain members of the Investment Team, including senior members thereof, are not expected to be involved in each aspect of the Company, including in evaluating and reviewing certain types of investments made by us. Morgan Stanley (including the Adviser, members of the Investment Team and members of the Investment Committee) will not be precluded from conducting activities unrelated to us.

Relationship among the Company, the Adviser and the Investment Team

To the extent permitted by applicable law, we may engage in agency transactions involving Morgan Stanley, and principal cross transactions involving certain funds advised by Morgan Stanley as counterparty, in all cases subject to applicable law, including the 1940 Act, the Advisers Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act. These transactions may create a conflict of interest between the interests of the Adviser in assuring that we receive the best execution on all transactions and in limiting or reducing the fees paid by us, and its interest in generating profits and fees for Morgan Stanley.

The Investment Committee

The Investment Committee has principal responsibility for approving new investments and oversight over portfolio construction and management of existing investments. The Investment Committee is composed of senior members of the Investment Team and other Morgan Stanley investment professionals and executives. There is no assurance that all members of the Investment Committee will be present at every meeting of the Investment Committee, or otherwise involved in all decisions of the Investment Committee. Most of the members of the Investment Committee will be involved in business activities of Morgan Stanley other than activities with respect to the Company.

For example, the Investment Committee also serves the Adviser in its capacity as the investment adviser to the MS BDCs. Conflicts of interest may arise between Morgan Stanley or its clients, on the one hand, and us, on the other hand. Members of the Investment Committee may be affected by such conflicts of interest as a result of their other activities for Morgan Stanley. One or more members of the Investment Committee may recuse themselves from attendance at one or more meetings of the Investment Committee or from participation in certain of its activities, with a view to mitigating actual or potential conflicts of interest, even where such individual has relevant knowledge or experience with respect to the matters under consideration that would have assisted the Investment Committee in making its decisions. Also, a member of the Investment Committee may be precluded from attending, or may decide not to attend, meetings of the Investment Committee as a result of regulatory or other requirements affecting such individual. To the extent that one or more members of the Investment Committee does not participate in the meetings or activities of the Investment Committee for any reason, this may result in the Investment Committee making different decisions than those that it would have made had such member(s) participated (including, without limitation, investment decisions), which may have adverse consequences for us. Conversely, a member of the Investment Committee may, to the extent permitted by Morgan Stanley's internal policies and applicable law, attend and participate in meetings of the Investment Committee notwithstanding that such individual is affected by conflicts of interest as contemplated in this paragraph. In such a case, the Investment Committee may reach different conclusions with respect to matters affecting us (including without limitation investment decisions) than it would have reached had such member either not been affected by such conflict of interest or had recused himself or herself from participating in such decision, which may have adverse consequences for us. Furthermore, the Adviser may change the composition of the Investment Committee from time to time. There can be no assurance that any replacement members of the Investment Committee will be of comparable experience and seniority to current members of the Investment Committee.

Company Creditworthiness

We will be required to establish business relationships with counterparties based on our own credit standing. Morgan Stanley will not have any obligation to allow its credit to be used in connection with our establishment of our business relationships, nor is it expected that our counterparties will rely on the credit of Morgan Stanley in evaluating our creditworthiness.

Disparate Fee Arrangements with Service Providers

Certain of our advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants and investment or commercial banking firms) and our portfolio entities also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the Adviser or their affiliates. Such advisors and other service providers may be investors in us, former employees of Morgan Stanley, affiliates of the Adviser, sources of investment opportunities or co-investors or counterparties therewith. Morgan Stanley may receive discounts from such

advisors and other service providers due to certain economies of scale.

Notwithstanding the foregoing, investment transactions for us that require the use of a service provider will generally be allocated to service providers on the basis of best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Adviser believes to be of benefit to us. In certain circumstances, advisors and other service providers, or their affiliates, charge different rates or have different arrangements for services provided to Morgan Stanley, the Adviser or their affiliates as compared to services provided to us and our portfolio entities, which may result in more favorable rates or arrangements than those payable by us or such portfolio entities. In connection with the engagement of any such service provider (including accountants), it is likely that we, the Adviser and our respective affiliates will need to acknowledge that to the fullest extent permitted by law, such service provider does not represent or owe any duty to any investor or to the investors as a group in connection with such retention.

Morgan Stanley Policies and Procedures

Specified policies and procedures implemented by Morgan Stanley reasonably designed to mitigate potential conflicts of interest and address certain legal and regulatory requirements including money laundering and corruption-related requirements and reflecting the increasing relevance of environmental, social and corporate governance issues (including adoption of an environmental policy statement and a statement on human rights), contractual restrictions and/or reputation-driven concerns may limit the Adviser's ability to pursue certain investment opportunities and reduce the synergies across Morgan Stanley's various businesses that we expect to draw on for purposes of pursuing attractive investment opportunities. Because Morgan Stanley has many different principal, asset management and advisory businesses, it is subject to a number of actual, potential and perceived conflicts of interest, greater regulatory oversight and more legal, regulatory and contractual restrictions than those to which it would otherwise be subject if it had just one line of business. In addressing these conflicts and regulatory, legal and contractual requirements across its various businesses, Morgan Stanley has implemented certain policies and procedures (e.g., information walls) and established a global conflicts management office to review conflicts and potential conflicts between various Morgan Stanley businesses, and these may reduce the positive synergies that we expect to utilize for purposes of finding, managing and disposing of attractive investments. For example, Morgan Stanley may come into possession of material non-public information with respect to entities in which we may be considering making an investment. As a consequence, that information, which could be of benefit to us, might become unavailable to us; in some instances, the investment opportunities may no longer be made available to us.

Morgan Stanley has implemented a number of policies impacting us and the Adviser aimed at mitigating franchise risk, preventing money laundering and corruption, and reflecting the increasing relevance of environmental, social and corporate governance issues (including adoption of an environmental policy statement and a statement on human rights).

Section IV. Transfer Restrictions

Investors in our Common Units may not sell, assign, transfer or otherwise dispose of any Common Units unless we provide our prior written consent and the transfer is otherwise made in accordance with applicable securities and other laws.

The Common Units sold pursuant to this Offering will be "restricted" securities under the meaning of Rule 144 promulgated under the Securities Act and may not be sold in the absence of registration under the Securities Act unless an exemption from registration is available, including exemptions contained in Rule 144 and Rule 904, and, pursuant to the Subscription Agreement, our prior written consent. In addition, such transfers will also be restricted for purposes of compliance with the 1940 Act and ERISA.

In general, under Rule 144 under the Securities Act, any person who is not an affiliate of ours at any time during the three months preceding a sale, and who has held their restricted securities for at least one year, as measured by SEC rule, including the holding period of any prior owner other than one of our affiliates, would be entitled to sell an unlimited number of restricted securities.

Sales of restricted securities under Rule 144 held by our affiliates are subject to additional requirements in order to comply with such rule.

Sales of securities under Rule 904 require that:

- the offer or sale must be made in an "offshore transaction"; and
- no "directed selling efforts" may be made in the United States.

No assurance can be given as to (1) the likelihood that an active market for our securities will develop; (2) the liquidity of any such market; (3) the ability of our unitholders to sell our securities; or (4) the prices that unitholders may obtain for any of our securities. No prediction can be made as to the effect, if any, that future sales of securities, or the availability of securities for future sale, will have on the market price prevailing from time to time.

Section V. Custodian, Transfer and Paying Agent and Registrar

Our securities are held under a custody agreement by State Street. The address of the custodian is One Lincoln Street, Boston, MA 02111.

Section VI. Independent Registered Public Accounting Firm

The financial statements as of, and for, the period ending October 31, 2023 which will be included in the Form 10 Registration Statement, that the Company intends to file, have been audited by Deloitte, an independent registered public accounting firm as stated in their reports appearing elsewhere herein, and are included in reliance upon such reports and upon the authority of such firm as experts in accounting and auditing.

Section VII. Privacy Policy

The Adviser has established policies with respect to nonpublic personal information provided to it with respect to individuals who are investors in the Company, which policies also apply to the Administrator. We have adopted the privacy policies of the Adviser as applicable to us.

We and the Adviser each recognize the importance of maintaining the privacy of any nonpublic personal information we receive with respect to each investor. In the course of providing management services to us, the Adviser collects nonpublic personal information about investors from the Subscription Agreements and the certificates and exhibits thereto that each investor submits. We and the Adviser may also collect nonpublic personal information about each investor from conversations and correspondence between each investor and us or the Adviser, both prior to and during the course of each investor's investment in the Company.

We and the Adviser each treat all of the nonpublic personal information we receive with respect to each investor as confidential. We and the Adviser restrict access to such information to those employees, affiliates and agents who need to know the information in order for us and the Adviser to determine whether each investor meets the regulatory requirements for an investment in the Company and, in the case of the Adviser, to provide ongoing management services to us. The Adviser maintains physical, electronic, and procedural safeguards to comply with U.S. federal standards to guard each investor's nonpublic personal information.

The Adviser does not disclose any nonpublic personal information about any investor to any third parties, other than the Adviser's agents, representatives and/or affiliates, or as permitted or required by law. Among other things, the law permits the Adviser to disclose such information for purposes of making investments on our behalf, complying with anti-money laundering laws, preparing tax returns and reports for each investor and determining whether each investor meets the regulatory requirements for investing in us.

APPENDIX A

FORM 10 REGISTRATION STATEMENT

APPENDIX B

SPECIAL NOTICE TO INVESTORS IN SELECTED JURISDICTIONS

AUSTRALIA

Morgan Stanley Australia Limited ABN 67003734576, AFSL No. 233742 is arranging for the Adviser to provide dealing services to the Investors in accordance with Regulation 7.6.01(1)(n) of the Corporations Act 2001 (Cth) (the "Corporations Act"). The Common Units are only being offered in circumstances under which no disclosure is required under Part 6D or Part 7.9 of the Corporations Act. Any offer of the Common Units does not purport to be an offer of the Common Units in circumstances under which disclosure is required under Part 6D or Part 7.9 of the Corporations Act and will only be made to persons who qualify as a "wholesale client", a "sophisticated investor" or a "professional investor" (in each case, as defined in the Corporations Act). The Company is not, and is not required to be, registered in Australia as a managed investment scheme. This document is not a prospectus or product disclosure statement, and does not contain all of the information which would be required in a prospectus or product disclosure statement. This Memorandum will not be, and is not required to be, lodged with the Australian Securities and Investments Commission.

The Common Units subscribed for by investors in Australia must not be transferred or offered for resale in Australia for 12 months from allotment except in circumstances where disclosure to investors under the Corporations Act would not be required or where a compliant product disclosure statement or prospectus (as applicable) is produced. Any person acquiring Common Units must observe such Australian on-sale restrictions.

This document contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any financial product recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this prospectus is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

As filed with the Securities and Exchange Commission on December 1, 2023

File No.

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

LGAM Private Credit LLC

(Exact name of registrant as specified in charter)

Delaware	**27-0279273**
(State or other jurisdiction of incorporation or registration)	(I.R.S. Employer Identification No.)
1585 Broadway, New York, NY	**10036**
(Address of principal executive offices)	(Zip Code)

1 (212) 761-4000
(Registrant's telephone number, including area code)

with copies to:

Jeffrey S. Levin **Orit Mizrachi** **MS Capital Partners Adviser Inc.** **1585 Broadway** **New York, NY 10036** **(212) 761-4000**	**Thomas J. Friedmann** **William J. Bielefeld** **Matthew J. Carter** **Jonathan Gaines** **Dechert LLP** **One International Place, 40th Floor** **100 Oliver Street** **Boston, MA 02110-2605**

Securities to be registered pursuant to Section 12(b) of the Act:
None

Securities to be registered pursuant to Section 12(g) of the Act:
Limited Liability Company
Units (Title of class)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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EXPLANATORY NOTE

LGAM Private Credit LLC is filing this registration statement on Form 10 (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on a voluntary basis in order to permit it to file an election to be regulated as a business development company (a "BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"), and to provide current public information to the investment community.

In this Registration Statement, except where the context suggests otherwise, the terms "we," "us," "our," and the "Company" refer to LGAM Private Credit LLC. We refer to MS Capital Partners Adviser Inc., our investment adviser, as our "Adviser," and MS Private Credit Administrative Services LLC, our administrator, as our "Administrator." The terms the "Firm" and "Morgan Stanley" refer to Morgan Stanley (NYSE: MS) and its consolidated subsidiaries, an affiliate of our Adviser.

We are an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012, as amended (the "JOBS Act"). As a result, we are eligible to take advantage of certain reduced disclosure requirements and other requirements that are otherwise applicable to public companies including, but not limited to, not being subject to the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"). See "*Item 1A. Risk Factors — Risks Relating to Our Business and Structure — We are an "emerging growth company," and we do not know if such status will make our Units less attractive to investors.*"

Upon the effective date of this Registration Statement (the "Effective Date"), we will be subject to the requirements of Section 13(a) of the Exchange Act, including the rules and regulations promulgated under the Exchange Act, which will require us to file annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. We will also be required to comply with all other obligations of the Exchange Act applicable to issuers filing registration statements pursuant to Section 12(g) of the Exchange Act. Upon the effective date of this Registration Statement, we will also be subject to the proxy rules in Section 14 of the Exchange Act, and we and our directors, officers and principal unitholders will be subject to the reporting requirements of Sections 13 and 16 of the Exchange Act. The SEC maintains an Internet Website (*http://www.sec.gov*) that contains the reports mentioned in this section.

Investing in our common units (the "Units") may be considered speculative and involves a high degree of risk, including the following:

- **An investment in our Units is not suitable for investors who might need access to the money they invest in a specified time frame.**
- **Investors should not expect to be able to sell their Units regardless of how we perform.**
- **If an investor is unable to sell its Units, it will be unable to reduce its exposure on any market downturn.**
- **Our Units are not currently listed on an exchange and, given that we have no current intention of pursuing any such listing, it is unlikely that a secondary trading market will develop for our Units.**
- **Our distributions may be funded from unlimited amounts of offering proceeds or borrowings, which may constitute a return of capital and reduce the amount of capital available to us for investment. A distribution that is a return of capital essentially constitutes a return of the common unitholder's original investment in the Company and does not represent income or capital gains. Any capital returned to an investor through distributions will be distributed after payment of fees and expenses, which fees and expenses serve to reduce the income available for distribution and increase the likelihood of a distribution including a return of capital.**
- **We will invest in securities that are rated below investment grade by rating agencies or that would be rated below investment grade if they were rated. Below investment grade securities, which are often referred to as "junk" have predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal.**
- **Investment in the Company is suitable only for sophisticated investors and requires the financial ability and willingness to accept the high risks and lack of liquidity inherent in an investment in the Company.**

- **We intend to invest primarily in privately-held companies for which very little public information exists. Such companies also could be more vulnerable to economic downturns and could experience substantial variations in operating results.**
- **The privately-held companies and below-investment-grade securities in which we will invest can be difficult to value and are typically illiquid.**
- **We have elected to be regulated as a BDC under the 1940 Act, which imposes numerous restrictions on our activities, including restrictions on leverage and on the nature of our investments.**
- **Repurchases of Units by the Company, if any, are expected to be limited and to be no more than 5% of outstanding Units as of the end of any given quarter.**

FORWARD-LOOKING STATEMENTS

This Registration Statement contains forward-looking statements that involve substantial risks and uncertainties. Such statements involve known and unknown risks, uncertainties and other factors and you should not place undue reliance on such statements. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about us, our current and prospective portfolio investments, our industry, our beliefs and opinions and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "will," "may," "continue," "believes," "seeks," "estimates," "would," "could," "should," "targets," "projects," "potential," "predicts," and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;
- risk associated with possible disruptions in our operations or the economy generally, including disruptions from the impact of global health events;
- uncertainty and changes in the general interest rate environment, including as a result of recent rate increases by the Federal Reserve System (the "Federal Reserve");
- general economic, political and industry trends and other external factors, including uncertainty surrounding the financial and political stability of the United States and other countries;
- the effect of an inflationary economic environment on our portfolio companies, our financial condition and our results of operations;
- the impact of interruptions in the supply chain on our portfolio companies;
- our contractual arrangements and relationships with third parties;
- actual and potential conflicts of interest with our Adviser and its affiliates;
- the dependence of our future success on the general economy and its effect on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- the timing and amount of cash flows, distributions and dividends, if any, from our portfolio companies;
- the use of borrowed money to finance a portion of our investments;
- the adequacy of our financing sources and working capital;
- the timing and amount of cash flows, if any, from the operations of our portfolio companies;
- the ability of our Adviser to locate suitable investments for us and to monitor and administer our investments;

- the ability of our Adviser and its affiliates to attract and retain highly talented professionals;
- our ability to qualify and maintain our qualification as a BDC and as a regulated investment company ("RIC") under the Internal Revenue Code of 1986, as amended (the "Code");
- the impact on our business of U.S. and international financial reform legislation, rules and regulations;
- currency fluctuations, particularly to the extent that we receive payments denominated in foreign currency rather than U.S. dollars, could adversely affect the results of our investments in foreign companies;
- the effect of changes in tax laws and regulations and interpretations thereof; and
- the risks, uncertainties and other factors we identify under "*Item 1A. Risk Factors*" and elsewhere in this Registration Statement.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of the assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statements in this Registration Statement should not be regarded as a representation by us that our plans and objectives will be achieved. This Registration Statement contains forward-looking statements, which relate to future events or our future performance or financial condition and involves numerous risks and uncertainties, including, but not limited to, those described or identified in the section titled "*Item 1A. Risk Factors*" and elsewhere in this Registration Statement. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Registration Statement. Moreover, we assume no duty and do not undertake to update the forward-looking statements. You are advised to consult any additional disclosures that we make directly to you or through reports that we may file with the SEC in the future, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. You should understand that under Section 27A(b)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E(b)(2)(B) of the Exchange Act, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 do not apply to forward-looking statements made in this Registration Statement and in periodic reports we file under the Exchange Act.

ITEM 1. BUSINESS

We are a Delaware limited liability company formed on February 7, 2023 with the name "LTMS Fund LLC." We changed our name to "LGAM Private Credit LLC" on March 20, 2023. We are structured as a non-diversified, externally managed specialty finance company focused on lending to middle market companies. We have elected to be regulated as a BDC under the 1940 Act. In addition, for U.S. federal income tax purposes, we intend to elect to be treated, and intend to comply with the requirements to qualify annually, as a RIC under Subchapter M of the Code. We are not a subsidiary of or consolidated with Morgan Stanley.

We are a private, perpetual-life BDC, which is a BDC whose units are not listed for trading on a stock exchange or other securities market. We use the term "perpetual-life BDC" to describe an investment vehicle of indefinite duration whose units are intended to be sold by us monthly on a continuous basis at a price generally equal to our monthly net asset value per unit.

Our investment objective is to achieve attractive risk-adjusted returns via current income and, to a lesser extent, capital appreciation by investing primarily in directly originated senior secured term loans issued by U.S. middle market companies backed by private equity sponsors. For purposes of this Registration Statement, "middle market" companies refers to companies that, in general, generate annual earnings before interest, taxes, depreciation and amortization ("EBITDA") in the range of approximately $15 million to $200 million, although not all our portfolio companies will meet this criteria.

We intend to achieve our investment objective by investing primarily in directly originated senior secured term loans including first lien senior secured term loans (including unitranche loans), second lien senior secured term loans, with the balance of our investments expected to be in higher-yielding assets such as mezzanine debt, unsecured debt, equity investments and other opportunistic asset purchases. Typical middle market senior loans may be issued by middle market companies in the context of leveraged buyouts ("LBOs"), acquisitions, debt refinancings, recapitalizations, and other similar transactions. We generally expect our debt investments to have a stated term of five to eight years and typically to bear interest at a floating rate usually determined on the basis of a benchmark (such as the Secured Overnight Financing Rate ("SOFR")). We may make investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including broadly syndicated loans, which liquid loans can be expected to provide more liquidity than our private credit investments, for cash management purposes, including to manage payment obligations under our unit repurchase program. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time. We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer.

We expect to generate revenues primarily in the form of interest income from investments we hold. In addition, we expect to generate income from dividends or distributions of income on any direct equity investments, capital gains on the sale of loans and debt and equity securities, and various other loan origination and other fees, including commitment, origination, amendment, structuring, syndication, or due diligence fees, fees for providing managerial assistance and consulting fees.

Our investment approach is focused on long-term credit performance, risk mitigation and preservation of principal. Utilizing our proprietary investment approach, we intend to execute on our investment objective by (1) drawing upon the Adviser's and the Firm's longstanding and deep relationships with middle market companies, private equity sponsors, commercial and investment banks, industry executives and financial intermediaries to provide a strong pipeline of investment opportunities, (2) implementing the Adviser's rigorous, fundamentals-driven and disciplined investment and risk management process, (3) drawing on the investment committee's extensive experience in credit and principal investing, credit analysis and structuring and (4) accessing Morgan Stanley's global resources.

The middle market loans in which we generally expect to invest are typically not rated by any rating agency, but we believe that if they were rated, they would be below investment grade (rated lower than "Baa3" by Moody's Investors Service, lower than "BBB-" by Fitch Ratings or lower than "BBB-" by Standard & Poor's Ratings Services), which under the guidelines established by these rating agencies is an

indication of having predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. Debt instruments that are rated below investment grade are sometimes referred to as "high yield bonds" or "junk bonds."

By leveraging the established origination and underwriting capabilities within the U.S. private credit ("MS Private Credit") platform of Morgan Stanley Investment Management ("IM") and targeting an attractive investing area in the U.S. middle market, we believe we are able to offer attractive risk-adjusted returns to our investors. Despite recent market volatility, we believe the middle market direct lending market environment continues to be attractive. We remain highly focused on conducting extensive due diligence and leveraging the Morgan Stanley platform. We seek to invest in companies that are led by strong management teams, generate substantial free cash flow, have leading market positions, benefit from sustainable business models, and are well positioned to perform well despite the impact of recent market volatility. We believe the current market environment offers opportunities to seek compelling risk adjusted returns. Our investment pace will depend on several factors including the market environment, including the current inflationary economic environment, and deal flow.

We expect to conduct a continuous private offering (the "Private Offering") of our Units in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), including the exemptions provided by Regulation S under the Securities Act and other exemptions from the registration requirements of the Securities Act.

Concurrent with the filing of this Registration Statement we filed with the SEC an election to be regulated as a BDC under the 1940 Act. We also intend to elect to be treated, and intend to qualify annually thereafter, as a RIC under Subchapter M of the Code, for U.S. federal income tax purposes. As a BDC and a RIC, we must comply with certain regulatory requirements. See "*Item 1. Business — Regulation as a Business Development Company*" and "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*." We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer.

The Adviser

Our Adviser, an indirect, wholly owned subsidiary of Morgan Stanley, was established in 2007 and serves as the investment adviser for various funds, accounts and strategies, including the funds and accounts on the MS Private Credit platform, including other BDCs managed by our Adviser, each of which has a similar investment strategy and investment objective to ours (each an "MS BDC" and, together, the "MS BDCs"). The MS Private Credit platform was launched in 2010 and includes dedicated strategies targeting different credit products, asset yields and issuer sizes, resulting in a platform that we believe is well positioned to provide scale and flexible financing solutions to borrowers, maximizes deal origination and enhances the ability to generate attractive risk adjusted returns for our investors. These strategies include U.S. private credit (referred to herein as MS Private Credit), European private credit and tactical credit. As of November 1, 2023, the MS Private Credit platform managed committed capital of approximately $17.2 billion[1].

We intend to enter into an Investment Advisory Agreement with our Adviser prior to our election to be regulated as a BDC (the "Investment Advisory Agreement"). Pursuant to the Investment Advisory Agreement, we pay our Investment Adviser a fee for investment advisory and management services consisting of two components — a base management fee and an incentive fee. The Investment Advisory Agreement has an initial term of two years and continues thereafter from year to year if approved annually by a majority of our unitholders or a majority of the Board of Directors, including a majority of the directors who are not "interested persons" as defined in Section 2(a)(19) of the 1940 Act (the "Independent Directors"). For more information, see *"Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Investment Advisory Agreement*."

Our Adviser's investment committee servicing the Company (the "Investment Committee") is comprised of ten senior investment professionals of IM and is chaired by Jeffrey S. Levin, our Chief Executive Officer

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[1] Committed capital is calculated as aggregate capital commitments received and total committed leverage within each of the funds or accounts managed by the MS Private Credit platform with exception for funds in their harvesting period, where committed capital is calculated as invested capital.

and President and a member of our Board of Directors. The Investment Committee members have an average of over 23 years of relevant industry experience and have experience investing across multiple credit cycles and different investing environments, including the global financial crisis of 2008. All investment decisions are reviewed and approved by the Investment Committee, which has principal responsibility for approving new investments and overseeing the management of existing investments.

Our Adviser is served by experienced investment professionals (the "Investment Team") within the MS Private Credit platform. The Investment Team is responsible for origination, due diligence, underwriting, structuring and monitoring each investment throughout its life cycle. In addition to the Company's executive officers and their support team, the MS Private Credit platform is supported by numerous professionals in legal, compliance, risk management, finance, accounting and tax who help support the platform by providing guidance on our operations.

MS Private Credit's primary areas of focus include:

- *Direct Lending.* The Direct Lending strategy includes the Company, the other MS BDCs and other funds and separately managed accounts. Investments made primarily in directly originated first lien senior secured and second lien senior secured loans, mezzanine notes, unsecured debt, preferred stock, and common stock issued by U.S. middle market companies owned by private equity firms, typically, although not always, with annual EBITDA of up to $200 million. As of November 1, 2023, Direct Lending managed approximately $14.3 billion in committed capital.
- *Opportunistic Credit.* Investments made primarily in complex assets, unusual credit situations or companies experiencing difficulties in sourcing capital. Other potential investments included in this category may include purchasing public or private securities in the open market at deep discounts to their fundamental value. Investments are made primarily in first lien senior secured and second lien senior secured loans, mezzanine notes, unsecured debt, preferred stock and common stock issued by U.S. middle market companies, typically, although not always, with annual EBITDA of $10 million to $100+ million. As of November 1, 2023, Opportunistic Credit managed approximately $2.9 billion in committed capital.

Morgan Stanley, the parent of our Adviser, is a global financial services firm whose predecessor companies date back to 1924 and, through its subsidiaries and affiliates, advises, originates, trades, manages and distributes capital for governments, institutions and individuals. Morgan Stanley maintains a significant market position in each of its business divisions — Institutional Securities ("ISG"), Wealth Management ("WM") and IM.

IM is a global investment manager, delivering innovative investment solutions across public and private markets. As of September 30, 2023, IM managed approximately $1.4 trillion in assets under management across its business lines, which include equity, fixed income, liquidity, real assets and private investment funds.

The Administrator

Our Administrator, an indirect, wholly owned subsidiary of Morgan Stanley, provides the administrative services necessary for us to operate pursuant to an administration agreement between us and the Administrator which we intend to enter into prior to our election to be regulated as a BDC (the "Administration Agreement").

We do not currently have any employees. Our day-to-day investment operations are managed by our Adviser, and our Administrator provides services necessary to conduct our business. We pay no compensation directly to any interested director or executive officer of the Company. We pay our Administrator our allocable portion of certain expenses incurred by our Administrator in performing its obligations under the Administration Agreement, including our allocable portion of the cost of our Chief Financial Officer and Chief Compliance Officer. Our Administrator is reimbursed for certain expenses it incurs on our behalf, which expenses are ultimately borne by our unitholders. Our Board of Directors, including the Independent Directors, reviews the allocable portion of overhead and other expenses incurred by our Administrator in performing its obligations under the Administration Agreement to determine whether such expenses are reasonable and allocated appropriately among the Company and other funds sponsored or managed by the Administrator and its affiliates. Our Administrator reserves the right to waive all or part of any

reimbursements due from the Company at its sole discretion. See "*Item 2. Financial Information* — "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Expenses*" below for a discussion of the expenses that we expect to reimburse to the Administrator (subject to the review and approval of our Independent Directors).

Expense Support and Conditional Reimbursement Agreement

We have entered into the Expense Support and Conditional Reimbursement Agreement (the "Expense Support Agreement") with the Adviser. The Adviser may elect to pay our expenses on our behalf (each, an "Expense Payment"), provided that no portion of the payment will be used to pay any of our interest expense. We expect that any Expense Payment that the Adviser has committed to pay will generally be offset against amounts due from the Company to the Adviser or its affiliates. See "*Item 2. Financial Information — Management's Discussion and Analysis of Financial Condition and Results of Operations — Expenses — Expense Support Agreement*" below for a discussion of the Expense Support Agreement. Any reimbursement to the Adviser pursuant to the terms of the Expense Support Agreement would be an expense of the Company and would ultimately be borne by our unitholders.

Investment Strategy

Our primary investment strategy is to make privately negotiated senior secured credit investments in U.S. middle market companies that have leading market positions, enjoy high barriers to entry, such as high startup costs or other obstacles that prevent new competitors from easily entering the portfolio company's industry or area of business, generate strong and stable free cash flow and are led by a proven management team with strong private equity sponsor backing. Our investment approach is focused on long-term credit performance, risk mitigation and preservation of capital. Our Adviser employs a highly rigorous, fundamentals-driven and disciplined investment process developed and refined by the investment professionals of the MS Private Credit platform. The Investment Team works on a particular transaction from origination to close and continues to monitor each investment throughout its life cycle.

We seek to invest primarily in companies backed by leading private equity sponsors with strong track records. We believe lending to sponsor-backed companies (versus non-sponsor-backed companies) has many distinct potential advantages including:

- Strong, predictable deal flow given significant private equity committed capital;
- Well-capitalized borrowers, including potential access to additional capital from sponsors, if needed;
- Access to detailed financial, operational, industry data, and third-party legal and accounting due diligence reports conducted by the sponsor as part of their due diligence;
- Proper oversight and governance provided by an experienced management team and a board of directors as well as other industry and/or operating expertise from the sponsors;
- Natural alignment of interests between lender and sponsor given focus on exit strategy; and
- Supplemental diligence beyond the credit analysis of the borrower, given the ability to analyze track records of each private equity firm.

We intend to create a defensive portfolio of investments focusing on generally avoiding issuer or industry concentration in order to mitigate risk and achieve our investment objective. We intend to primarily focus on U.S. middle market companies. However, to the extent that we invest in foreign companies, we intend to do so in accordance with the limitations under the 1940 Act and only in jurisdictions with established legal frameworks and a history of respecting creditor rights, including the United Kingdom ("U.K.") and countries that are members of the European Union, as well as Canada, Australia and Japan. Our investment strategy is predicated on seeking to lend to companies with proven management teams in what we believe to be non-cyclical industry sectors. Additionally, we typically avoid investments in certain sectors such as in companies whose primary revenues are related to retail, restaurants, energy, alcohol, tobacco, and pornography, and the avoidance of investments in such sectors is separate and apart from the ESG (as defined below) considerations described below. See" — *Investment Process — Due Diligence & Structuring*" below.

Investment Criteria

In order to achieve our investment objectives, we seek to build an investment portfolio that consists primarily of directly originated floating-rate first lien senior secured term loans (including unitranche loans) and second lien senior secured term loans of U.S. middle market companies. The balance of our investments is expected to be in higher-yielding assets such as mezzanine debt, unsecured debt and equity investments in U.S. middle market companies, and other opportunistic asset purchases. Our debt investments will typically have maturities of five to eight years. We intend to create what we believe is a defensive portfolio of investments in order to mitigate risk and achieve our investment objective.

We expect our target portfolio companies to exhibit some or all of the following characteristics at the time of the initial investment, although not all of our portfolio companies will meet these criteria:

- EBITDA of $15 – $200 million;
- Defensible, leading market positions;
- Unique or specialized strategy or other meaningful barriers to entry;
- Low technology or market risks;
- Diversified product offering, customer and supplier base;
- Stable cash flows;
- Low capital expenditure requirements;
- General avoidance of what we believe to be cyclical industry sectors;
- Predominantly North American base of operations;
- Typical loan-to-value of up to 60%; and
- Experienced management teams with successful track records.

We expect that over the long term, our target investments will include at least 70 – 80% first lien senior secured loans, with the balance (20 – 30%) held in second lien senior secured term loans, higher-yielding assets such as mezzanine debt, unsecured debt, and equity investments. In addition, our investments in the aggregate are generally expected to comply with the following guidelines, in all cases measured as a percentage of our gross assets:

- Typical investment to represent between 1% and 3%;
- No industry to represent more than 20%;
- Non-U.S. portfolio companies not to exceed 10%; and
- Target leverage of 1.0x (as measured by debt-to-equity, subject to a cap of 2.0x) meaning that for every $1.0 of equity, we will target $1.0 of debt and senior securities.

Key themes of our investment strategy include:

- Maintaining an appropriate allocation of first lien senior secured and second lien senior secured debt to allow us to achieve attractive returns within the targeted risk profile, while investing prudently based on the market and economic environment;
- Performing thorough fundamental business and industry due diligence;
- Conducting in-depth due diligence on management teams and sponsors to bolster our position that we are investing in businesses led by experienced professionals;
- Structuring investments focused on providing us with security, covenant protection and current income while seeking to provide our borrowers with adequate liquidity and flexibility to operate; and
- Ongoing active management of our portfolio companies through consistent dialogue with management and/or sponsor, review of financial reporting, monitoring of key performance indicators and evaluation of exit strategies.

Investment Criteria-Liquid Credit

Our Adviser may invest a portion of our portfolio in traded bank loans and other liquid debt securities of U.S. corporate issuers, including broadly syndicated loans, for cash management purposes including, among other things, to manage payment obligations under our unit repurchase program. These investments will be primarily in floating rate first lien senior secured broadly distributed loans to U.S. corporate issuers. Our Adviser focuses on issuers with a proven management team, strong market position, strong ownership and significant junior capital cushion, which means any equity and debt in the capital structure that ranks junior to the debt securities acquired by the Company, which our Adviser believes help mitigate risks. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time.

Competitive Advantages

We believe we are able to execute on our investment objective and achieve attractive risk-adjusted returns as a result of our competitive strengths. In addition to the Adviser's relationships with middle market private equity firms, the Firm has relationships with many middle market private equity firms and middle market companies that may provide significant investment opportunities. MS Private Credit is the primary private credit investment management platform of the Firm. The Adviser capitalizes on the significant number of lending opportunities with middle market companies through relationships established by the Firm and otherwise. We believe the large volume of potential lending opportunities and scale of the MS Private Credit origination and due diligence platform allows us to increase investment selectivity and potentially enhance risk-adjusted returns.

Ability to Leverage Morgan Stanley's Relationships and Network

Morgan Stanley has a substantial network of business relationships with individuals, companies, institutions and governments in the United States and around the world, which we believe is a potential source of investment opportunities for us and differentiates us relative to other BDCs. Additionally, we believe that this network may potentially assist our portfolio companies through our efforts to make introductions and referrals to the investment banking and capital markets services of the Firm.

In all cases, subject to applicable laws, rules and regulations, information barriers, confidentiality provisions and policies and procedures, our Adviser utilizes Morgan Stanley's global resources throughout the life cycle of each investment. The investment professionals of the Adviser consult with teams across IM, ISG (and its business units, Investment Banking, Sales and Trading, Commodities and Equity and Fixed Income Research) and WM to assess potential investments and determine the investment opportunities to which we should devote substantial time and resources. Upon the consummation of a transaction, our Adviser monitors each portfolio company investment. We believe that we benefit, where appropriate, from the expertise, infrastructure, track record, relationships and institutional knowledge of Morgan Stanley.

Access to certain parts of Morgan Stanley may be limited in certain instances by a number of factors, including third-party confidentiality obligations and information barriers established by Morgan Stanley in order to manage compliance with applicable law and potential conflicts of interest and regulatory restrictions, including without limitation, joint transaction restrictions pursuant to the 1940 Act and internal policies and procedures. The investment sources described above are not necessarily indicative of all sources that the Adviser may utilize in sourcing investments for us. There can be no assurance that the Adviser will be able to source investments from any one or more parts of the Morgan Stanley network, implement our strategy, achieve our investment objectives, find investments that fit its investment criteria or avoid substantial losses. For additional information, see "*Part I, Item 1A. Risk Factors — Risks Related to Our Business and Structure — There are significant potential conflicts of interest that could affect our investment returns*."

Highly Differentiated Deal Sourcing Advantages

We believe the relationships that the Investment Team maintains with sponsors, commercial and investment banks, industry executives and financial intermediaries provides a strong pipeline of proprietary

investment opportunities. However, unlike many other competing alternative lending strategies, our Adviser operates within a global financial institution with multiple groups within the Firm. We expect the broader Morgan Stanley platform to be a source of potential lending opportunities. We believe this position within the Firm is a key factor that differentiates us and constitutes a meaningful competitive advantage relative to other private credit funds and BDCs.

Distinctive Approach to Credit Investing and Due Diligence

We believe that our Adviser utilizes an investment approach that is differentiated in the industry. Our Adviser employs a highly rigorous, fundamentals-driven and disciplined investment process which has been developed utilizing Morgan Stanley's extensive investing experience. The Adviser generally seeks to invest in companies that have leading, defensible market positions, generate strong and stable free cash flow, and have high barriers to entry, highly capable management teams and strong private equity sponsor ownership. We believe that our Adviser's investment approach coupled with our portfolio construction strategy, flexible capital, and focus on financial covenant protection, differentiates us from our competitors.

Experienced and Accomplished Investment Team & Investment Committee

The Investment Team is led by investment professionals with extensive experience in credit and principal investing, credit analysis, credit origination and structuring. Jeffrey S. Levin, our Chief Executive Officer and President and member of the Board of Directors, has principal management responsibility for the Company and serves as Chair of the Investment Committee. Mr. Levin has more than 21 years of experience in direct lending, mezzanine lending, credit investing and leveraged finance, and he also currently serves as the Chief Executive Officer and President and a member of the board of directors of each of the MS BDCs. Prior to that, through his tenure at The Carlyle Group as a Managing Director and Partner, a member of the management team of the Carlyle private credit platform and President of certain BDCs managed by affiliates of The Carlyle Group, he also has direct experience in successfully capitalizing and managing BDCs. Before working at The Carlyle Group, Mr. Levin was a founding member of the MS Private Credit platform.

The Investment Committee members have an average of over 23 years of relevant industry experience. The Investment Committee is comprised of senior members of IM and provides guidance to the Investment Team throughout the investment process.

In addition, the investment professionals of the MS Private Credit platform have strong private equity sponsor and intermediary relationships and a highly developed network within Morgan Stanley. Collectively, the investment professionals of the Adviser have substantial leveraged lending experience, and we believe the Investment Team is well positioned to generate attractive risk-adjusted returns.

Market Opportunity

We believe the middle market direct lending market environment continues to be attractive, despite the recent market volatility resulting from elevated inflation and broader macroeconomic uncertainty.

Demand for Direct Lending Solutions

We believe that demand has increased for financing from direct lenders relative to other sources because of the attractiveness of the product as well as structural and market factors. According to Preqin, private credit's share of the sub-investment grade credit market, relative to the high yield and syndicated loan markets, has increased from 3% in 2010 to 19% as of December 31, 2022.

- We believe that when sponsors experience the flexibility of private credit transactions and the speed and certainty of execution, they will continue to seek financing from non-bank lenders. We believe this presents a compelling opportunity for us to invest in quality companies on attractive terms and conditions.
- Bank participation in middle market secured loans has decreased in recent years. We believe recent market-driven disruptions in the regional bank sector could further constrain bank capacity for middle market secured lending.

- Certain private equity sponsors who historically sought to finance their transactions in the public, syndicated markets have turned to private credit providers, including us, to finance their transactions.

Large and Growing U.S. Middle market

We believe U.S. middle market companies represent a large and growing opportunity set and will likely require additional amounts of private debt financing for various purposes.

- Recent data from Refinitiv LPC, a premier global provider of information on the syndicated loan and high yield bond markets, indicates that there are approximately $618 billion of middle market loans with maturities between the second quarter of 2023 and the fourth quarter of 2029 that will likely require a refinancing event.
- In addition, data from Preqin shows that as of September 30, 2023, there was more than $1,045 billion of raised, but not yet invested, capital by global private equity managers, representing a sizeable pool of support for both new and existing investments.

We expect that these two important dynamics will provide for significant financing opportunities for lenders like us who have longstanding and deep relationships with middle market private equity firms.

Attractive Attributes of Middle Market Direct Lending

We believe that focusing on lending to private equity owned middle market businesses will provide for attractive risk adjusted return opportunities, due to a series of structural and market factors. As of the date of this Registration Statement, we have generally witnessed an improvement in terms in recent periods, including higher reference rates, wider spreads, more conservative leverage profiles and increasingly lender-friendly documentation. Although leveraged buyout activity has declined amidst the market dislocation, the private credit market has continued to present high quality opportunities, that could offer compelling risk-adjusted returns.

- Middle market companies, we believe, typically have less leverage, larger equity contributions, lower rates of default, and achieve higher recoveries as compared to broadly syndicated loans. We believe middle market loans also tend to garner more attractive pricing, conservative structures, tighter legal documentation, meaningful financial covenants, and provide for greater access to management than broadly syndicated loans. Furthermore, we believe middle market loans often avoid riskier large deal debt characteristics such as covenant-lite structures. Maintaining financial covenants allows us to diagnose and respond to borrower underperformance typically before value materially erodes. We believe it is this more conservative loan structuring that also contributes to the better overall performance of middle market loans.
- We believe that the Company is well positioned in the current rising rate environment. The Company should benefit from higher yields as interest rates rise. As of September 30, 2023, 3-month SOFR, a popular benchmark for the loans in the Company, had increased by 81 basis points during the first half of 2023, in addition to the 450 basis points increase experienced during the calendar year 2022.

Investment Process

Our investment activities are managed by our Adviser. Our Adviser is responsible for origination, underwriting, structuring and monitoring our investments.

The Adviser's investment process has five stages: Origination, Preliminary Screen, Due Diligence & Structuring, Investment Committee Approval & Closing and Portfolio Monitoring & Risk Management; and it employs the same rigorous and disciplined investment process to all types of investments. The Investment Team works on a particular transaction from origination to close and continues to monitor each investment throughout its life cycle.

Origination

We believe we benefit from the Adviser's highly differentiated direct origination platform. The MS Private Credit origination platform is complemented by opportunities sourced by other Morgan Stanley divisions and businesses.

The Firm has deep relationships with many middle market private equity firms and middle market companies that provide significant investment opportunities. MS Private Credit is the primary private credit investment management platform across the Firm. We seek to capitalize on a significant number of lending opportunities with middle market companies that the Firm has longstanding relationships with.

We believe the large volume of untapped potential lending opportunities sourced by the Firm and the scale of the MS Private Credit origination platform should allow us to increase investment selectivity and potentially enhance risk-adjusted returns.

Preliminary Screen

An initial review of each investment opportunity is conducted by the Investment Team to determine whether it is consistent with our investment objectives and credit standards. If the opportunity fits our investment objective and 1940 Act requirements, the opportunity is further evaluated by the Investment Team. The Investment Team utilizes the extensive industry expertise resident in IM and ISG subject in all cases to applicable regulations, confidentiality provisions, information barriers and policies and procedures) to assist in this preliminary evaluation. Access to these resources allows the Investment Team to assess each opportunity quickly and effectively and enables it to focus only on compelling opportunities.

If the members of the Investment Team conducting the initial review conclude that the investment opportunity meets our objectives, the Investment Team prepares a screening memo which is discussed with a subset of the Investment Committee at a Preliminary Screen meeting. At a Preliminary Screen meeting, the Investment Team presents an overview of the business, proposed capital structure, proposed terms (if applicable at this stage), key investment highlights and risks, and preliminary financial analysis. Opportunities that are approved at the Preliminary Screen meeting advance to the Due Diligence & Structuring phase.

Due Diligence & Structuring

All investment opportunities that pass the Preliminary Screen are subject to a comprehensive due diligence process. The Adviser uses both internal and external resources in its due diligence process including leveraging the extensive industry expertise resident in Morgan Stanley's businesses (subject in all cases to applicable regulations, confidentiality provisions, information barriers and policies and procedures). Diligence typically involves meeting with company management and the private equity sponsor to achieve a comprehensive understanding of the portfolio company's competitive positioning, competitive advantage, company strategy and risks and mitigants associated with the proposed investment.

Additionally, the Investment Team, to the extent applicable, conducts supplemental diligence including:

1. Financial analysis;
2. Capital structure review;
3. Covenant analysis;
4. Review of third-party due diligence reports (financial, industry, legal, technology, insurance and/or environmental);
5. Industry research;
6. Customer calls;
7. Industry expert calls;
8. Management background checks;
9. Consideration of environmental, social and governance ("ESG") issues; and
10. Negotiation of legal documentation.

The Investment Team reviews ESG considerations as part of its due diligence process. As a part of ESG due diligence, the Investment Team evaluates each potential borrower utilizing a standard ESG

template to determine an ESG score for each potential borrower. Borrowers who score beneath an internally set threshold will require additional discussion and consideration by the Investment Committee. The identification of a material ESG risk will not necessarily be determinative in our Adviser's decision to lend to a potential borrower, and we may invest in portfolio companies that score poorly in our Adviser's ESG due diligence. In addition, material ESG issues are reported and discussed as part of the Adviser's ongoing portfolio management processes on a regular basis.

Investment Committee Approval & Closing

The Investment Committee is engaged throughout the investment process to provide guidance on best practices, industry expertise and related deal experience drawn from their relevant experience.

Based on the findings in the Due Diligence & Structuring phase, the Investment Team will prepare a detailed memo that is presented to the Investment Committee. which will include, but is not limited to, discussion of the following as applicable:

- Business Overview and Investment Team recommendation;
- Capital Structure, Sources and Uses, Key Terms, and Pricing;
- Sponsor Overview and History (if applicable);
- Investment Highlights;
- Risks & Mitigants;
- Detailed Business Description;
- Customers and suppliers;
- Industry Trends and Considerations;
- Competition;
- Management Team Overview;
- Historical Financial Analysis including analysis of EBITDA adjustments, where appropriate;
- Projected Financial Analysis including Downside Case Analysis;
- Fixed/variable cost analysis;
- Covenant Analysis;
- Debt Comparables and Valuation Analysis;
- ESG review; and
- Legal and regulatory issues.

A majority of the Investment Committee, including approval by Jeffrey S. Levin, must approve a transaction in order for us to pursue the opportunity. Once approved, the Investment Team works towards closing and funding the investment. Any changes to the investment after approval along with key legal terms are documented and circulated to the Investment Committee prior to closing in the form of a closing memo.

Portfolio Monitoring & Risk Management

We believe that proactive monitoring of our portfolio companies is an important part of the investment process. The Adviser engages in formal and informal dialogue with portfolio company management teams, private equity sponsors, suppliers and customers, as appropriate, through conversations facilitated, in part, by the Firm's global network in an attempt to give us an ongoing advantage relative to other investors. The Adviser receives monthly or quarterly financial reports from portfolio companies. This information access and ongoing interactions with portfolio companies and sponsors should provide the Adviser with the ability to anticipate any potential performance or liquidity issues at an early stage and to work proactively toward mitigating potential losses. Our Adviser holds quarterly portfolio reviews. In conjunction with the quarterly

portfolio reviews, the Adviser compiles a quarterly risk report that examines, among other things, migration in portfolio and loan level investment mix, industry diversification, ESG review, internal risk ratings, revenue, EBITDA and leverage.

Frequency of review of individual loans is determined on a case-by-case basis, based on an Internal Risk Rating, total exposure and other criteria set forth by the Investment Committee. Performing loans, or loans on which the borrower has historically made payments of principal and interest on time, are typically discussed every quarter, while any loan that has been downgraded under our Internal Risk Rating scale is typically discussed quarterly at a minimum and more frequently as appropriate. In addition, the Adviser holds monthly "watchlist" meetings which include a discussion of all transactions that have been downgraded, or are at risk for downgrade, under our Adviser's Internal Risk Rating system.

As part of the monitoring process, our Adviser has developed risk policies pursuant to which it regularly assesses the risk profile of each of our debt investments. Our Adviser has developed a classification system to group investments into four categories. The investments are evaluated regularly and assigned a category based on certain credit metrics. **Our Adviser's ratings do not constitute any rating of investments by a nationally recognized statistical rating organization or represent or reflect any third-party assessment of any of our investments.** Please see below for a description of the four categories of the Adviser's Internal Risk Rating system:

Category 1 In the opinion of our Adviser, investments in Category 1 involve the least amount of risk relative to our initial cost basis at the time of origination or acquisition. Category 1 investments performance is above our initial underwriting expectations and the business trends and risk factors are generally favorable, which may include the performance of the portfolio company, or the likelihood of a potential exit.

Category 2 In the opinion of our Adviser, investments in Category 2 involve a level of risk relative to our initial cost basis at the time of origination or acquisition. Category 2 investments are generally performing in line with our initial underwriting expectations and risk factors to ultimately recoup the cost of our principal investment and are neutral to favorable. All new originated or acquired investments are initially included in Category 2.

Category 3 In the opinion of our Adviser, investments in Category 3 indicate that the risk to our ability to recoup the initial cost basis at the time of origination or acquisition has increased materially since the origination or acquisition of the investment, such as declining financial performance and non-compliance with debt covenants; however principal and interest payments are not more than 120 days past due.

Category 4 In the opinion of our Adviser, investments in Category 4 involve a borrower performing substantially below expectations and indicate that the loan's risk has increased substantially since origination or acquisition. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. For Category 4 investments, it is anticipated that we will not recoup our initial cost basis and may realize a substantial loss of our initial cost basis at the time of origination or acquisition upon exit.

Our Adviser rates the investments in our portfolio at least quarterly, and it is possible that the rating of a portfolio investment may be reduced or increased over time. For investments rated 3 or 4, our Adviser enhances its level of scrutiny over the monitoring of such portfolio company by conducting a formal review of the portfolio company on a monthly basis and taking any actions deemed appropriate from the results of such review.

Beyond the policies and protocols detailed above, our Investment Team performs analysis and projections in response to market conditions to assess potential exposure to our portfolio. In the past, sample analysis has included evaluations of the impact from market, economic and geopolitical conditions that may from time to time result in periods of capital markets volatility and economic uncertainty.

The Internal Risk Ratings do not constitute any rating of investments by a nationally recognized statistical rating organization or represent or reflect any third-party assessment of any of our investments.

Liquid Loan Portfolio

Our Adviser may invest a portion of our portfolio in traded bank loans and other liquid debt securities of U.S. corporate issuers, including broadly syndicated loans, for cash management purposes including,

among other things, to manage payment obligations under our unit repurchase program. These parameters will include, but are not limited to, company size, rating, industry, issue size, yield and liquidity. Our Adviser's credit research analysts, specialized by industry, will conduct a thorough four-part analysis — fundamental credit analysis, quantitative analysis, structural analysis and relative value analysis and identify investments that meet the parameters. Our Investment Committee will work closely with the Adviser in the management of investment parameters and capital allocation. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time.

Allocation of Investment Opportunities and Potential Conflicts of Interest; Co-Investment Opportunities

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities. In the ordinary course of its business, Morgan Stanley is a full-service investment banking and financial services firm and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of our unitholders. Morgan Stanley has advised and may advise clients and has sponsored, managed or advised Affiliated Investment Accounts (as defined below) with a wide variety of investment objectives that in some instances may overlap or conflict with our investment objectives and present conflicts of interest. Certain members of the Investment Team and the Investment Committee will make investment decisions on behalf of Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with ours. The term "Affiliated Investment Accounts" includes certain alternative investment funds, regulated funds and investment programs, accounts and businesses that are advised by or affiliated with the Adviser or its affiliates or through which IM otherwise conducts its business, together with any new or successor to such funds, programs, accounts or businesses. For instance, the Adviser serves as the investment adviser to the other MS BDCs. For the avoidance of doubt, we are not a subsidiary of or consolidated with Morgan Stanley.

These activities create potential conflicts in allocating investment opportunities among us and other Affiliated Investment Accounts. As a BDC regulated under the 1940 Act, we are subject to certain limitations relating to co-investments and joint transactions with affiliates, which likely will, in certain circumstances, limit our ability to make investments or enter into other transactions alongside the Adviser and other Affiliated Investment Accounts. Although the Adviser has implemented allocation policies and procedures, there can be no assurance that such regulatory restrictions will not adversely affect our ability to capitalize on attractive investment opportunities.

We may, however, invest alongside the Affiliated Investment Accounts in certain circumstances where doing so is consistent with our Adviser's allocation policies and procedures, applicable law and SEC staff interpretations, guidance and any exemptive relief order applicable to us and/or the Adviser. The SEC has granted our Adviser an exemptive order (as amended, the "Order") that allows us to enter into certain negotiated co-investment transactions alongside certain Affiliated Investment Accounts, in a manner consistent with our investment objectives, positions, policies, strategies, and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with the conditions specified in the Order. Pursuant to the Order, we are permitted to co-invest with our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our eligible directors makes certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our unitholders and do not involve overreaching in respect of us or our unitholders on the part of any person concerned and (2) the transaction is consistent with the interests of our unitholders and is consistent with our investment objectives and strategies.

For a description of the potential conflicts of interest of the Company as well as the allocation of investments among entities advised by the Adviser and its affiliates, see "Item 7. Certain Relationships and Related Transactions, and Director Independence" and in particular, the section titled "*Investments by Morgan Stanley and Its Affiliated Investment Accounts*." For the avoidance of doubt, we are not a subsidiary of or consolidated with Morgan Stanley.

Competition

Our primary competitors in providing financing to middle-market companies include public and private investment funds, other BDCs, commercial finance companies and, to the extent they provide an

alternative form of financing, private equity, mezzanine and hedge funds, as well as issuers of collateralized loan obligations, or CLOs, and other structured loan funds, and to a lesser extent, commercial and investment banks. Some of our potential competitors may be more experienced and may have more resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. Our competitors have incurred, or may in the future incur, leverage to finance their debt investments at levels or on terms more favorable than those available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments than we do, which could allow them to consider a wider variety of investments and establish more relationships than us.

Among other factors, the returns on investments available in the marketplace are a function of the supply of investment opportunities and the amount of capital investing in such opportunities. Strong competition for investments, including from new competitors, could result in fewer investment opportunities and less favorable pricing for us, as our competitors target the same or similar investments that we intend to purchase. Moreover, identifying attractive investment opportunities is difficult and involves a high degree of uncertainty. For additional information concerning the competitive risks we face, see "*Item 1A. Risk Factors — Risks Relating to Our Business and Structure — We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses.*"

Implications of Being an Emerging Growth Company

We currently are and expect to remain an "emerging growth company," as defined in the JOBS Act, until the earliest of:

- The last day of our fiscal year in which the fifth anniversary of any initial public offering of our Units occurs;
- The end of the fiscal year in which our total annual gross revenues first exceed $1.235 billion;
- The date on which we have, during the prior three-year period, issued more than $1.0 billion in non-convertible debt; and

The last day of a fiscal year in which we (1) have an aggregate worldwide market value of our Units held by non-affiliates of $700 million or more, computed at the end of each fiscal year as of the last business day of our most recently completed second fiscal quarter and (2) have been an Exchange Act reporting company for at least one year (and filed at least one annual report under the Exchange Act).Under the JOBS Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), we are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act, which would require that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting, until such time as we cease to be an emerging growth company and become an accelerated filer as defined in Rule 12b-2 under the Exchange Act. This may increase the risk that material weaknesses or other deficiencies in our internal control over financial reporting go undetected.

Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have made an irrevocable election not to take advantage of this exemption from new or revised accounting standards. We therefore are subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

Private Offering of Units

We intend to offer our Units in the Private Offering on a continuous basis in reliance on exemptions from the registration requirements of the Securities Act, including Regulation S under the Securities Act and other exemptions from the registration requirements of the Securities Act, in connection with which we intend to enter into subscription agreements with investors (each, a "Subscription Agreement"). An investor will subscribe to purchase Units pursuant to a Subscription Agreement and will become a common unitholder bound by the terms of our First Amended and Restated Limited Liability Company Agreement (the "LLC Agreement").

We will endeavor to take all reasonable actions to avoid interruptions in the continuous Private Offering. Although the Units in the Private Offering are being sold under the exemption provided by

Regulation S under the Securities Act and other exemptions from the registration requirements of the Securities Act, there can be no assurance that we will not need to suspend our Private Offering for various reasons, including but not limited to regulatory review from the SEC and various state regulators, to the extent applicable.

We intend to issue Units in the Private Offering on a monthly basis at an offering price generally equal to the net asset value per Unit; provided that we retain the right, if determined by us in our sole discretion, to accept subscriptions and issue Units, in amounts to be determined by us, more or less frequently to one or more investors for regulatory, tax or other reasons as we may determine to be appropriate.

We are a private, perpetual-life BDC, which is a BDC whose Units are not listed for trading on a stock exchange or other securities market. We use the term "perpetual-life BDC" to describe an investment vehicle of indefinite duration whose units are intended to be sold by us monthly on a continuous basis at a price generally equal to our monthly net asset value per Unit.

Purchase Price and Fees

The purchase price for our Units in the initial closing of the Private Offering will be $20.00 per Unit. Thereafter, we intend to sell our Units at a net offering price that we believe reflects the net asset value per Unit as determined in accordance with the Company's unit pricing policy. In connection with the monthly closings, we expect that our Board of Directors will delegate to the Adviser the authority to determine a price per Unit that we believe generally reflects the net asset value per Unit as determined in accordance with the Company's unit pricing policy. There is no guarantee that the net offering price of our Units at any closing will be equal to the net asset value of our Units as of the date of any such closing.

The purchase of our Units is intended to be a medium to long-term investment. We do not intend to list our Units on a national securities exchange. See "*Item 1A. Risk Factors — Our Units are not listed, and we do not intend to list our Units, on an exchange, nor are our Units quoted through a quotation system. Therefore, our unitholders will have limited liquidity and may not receive a full return of invested capital upon selling their Units or upon liquidation of the Company.*"

Unit Repurchase Program

We do not intend to list our Units on a securities exchange, and we do not expect there to be a public market for our Units. As a result, if an investor purchases our Units, its ability to sell its Units will be limited.

Subject to market conditions and the approval of our Board of Directors, we expect to commence quarterly repurchase offers pursuant to a unit repurchase program. Our Board may amend or suspend the unit repurchase program at any time if in its reasonable judgment it deems such action to be in our best interest and the best interest of our investors. As a result, share repurchases may not be available each quarter, such as when a repurchase offer would place an undue burden on our liquidity, adversely affect our operations or risk having an adverse impact on the Company that would outweigh the benefit of the repurchase offer. We intend to limit the number of Units to be repurchased in each quarter to no more than 5% of our outstanding Units (either by number of Units or aggregate net asset value) as of such quarter end.

Investors may tender all of the Units they own. There will be no repurchase priority for a unitholder under the circumstances of death or disability of such unitholder.

In the event the amount of Units tendered exceeds the repurchase offer amount, Units will be repurchased on a pro rata basis. All unsatisfied repurchase requests must be resubmitted in the next quarterly tender offer, or upon the recommencement of the unit repurchase plan, as applicable. We will have no obligation to repurchase Units, including if the repurchase would violate the restrictions on distributions under federal law or Delaware law. The limitations and restrictions described above may prevent us from accommodating all repurchase requests made in any quarter. Our unit repurchase program has many limitations, including the limitations described above, and should not in any way be viewed as the equivalent of a secondary market.

We will offer to repurchase Units on such terms as may be determined by our Board of Directors in its complete and absolute discretion unless, in the judgment of our Independent Directors, such repurchases would not be in the best interests of our unitholders or would violate applicable law.

There is no assurance that our Board of Directors will exercise its discretion to offer to repurchase Units in any given quarter, or at all, or that there will be sufficient funds available to accommodate all of our unitholders' requests for repurchase. As a result, we may repurchase less than the full amount of Units that an investor requests to have repurchased. If we do not repurchase the full amount of Units an investor has requested to be repurchased, or we determine not to make repurchases of our Units, such investor will likely not be able to dispose of its Units, even if we under-perform. Any periodic repurchase offers will be subject in part to our available cash and compliance with the RIC qualification and diversification rules and the 1940 Act. Unitholders will pay neither a direct nor indirect fee to us in connection with our repurchase of Units under the unit repurchase program.

The Company will repurchase Units from unitholders pursuant to written tenders on terms and conditions that the Board of Directors determines to be fair to the Company and to all unitholders. When the Board of Directors determines that the Company will repurchase Units, notice will be provided to unitholders describing the terms of the offer, containing information unitholders should consider in deciding whether to participate in the repurchase opportunity and containing information on how to participate. We will conduct such repurchase offers in accordance with the requirements of applicable law, including Rule 13e-4 promulgated under the Exchange Act and the 1940 Act.

Unitholders deciding whether to tender their Units during the period that a repurchase offer is open may obtain our most recent net asset value per Unit in our filings with the SEC, which are available to the public through the SEC's website (http://www.sec.gov). However, we expect our repurchase offers will generally repurchase Units at a price per Unit equal to the net asset value per Unit on or around the last business day of a calendar quarter, which will not be available until after the expiration of the applicable tender offer, so an investor will not know the exact price of Units in the tender offer when it makes its decision whether to tender its Units.

Repurchases of Units from unitholders by the Company will be paid in cash promptly after the expiration of the applicable tender offer. Repurchases will be effective after receipt and acceptance by the Company of eligible written tenders of Units from unitholders by the applicable repurchase offer deadline. We will not impose any charges in connection with repurchases of Units. All Units purchased by us pursuant to the terms of each tender offer will be retired and thereafter will be authorized and unissued Units.

The majority of our assets will consist of instruments that cannot generally be readily liquidated without impacting our ability to realize full value upon their disposition. Therefore, we may not always have sufficient liquid resources to make repurchase offers. We may fund repurchase requests from sources other than cash flow from operations, including, without limitation, the sale of assets, borrowings, return of capital or offering proceeds, and we have no limits on the amounts we may pay from such sources. Should making repurchase offers, in our judgment, place an undue burden on our liquidity, adversely affect our operations or risk having an adverse impact on the Company as a whole, or should we otherwise determine that investing our liquid assets in originated loans or other illiquid investments rather than repurchasing our Units is in the best interests of the Company as a whole, then we may choose to offer to repurchase fewer Units than described above, or none at all.

Payment for repurchased Units may require us to liquidate portfolio holdings earlier than our Adviser would otherwise have caused these holdings to be liquidated, potentially resulting in losses, and may increase our investment-related expenses as a result of higher portfolio turnover rates. Our Adviser intends to take measures, subject to policies as may be established by our Board of Directors, to attempt to avoid or minimize potential losses and expenses resulting from the repurchase of Units.

Warehouse Transaction

We have entered into a facility agreement with an unaffiliated third party to acquire our initial portfolio investments by purchasing certain investments owned and held by such third party concurrently with the initial closing of the Private Offering. Our obligation to purchase such investments is conditional

upon satisfying certain conditions, namely (1) the earlier of (a) September 1, 2023, so long as the Company has received aggregate subscriptions of $75 million or greater, or (b) the receipt of aggregate subscriptions of $500 million or greater, and (2) the Board of Directors' approval of the Company's acceptance of such capital subscriptions. We made customary representations and warranties in the facility agreement. Our initial portfolio of investments will consist primarily of directly originated senior secured term loans issued by U.S. middle market companies backed by financial sponsors. There are no material differences between the underwriting standards used in the acquisition of the investments we will acquire pursuant to the facility agreement and the underwriting standards to be employed by the Adviser on our behalf going forward. See "— Investment Process" above for additional information about our underwriting standards. As of the date of the attached consolidated financial statements, none of the conditions had been met.

Summary of Risk Factors

An investment in our Units involves a high degree of risk and may be considered speculative. The risk factors described below are a summary of the principal risk factors associated with an investment in our Units. These are not the only risks we face. You should carefully consider these risk factors, together with the risk factors set forth in "Risk Factors" of this Registration Statement and other reports and documents we file with the SEC.

<u>Risks Relating to Our Business and Structure</u>

- We have no operating history.
- Operating as a BDC imposes numerous constraints on us and significantly reduces our operating flexibility.
- We are subject to risks associated with the current interest rate environment and to the extent we use debt to finance our investments, changes in interest rates will affect our cost of capital and net investment income.
- We depend upon our Adviser and Administrator for our success and upon their access to the investment professionals and partners of Morgan Stanley and its affiliates.
- Our business model depends to a significant extent upon strong referral relationships with private equity sponsors.
- We may not replicate the historical results achieved by other entities advised or sponsored by members of the Investment Committee or by the Adviser or its affiliates.
- Our financial condition and results of operations depend on our ability to manage future growth effectively.
- The Adviser may frequently be required to make investment analyses and decisions on an expedited basis.
- There are significant potential conflicts of interest that could affect our investment returns.
- Our management fee and incentive fee structure may create incentives for the Adviser that are not fully aligned with the interests of our unitholders and may induce the Adviser to make speculative investments.
- Our ability to enter into transactions with our affiliates is restricted.
- We operate in a highly competitive market for investment opportunities.
- We will be subject to corporate-level income tax if we are unable to qualify as a RIC.
- We will need to raise additional capital to grow because we must distribute most of our income.
- Regulations governing our operation as a BDC affect our ability to, and the way in which we, raise additional capital.
- We are subject to risks associated with our Credit Facilities (as defined below).
- Failure to qualify as a BDC would decrease our operating flexibility.

- Certain investors are limited in their ability to make significant investments in us.
- The majority of our portfolio investments are recorded at fair value as determined in good faith by our Valuation Designee (as defined below) and, as a result, there may be uncertainty as to the value of our portfolio investments.
- Our Board of Directors may change our investment objective, operating policies and strategies without prior notice or unitholder approval, and we may temporarily deviate from our regular investment strategy.
- The Adviser and Administrator can each resign on 60 days' notice, and we may not be able to find a suitable replacement within that time.
- The liability of each of the Adviser and the Administrator is limited.

Risks Relating to Our Investments

- Limitations of investment due diligence expose us to investment risk.
- Our debt investments may be risky and we could lose all or part of our investments.
- Defaults by our portfolio companies will harm our operating results.
- Economic recessions or downturns could impair our portfolio companies and defaults by our portfolio companies will harm our operating results.
- Subordinated liens on collateral securing debt investments that we will make to our portfolio companies may be subject to control by senior creditors with first priority liens.
- Our investments in traded bank loans and other liquid debt securities of U.S. corporate issuers could include "covenant-lite" loans, which may expose us to different risks.
- The lack of liquidity in our investments may adversely affect our business.
- Price declines and illiquidity in the corporate debt markets may adversely affect the fair value of our portfolio investments, reducing our net asset value through increased net unrealized depreciation.
- We may be subject to risks associated with syndicated loans.
- Our portfolio companies may prepay loans, which may reduce our yields if capital returned cannot be invested in transactions with equal or greater expected yields.
- Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio.
- Because we generally do not hold controlling equity interests in our portfolio companies, we may not be able to exercise control over our portfolio companies.
- We can offer no assurance that portfolio company management will be able to operate their companies in accordance with our expectations.
- Our portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies.
- We may be subject to risks under hedging transactions and may become subject to risks if we invest in foreign securities.

Risks Relating to Our Units

- Our Units are not listed, and we do not intend to list our Units on an exchange.
- There is a risk that you may not receive distributions.
- Investors will not know the purchase price per Unit at the time they submit their subscription agreements.
- If we are unable to raise substantial funds in our ongoing, continuous "best efforts" offering, we may be limited in the number and type of investments we may make

- We intend, but are not required, to offer to repurchase Units on a quarterly basis.
- The price at which we may repurchase Units will be determined in accordance with our unit pricing policy and, as a result, there may be uncertainty as to the value of our Units.
- We may be unable to invest a significant portion of the net proceeds of our offering of Units on acceptable terms.
- We have not established any limit on the amount of funds we may use from available sources to fund distributions.
- Our distributions to unitholders may be funded from expense reimbursements or waivers of investment advisory fees.
- Investing in our Units may involve an above average degree of risk.
- The net asset value of our Units may fluctuate significantly.
- Our unitholders may experience dilution in their ownership percentage.
- Our unitholders will experience dilution in their ownership percentage if they do not participate in our dividend reinvestment plan ("DRIP").
- Any preferred units we may issue in the future could adversely affect the value of our Units.
- Holders of any preferred units that we may issue will have the right to elect certain members of our Board of Directors and have class voting rights on certain matters.

General Risk Factors

- We are operating in a period of capital markets volatility and economic uncertainty.
- New or modified laws or regulations governing our or Morgan Stanley's operations may adversely affect our business.
- We are highly dependent on information systems, and systems failures could significantly disrupt our business.
- Terrorist attacks, acts of war, natural disasters, outbreaks or pandemics may impact our portfolio companies and our Adviser and harm our business, operating results and financial condition.

Investment Advisory Agreement

We intend to enter into the Investment Advisory Agreement with our Adviser prior to our election to be regulated as a BDC. Pursuant to the Investment Advisory Agreement, we pay our Adviser a fee for investment advisory and management services consisting of two components — a base management fee and an incentive fee. As a part of the Investment Advisory Agreement, we agree to reimburse the Adviser for certain expenses it incurs on our behalf. See "*Item 2. Financial Information — Management's Discussion and Analysis of Financial Condition and Results of Operations — Expenses*" below for a discussion of the expenses (subject to the review and approval of our independent directors) that we expect to reimburse to our Adviser.

Base Management Fee

The base management fee is calculated at an annual rate of 1.00% based on the average of the Company's net asset value at the end of the two most recently completed calendar months. All or part of the base management fee not taken as to any month will be deferred without interest and may be taken in any subsequent month. Base management fees for any partial month are prorated based on the number of days in the month. The Adviser has agreed to irrevocably waive the base management fee through March 31, 2024.

Incentive Fee

We also pay the Adviser an incentive fee consisting of two parts. The first part is determined and paid quarterly based on our pre-incentive fee net investment income and the second part is determined and payable

in arrears based on net capital gains as of the end of each calendar year or upon termination of the Investment Advisory Agreement.

Pre-incentive fee net investment income is defined as interest income, distribution income and any other income accrued during the calendar quarter, minus operating expenses for the quarter, including the base management fee, expenses payable under the Administration Agreement and any interest expense, but excluding the incentive fee. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation.

Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as debt instruments with payment-in-kind ("PIK") interest and zero coupon securities), accrued income that we have not yet received in cash. Our Adviser is not obligated to return to us the incentive fee it receives on PIK interest that is later determined to be uncollectible in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. See "*Item 1A. Risk Factors — Risks Relating to Our Business and Structure — Our management fee and incentive fee structure may create incentives for the Adviser that are not fully aligned with the interests of our unitholders and may induce the Adviser to make speculative investments*."

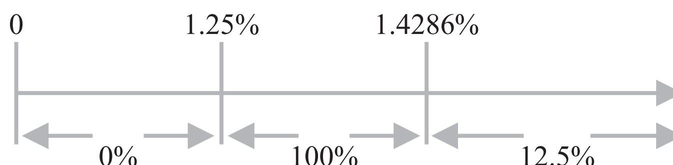
Pursuant to the Investment Advisory Agreement, we pay the Adviser an incentive fee with respect to our pre-incentive fee net investment income as follows:

- No incentive fee based on pre-incentive fee net investment income in any calendar quarter in which our pre-incentive fee net investment income does not exceed a hurdle rate of 1.25% (5% annualized);
- 100% of pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 1.4286% in any quarter (5.7143% annualized). We refer to this portion of the pre-incentive fee net investment income (which exceeds the hurdle rate but is less than 1.4286%) as the "catch-up." The "catch-up" is meant to provide the Adviser with approximately 12.5% of our pre-incentive fee net investment income as if a hurdle rate did not apply if this net investment income exceeds 1.4286% in any calendar quarter; and
- 12.5% of the pre-incentive fee net investment income, if any, that exceeds 1.4286% in any calendar quarter (5.7143% annualized), which reflects that once the hurdle rate is reached and the catch-up is achieved, 12.5% of all pre-incentive fee net investment income is paid to the Adviser.

The following is a graphical representative of the incentive fee calculation pursuant to the Investment Advisory Agreement:

Quarterly Income Component of Income and Capital Gains Incentive Fee Calculation Based on Net Income

Pre-Incentive Fee Net Investment Income (Expressed as a Percentage of the Value of Net Assets)



If market interest rates rise, we may be able to invest our funds in debt instruments that provide for a higher return, which would increase our pre-incentive fee net investment income and make it easier for the Adviser to surpass the hurdle rate and receive an incentive fee on such net investment income. PIK interest and original issue discount ("OID") will also increase our pre-incentive fee net investment income and make it easier to surpass the hurdle rate. Our pre-incentive fee net investment income used to calculate this part of the incentive fee is also included in the amount of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts) used to calculate the base management fee.

The Adviser has agreed to irrevocably waive its incentive fee based on net investment income through March 31, 2024.

Under the Investment Advisory Agreement, we pay the Adviser an incentive fee on capital gains calculated and payable in arrears in cash as of the end of each calendar year or upon the termination of the Investment Advisory Agreement in an amount equal to 12.5% of our realized capital gains, if any, on a cumulative basis from the date of our election to be regulated as a BDC through the end of a given calendar year or upon the termination of the Investment Advisory Agreement, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees (the "Cumulative Capital Gains"). For the purpose of computing the incentive fee on capital gains, the calculation methodology will look through derivative financial instruments or swaps as if we owned the reference assets directly.

Our Board of Directors monitors the mix and performance of our investments over time and seeks to satisfy itself that the Adviser is acting in our interests and that our fee structure appropriately incentivizes the Adviser to do so.

Examples of Quarterly Incentive Fee Calculation Example 1: Income Related Portion of Incentive Fee(*):

Income Related Portion of Incentive Fee(*):

Alternative 1

Assumptions

Investment income (including interest, dividends, fees, etc.) = 1.25%

Hurdle rate(1) = 1.25%

Base management fee(2) = 0. 25%

Other expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.175%

Pre-incentive fee net investment income (investment income — (base management fee + other expenses)) = 0.825%

Pre-incentive net investment income does not exceed hurdle rate, therefore there is no incentive fee.

Alternative 2

Assumptions

Investment income (including interest, dividends, fees, etc.) = 1.85%

Hurdle rate(1) = 1.25%

Base management fee(2) = 0. 25%

Other expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.175%

Pre-incentive fee net investment income (investment income — (base management fee + other expenses)) = 1.425% which exceeds the hurdle rate

Incentive fee = 12.5% × pre-incentive fee net investment income, subject to the "catch-up"(4)

= 100% × (1.425% – 1.25%)

= 0.175%

Alternative 3

Assumptions

Investment income (including interest, dividends, fees, etc.) = 2.5% Hurdle rate(1) = 1.25%

Base management fee(2) = 0. 25%

Other expenses (legal, accounting, custodian, transfer agent, etc.)[3] = 0.175%

Pre-incentive fee net investment income (investment income — (base management fee + other expenses)) = 2.075%

Incentive fee = 12.5% × pre-incentive fee net investment income, subject to "catch-up"[4]

= 100% × "catch-up" + (12.5% × (pre-incentive fee net investment income — 1.4286%))

Catch-up = 1.4286% – 1.25% = 0.1786%

Incentive fee = (100% × 0.1786%) + (12.5% × (2.075% – 1.4286%))

= 0.1786% + (12.5% × 0.6464%)

= 0.1786% + 0.0808%

= 0.2594%

(*) The hypothetical amount of pre-incentive fee net investment income shown is based on a percentage of total net assets.

(1) Represents 5% annualized hurdle rate.

(2) Represents 1.00% annualized base management fee.

(3) Excludes organizational and offering expenses.

(4) The "catch-up" provision is intended to provide our Adviser with an incentive fee of 12.5% on all of our pre-incentive fee net investment income as if a hurdle rate did not apply when our net investment income exceeds 1.4286% in any calendar quarter.

Example 2: Capital Gains Portion of Incentive Fee:

Alternative 1

Assumptions

- Year 1: $20 million investment made in Company A ("Investment A"), and $30 million investment made in Company B ("Investment B")
- Year 2: Investment A sold for $50 million and fair market value ("FMV") of Investment B determined to be $32 million
- Year 3: FMV of Investment B determined to be $25 million
- Year 4: Investment B sold for $31 million

The capital gains portion of the incentive fee, if any, would be:

- Year 1: None
- Year 2: $3.75 million capital gains incentive fee

$30 million realized capital gains on sale of Investment A multiplied by 12.5%

- Year 3: None

$3.175 million cumulative fee (12.5% multiplied by $25 million ($30 million Cumulative Capital Gains less $5 million cumulative capital depreciation)) less $3.75 million (previous capital gains fee paid in Year 2)

- Year 4: $0.125 million capital gains incentive fee

$3.875 million cumulative fee ($31 million cumulative realized capital gains multiplied by 12.5%)

less

$3.75 million (previous capital gains fee paid in Year 2)

Alternative 2

Assumptions

- Year 1: $20 million investment made in Company A ("Investment A"), $30 million investment made in Company B ("Investment B") and $25 million investment made in Company C ("Investment C")
- Year 2: Investment A sold for $50 million, FMV of Investment B determined to be $25 million and FMV of Investment C determined to be $25 million
- Year 3: FMV of Investment B determined to be $27 million and Investment C sold for $30 million
- Year 4: FMV of Investment B determined to be $35 million
- Year 5: Investment B sold for $20 million

The capital gains portion of the incentive fee, if any, would be:

- Year 1: None
- Year 2: $3.125 million capital gains incentive fee

12.5% multiplied by $25 million ($30 million realized capital gains on sale of Investment A less $5 million unrealized capital depreciation on Investment B)

- Year 3: $0.875 million capital gains incentive fee

$4.0 million cumulative fee (12.5% multiplied by $32 million ($35 million cumulative realized capital gains less $3 million unrealized capital depreciation)) less $3.125 million (previous capital gains fee paid in Year 2)

- Year 4: $0.375 million capital gains incentive fee, calculated as follows:

$4.375 million cumulative fee (12.5% multiplied by $35 million cumulative realized capital gains) less $4.0 million (previous cumulative capital gains fees paid in Year 2 and Year 3)

- Year 5: None

$3.125 million cumulative fee (12.5% multiplied by $25 million ($35 million cumulative realized capital gains less $10 million realized capital losses)) less $4.375 million (previous Cumulative Capital Gains fee paid in Year 2, 3 and Year 4)

Administration Agreement

We intend to enter into the Administration Agreement with our Administrator prior to our election to be regulated as a BDC. Our Administrator provides us with office space, office services and equipment. Under the Administration Agreement, our Administrator also performs, or oversees the performance of, our required administrative services, which include, among other things, providing assistance in accounting, legal, compliance, operations, technology, internal audit and investor relations, and being responsible for the financial records that we are required to maintain and preparing reports to our unitholders and reports filed with the SEC. In addition, our Administrator assists us in determining and publishing our net asset value, overseeing the preparation and filing of our tax returns and the printing and dissemination of reports to our unitholders, our internal control assessment under the Sarbanes-Oxley Act and generally overseeing the payment of our expenses and the performance of administrative and professional services rendered to us by others.

Payments under the Administration Agreement are equal to an amount that reimburses our Administrator for its costs and expenses and our allocable portion of certain expenses incurred by our Administrator in performing its obligations under the Administration Agreement, including our allocable portion of the compensation paid to our Chief Compliance Officer and Chief Financial Officer. Our Board of Directors, including our Independent Directors, reviews the allocable portion of overhead and other expenses incurred by our Administrator in performing its obligations under the Administration Agreement to determine whether such expenses are reasonable and allocated appropriately among the Company and other funds sponsored or advised by the Administrator and its affiliates. The Administration Agreement

may be terminated by either party without penalty upon 60 days' written notice to the other party. Additionally, we ultimately bear the costs of any sub-administration agreements that our Administrator enters into.

The Administration Agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, our Administrator and its officers, managers, partners, agents, employees, controlling persons, members and any other person or entity affiliated with it will be entitled to indemnification from us for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of our Administrator's services under the Administration Agreement or otherwise as an administrator for us, subject to the provisions of the 1940 Act.

Our Administrator reserves the right to waive all or part of any reimbursements due from the Company at its sole discretion.

In addition, pursuant to a sub-administration agreement, our Administrator has engaged State Street Bank and Trust Company ("State Street"), to act on behalf of our Administrator in the performance of certain other administrative services for us. We have also engaged State Street directly to serve as our custodian, and as our unit transfer agent, distribution paying agent and registrar.

Valuation Procedures

The net asset value of our Units depends on the number of Units outstanding at the time the net asset value is determined. We determine the net asset value per Unit of our outstanding Units at least quarterly by dividing the value of total assets minus liabilities by the total number of Units outstanding at the date as of which the determination is made.

We conduct the valuation of our assets, pursuant to which our net asset value will be determined, at all times consistent with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") and the 1940 Act. Our Board of Directors, with the assistance of our audit committee (our "Audit Committee"), determines the fair value of our assets, for assets with a daily public market, and for assets with no readily available public market, on at least a quarterly basis, in accordance with the terms of Topic 820 of the Financial Accounting Standards Board's Accounting Standards Codification, as amended, *Fair Value Measurement* ("ASC 820"). The Board of Directors has delegated to the Adviser as a valuation designee (the "Valuation Designee") the responsibility of determining fair value of the Company's investment portfolio, subject to oversight by the Board of Directors, pursuant to Rule 2a-5 under the 1940 Act. As such, the Valuation Designee will be charged with determining the fair value of the Company's investment portfolio, subject to oversight by the Board of Directors. Our valuation procedures are set forth in more detail below.

ASC 820 defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." Fair value is a market-based measurement, not an entity-specific measurement. For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same — to estimate the price when an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under current market conditions (that is, an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability).

ASC 820 establishes a hierarchical disclosure framework which ranks the observability of inputs used in measuring financial instruments at fair value. The observability of inputs is impacted by a number of factors, including the type of financial instruments and their specific characteristics. Financial instruments with readily available quoted prices, or for which fair value can be measured from quoted prices in active markets, generally will have a higher degree of market price observability and a lesser degree of judgment applied in determining fair value.

The three-level hierarchy for fair value measurements is defined as follows:

Level 1 — inputs to the valuation methodology are quoted prices available in active markets for identical financial instruments as of the measurement date. The types of financial instruments in this category include unrestricted securities, including equities and derivatives, listed in active markets. We will not adjust the quoted price for these instruments, even in situations where we hold a large position and a sale could reasonably impact the quoted price.

Level 2 — inputs to the valuation methodology are quoted prices in markets that are not active or for which all significant inputs are either directly or indirectly observable as of the measurement date. The types of financial instruments in this category include less liquid and restricted securities listed in active markets, securities traded in markets that are not active, and certain over-the-counter derivatives where the fair value is based on observable inputs.

Level 3 — inputs to the valuation methodology are unobservable and significant to the overall fair value measurement, and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. The types of financial instruments in this category include investments in privately held entities, non-investment grade residual interests in securitizations and certain over-the-counter derivatives where the fair value is based on unobservable inputs.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given financial instrument is based on the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Pursuant to the framework set forth above, we will value securities traded in active markets on the measurement date by multiplying the exchange closing price of such traded securities/instruments by the quantity of shares or amount of the instrument held. We may also obtain quotes with respect to certain of our investments from pricing services, brokers or dealers' quotes, or counterparty marks in order to value liquid assets that are not traded in active markets. Pricing services aggregate, evaluate and report pricing from a variety of sources including observed trades of identical or similar securities, broker or dealer quotes, model-based valuations and internal fundamental analysis and research. When doing so, we will determine whether the quote obtained is sufficient according to U.S. GAAP to determine the fair value of the security. If determined adequate, we will use the quote obtained.

Securities that are illiquid or for which the pricing source does not provide a valuation or methodology or provides a valuation or methodology that, in the judgment of the Valuation Designee or our Board of Directors, does not represent fair value, will each be valued as of the measurement date using all techniques appropriate under the circumstances and for which sufficient data is available. These valuation techniques may vary by investment but include comparable public market valuations, comparable precedent transaction valuations and discounted cash flow analyses. Debt investments are generally fair valued using discounted cash flow analyses technique. Expected cash flows are projected based on contractual terms and discounted back to the measurement date based on a discount rate. Discount rate is determined based upon an assessment of current and expected yields for similar investments and risk profiles. The process used to determine the applicable value is as follows:

1. each portfolio company or investment is initially valued by using a standardized template designed to approximate fair market value based on observable market inputs and updated credit statistics and unobservable inputs;

2. preliminary valuation conclusions are documented and reviewed by a valuation committee comprised of members of our Adviser's senior management;

3. our Board of Directors or Valuation Designee will engage one or more independent third-party valuation firms to provide positive assurance on all or a portion of our illiquid investments each quarter and month-end (such that, each illiquid investment will be reviewed by an independent

valuation firm at least once on a rolling twelve month basis), including review of management's preliminary valuation and conclusion of fair value;

4. our Audit Committee reviews the assessments of the Valuation Designee and the independent third-party valuation firm and provides our Board of Directors with recommendations with respect to the fair value of each investment in our portfolio; and

5. our Board of Directors discusses the valuation recommendations of our Audit Committee and will determine the fair value of each investment in our portfolio in good faith based on the input of the Valuation Designee and, where applicable, the third-party valuation firm.

The fair value is generally determined based on the assessment of the following factors, as relevant:

- the nature and realizable value of any collateral;
- call features, put features and other relevant terms of debt;
- the portfolio company's leverage and ability to make payments;
- the portfolio company's public or "private letter" credit ratings;
- the portfolio company's actual and expected earnings and discounted cash flow;
- prevailing interest rates for like securities and expected volatility in future interest rates;
- the markets in which the issuer does business and recent economic and/or market events; and
- comparisons to publicly traded securities.

Investment performance data utilized will be the most recently available as of the measurement date which in many cases may reflect up to a one quarter lag in information.

Our Board of Directors is ultimately responsible for the determination, in good faith, of the fair value of our portfolio investments.

Determination of fair value involves subjective judgments and estimates. Accordingly, the notes to our financial statements will express the uncertainty with respect to the possible effect of such valuations, and any change in such valuations, on our financial statements.

Value Determinations in Connection with this Continuous Offering

We are offering our Units on a continuous basis at an initial price per Unit of $20.00.

We intend to sell our Units at a net offering price that we believe generally reflects the net asset value per Unit as determined in accordance with our unit pricing policy. Therefore, persons who subscribe for our Units in our Private Offering submit subscriptions for a certain dollar amount, rather than a number of our Units and, as a result, may receive fractional Units. See "*Item 1A. Risk Factors — Risks Relating to an Investment in Our Units — Investors will not know the purchase price per Unit at the time they submit their subscription agreements and could receive fewer Units than anticipated if our Board of Directors determines to increase the offering price to comply with the requirement that we avoid selling Units at a net offering price below the net asset value per unit.*" There is no guarantee that this net asset value will be equal to the net offering price of our Units at any closing.

In connection with each monthly closing on the sale of our Units offered pursuant to our Private Offering on a continuous basis, we expect that our Board of Directors will delegate to the Adviser the authority to determine a price per Unit that we believe generally reflects the net asset value per Unit as determined in accordance with the Company's unit pricing policy, but there is no guarantee that the net offering price of our Units at any closing will equal our net asset value as of the date of such closing. We will modify the offering price to the extent necessary to comply with the requirements of the 1940 Act, including the requirement that we not sell our Units at a net offering price below our net asset value per Unit unless we obtain the requisite approval from our unitholders.

The following factors, among others, will be considered when making the determination that our Units are not sold at a prices per Unit that are below the then-current net asset value per unit:

- The net asset value per unit of our Units as disclosed in our most recent periodic report filed with the SEC;
- Our management's assessment of changes in net asset value per Unit have occurred (including through any realization of net gains from the sale of a portfolio investment), or whether any material change in the fair value of portfolio investments has occurred, in each case, from the period beginning on the date of the most recently disclosed net asset value per Unit to the period ending as of the last day of the prior month; and
- The magnitude of the difference between (i) the values that were determined to the current (as of the last day of the prior month) net asset value per Unit, which is based upon the net asset value per Unit disclosed in the most recent periodic report that we filed with the SEC, as adjusted to reflect our assessment of any change in the net asset value per unit since the date of the most recently disclosed net asset value per Unit, and (ii) the offering price per Unit at the date of the monthly subscription closing.

To the extent that there is a possibility that we may issue our Units at a price which is below the then current net asset value of our Units on the date of sale, we could elect either to postpone the monthly closing until such time that there is no longer the possibility of the occurrence of such event or to undertake to determine net asset value within two days prior to any such sale to ensure that such sale will not be made at a price which is below our then current net asset value.

These processes and procedures are part of our compliance program. Records will be made contemporaneously with all determinations described in this section and these records will be maintained with other records we are required to maintain under the 1940 Act.

Regulation as a Business Development Company

General

We have elected to be regulated as a BDC under the 1940 Act. A BDC is a specialized investment vehicle that elects to be regulated under the 1940 Act as an investment company but is generally subject to less onerous requirements than other registered investment companies under a regime designed to encourage lending to U.S.-based small and mid-sized businesses. Unlike many similar types of investment vehicles that are restricted to being private entities, the stock of a BDC is permitted to trade in the public equity markets (although we do not currently intend to list our Units to allow for such trading).

BDCs are also eligible to elect to be treated as a RIC under Subchapter M of the Code. A RIC typically does not incur significant entity-level income taxes, because it is generally entitled to deduct distributions made to its equityholders. We intend to elect to be treated, and intend to qualify annually, as a RIC, commencing concurrently with our election to be regulated as a BDC. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*."

Potential Advantages of a BDC Compared to Other Institutional Investment Vehicles

We believe the advantages of the BDC structure derive primarily from two characteristics:

First, as a BDC, we intend to elect to be treated as a RIC under the Code. A RIC typically does not incur significant entity-level income taxes, because it is entitled to deduct distributions made to its equityholders in computing its income subject to entity-level taxation. As a result, a BDC that has elected to be a RIC does not incur any U.S. federal income tax so long as the BDC continuously maintains its registration in accordance with the 1940 Act, at least 90% of the BDC's gross income each taxable year consists of certain types of qualifying investment income, the BDC satisfies certain asset composition requirements at the close of each quarter of its taxable year, and if the BDC distributes all of its taxable income (including net realized capital gains, if any) to its equityholders on a current basis. The rules applicable to our qualification as a RIC for tax purposes are complex and involve significant practical and technical issues. If we fail to qualify as a RIC for U.S. federal income tax purposes or are unable to maintain our qualification for any reason, then we would become subject to regular corporate income tax, which would

have a material adverse effect on the amount of after-tax income available for distribution to our unitholders. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*".

Distributions by a BDC generally are treated as dividends for U.S. tax purposes, and generally are subject to U.S. income or withholding tax unless the unitholder receiving the distribution qualifies for an exemption from U.S. tax, or the distribution is subject to one of the special look-through rules.

Distributions paid out of net capital gains can qualify for a reduced rate of taxation in the hands of an individual U.S. unitholder and an exemption from U.S. tax in the hands of a non-U.S. unitholder.

Additionally, a U.S. pension fund that owns shares in a BDC generally is not required to take account of indebtedness incurred at the level of the BDC in determining whether distributions received from a BDC constitute "unrelated debt-financed income." Finally, a non-U.S. investor in a BDC generally does not need to take account of activities conducted by the BDC in determining whether such non-U.S. investor is engaged in the conduct of a business in the United States. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*".

Second, a BDC is permitted to become a publicly traded company, although we do not intend to target a quotation or listing of our Units on a national securities exchange, including through an initial public offering (an "Exchange Listing"). An Exchange Listing provides a BDC with access to an additional source of capital and offers investors the potential to monetize their investments through the sale of shares in an active public stock market. Many BDCs trade on either the New York Stock Exchange or the Nasdaq Stock Market. However, we do not intend to list our Units on any national securities exchange.

The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their affiliates (including any investment advisers or investment sub-advisers), principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors of a BDC be persons other than "interested persons," as that term is defined in the 1940 Act. In addition, the 1940 Act provides that a BDC may not change the nature of its business so as to cease to be, or to withdraw its election as, a BDC unless approved by a majority of its outstanding voting securities as defined by the 1940 Act.

Qualifying Assets

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the BDC's total assets. The principal categories of qualifying assets relevant to our proposed business are the following:

1. Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer (subject to certain limited exceptions) is an eligible portfolio company, or from any person who is, or has been during the preceding 13 months, an affiliated person of an eligible portfolio company, or from any other person, subject to such rules as may be prescribed by the SEC. An eligible portfolio company is defined in the 1940 Act as any issuer which:

    a) is organized under the laws of, and has its principal place of business in, the United States;

    b) is not an investment company (other than a small business investment company wholly owned by the BDC) or a company that would be an investment company but for certain exclusions under the 1940 Act; and

    c) satisfies either of the following:

        (i) does not have any class of securities listed on a national securities exchange or has any class of securities listed on a national securities exchange subject to a $250 million market capitalization maximum; or

        (ii) is controlled by a BDC or a group of companies including a BDC, the BDC actually exercises a controlling influence over the management or policies of the eligible portfolio company, and, as a result, the BDC has an affiliated person who is a director of the eligible portfolio company.

2. Securities of any eligible portfolio company which we control.

3. Securities purchased in a private transaction from a U.S. issuer that is not an investment company or from an affiliated person of the issuer, or in transactions incident thereto, if the issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities, was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements.

4. Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company.

5. Securities received in exchange for or distributed on or with respect to securities described in (1) through (4) above, or pursuant to the exercise of warrants or rights relating to such securities.

6. Cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment.

We deem certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities as cash equivalents. We intend to primarily make investments in securities described in paragraphs 1 through 3 of Section 55(a) of the 1940 Act. From time to time, including at or near the end of each fiscal quarter, we may consider using various temporary investment strategies for our business, including taking proactive steps by utilizing cash equivalents as temporary assets with the objective of enhancing our investment flexibility pursuant to Section 55 of the 1940 Act. More specifically, from time to time we may draw down our credit facilities, as deemed appropriate, and repay such borrowings subsequent to quarter end. We may also purchase U.S. Treasury bills or other high-quality, short-term debt securities at or near the end of the quarter and typically close out the position on a net cash basis subsequent to quarter end. The Investment Advisory Agreement excludes the amount of these transactions or such cash drawn for this purpose from total assets for purposes of computing the base management fee.

Managerial Assistance to Portfolio Companies

In addition, a BDC must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described in (1), (2) or (3) above. However, in order to count portfolio securities as qualifying assets for the purpose of the 70% test, the BDC must either control the issuer of the securities or must offer to make available to the issuer of the securities significant managerial assistance. However, when a BDC purchases securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance. Making available managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company.

Temporary Investments

Pending investment in other types of "qualifying assets," as described above, our investments may consist of cash, cash equivalents, U.S. government securities or high-quality debt securities maturing in one year or less from the time of investment, which we refer to, collectively, as temporary investments, so that 70% of our assets are qualifying assets.

Senior Securities

As a BDC, we are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of securities senior to our Units if our asset coverage, as defined in the 1940 Act, is at least equal to the percentage set forth in Section 61 of the 1940 Act that is applicable to us at such time. On November 30, 2023, our sole unitholder approved the application of the reduced asset coverage requirements in Section 61(a)(2) to us, effective as of November 30, 2023. As a result of the unitholder approval, effective November 30, 2023, the asset coverage ratio under the 1940 Act applicable to us decreased to 150% from 200%, so long as we meet certain disclosure requirements. As defined in the 1940 Act, asset coverage of 150%

means that for every $100 of net assets we hold, we may raise $200 from borrowing and issuing senior securities as compared to $100 from borrowing and issuing senior securities for every $100 of net assets under 200% asset coverage. In addition, while any senior securities remain outstanding, we are required to make provisions to prohibit any distribution to our unitholders or the repurchase of such securities or Units unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We are also permitted to borrow amounts up to 5% of the value of our total assets for temporary purposes without regard to asset coverage, which borrowings would not be considered senior securities, provided that any such borrowings in excess of 5% of the value of our total assets would be subject to the asset coverage ratio requirements of the 1940 Act, even if for temporary purposes. Regulations governing our operations as a BDC will affect our ability to raise, and the method of raising, additional capital, which may expose us to risks. We will comply with the provisions of Section 61 of the 1940 Act governing capital structure and leverage on an aggregate basis with our wholly-owned, consolidated subsidiaries.

Code of Ethics

We and our Adviser have adopted a code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to the codes of ethics may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the codes of ethics' requirements. The codes of ethics for each of the Adviser and the Company are available on the SEC's website at *www.sec.gov*.

Proxy Voting Policies and Procedures

We have delegated our proxy voting responsibility to our Adviser. A summary of the Proxy Voting Policies and Procedures of our Adviser are set forth below. These policies and procedures will be reviewed periodically by our Adviser and, subsequent to our election to be regulated as a BDC, our Independent Directors, and, accordingly, are subject to change.

An investment adviser registered under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), has a fiduciary duty to act solely in the best interests of its clients. As part of this duty, we and the Adviser each recognize that the Adviser must vote the Company's securities in a timely manner free of conflicts of interest and in the Company's best interests and the best interests of the Company's unitholders.

These policies and procedures for voting proxies are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

The Adviser will vote proxies relating to our portfolio securities in what it believes to be the best interest of the Company's unitholders. To ensure that our vote is not the product of a conflict of interest, the Adviser will require that: (1) anyone involved in the decision making process disclose to the Company's Chief Compliance Officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (2) employees involved in the decision making process or vote administration are prohibited from revealing how the Adviser intends to vote on a proposal in order to reduce any attempted influence from interested parties.

A copy of the Adviser's policies and procedures with respect to the voting of proxies relating to the Company's portfolio securities is available without charge, upon request. Unitholders may obtain information regarding how the Adviser voted proxies by making a written request for proxy voting information to: LGAM Private Credit LLC, c/o Morgan Stanley, 1585 Broadway, New York, NY 10036 Attn: Chief Compliance Officer.

Privacy Principles

The Adviser has established policies with respect to nonpublic personal information provided to it with respect to individuals who are investors in the Company, which policies also apply to the Administrator. We have adopted the privacy policies of the Adviser as applicable to us.

We and the Adviser each recognizes the importance of maintaining the privacy of any nonpublic personal information received with respect to each investor. In the course of providing management services

to us, the Adviser collects nonpublic personal information about investors from the Subscription Agreements and the certificates and exhibits thereto that each investor submits. We and the Adviser may also collect nonpublic personal information about each investor from conversations and correspondence between each investor and us or the Adviser, both prior to and during the course of each investor's investment in the Company.

We and the Adviser each treat all of the nonpublic personal information we receive with respect to each investor as confidential. We and the Adviser restrict access to such information to those employees, affiliates and agents who need to know the information in order for us and the Adviser to determine whether each investor meets the regulatory requirements for an investment in us and, in the case of the Adviser, to provide ongoing management services to us. The Adviser maintains physical, electronic, and procedural safeguards to comply with U.S. federal standards to guard each investor's nonpublic personal information.

The Adviser does not disclose any nonpublic personal information about any investor to any third parties, other than the Adviser's agents, representatives and/or affiliates, or as permitted or required by law. Among other things, the law permits the Adviser to disclose such information for purposes of making investments on our behalf, complying with anti-money laundering laws, preparing tax returns and reports for each investor and determining whether each investor meets the regulatory requirements for investing in us.

Other

We will be prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our Independent Directors and, in some cases, prior approval by the SEC. We and our wholly-owned, consolidated subsidiaries will comply with the provisions of the 1940 Act related to affiliated transactions and custody (Section 17 as modified by Section 57).

We will be periodically examined by the SEC for compliance with the 1940 Act.

We are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our unitholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the obligations and duties involved in the conduct of such person's office.

We and our Adviser are each required to adopt and implement written policies and procedures reasonably designed to prevent violation of the federal securities laws, review these policies and procedures annually for their adequacy and the effectiveness of their implementation, and designate a chief compliance officer to be responsible for administering such policies and procedures.

Sarbanes-Oxley Act

The Sarbanes-Oxley Act imposes a variety of regulatory requirements on companies with a class of securities registered under the Exchange Act and their insiders. Many of these requirements affect us. For example:

- pursuant to Rule 13a-14 under the Exchange Act our principal executive officer and principal financial officer must certify the accuracy of the financial statements contained in our periodic reports;
- pursuant to Item 307 under Regulation S-K under the Securities Act our periodic reports must disclose our conclusions about the effectiveness of our disclosure controls and procedures;
- pursuant to Rule 13a-15 under the Exchange Act, our management must prepare an annual report regarding its assessment of our internal control over financial reporting, which must be audited by our independent registered public accounting firm; and
- pursuant to Item 308 of Regulation S-K under the Securities Act and Rule 13a-15 under the Exchange Act, our periodic reports must disclose whether there were significant changes in our internal controls over financial reporting or in other factors that could significantly affect these

controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The Sarbanes-Oxley Act requires us to review our current policies and procedures to determine whether we comply with the Sarbanes-Oxley Act and the regulations promulgated under such act. We will continue to monitor our compliance with all regulations that are adopted under the Sarbanes-Oxley Act and will take actions necessary to ensure that we comply with that act in the future.

Bank Holding Company Act

As a bank holding company ("BHC") that has elected Financial Holding Company ("FHC") status under the Bank Holding Company Act of 1956, as amended (the "BHCA"), Morgan Stanley and its affiliates are subject to comprehensive, consolidated supervision and regulation by the U.S. Board of Governors of the Federal Reserve. Since the Adviser is a subsidiary of Morgan Stanley, the Federal Reserve will treat the Adviser as an affiliate of Morgan Stanley and controlled by Morgan Stanley. As a result, the Adviser is subject to the BHCA and the Federal Reserve's implementing regulations and interpretations. These regulations are subject to change, including with respect to possible limitations on the Adviser's day-to-day control over the activities of portfolio companies. Such limitations may affect the Adviser's decision to make investments and manage our investments. In addition, there may be limitations on the ability of the Adviser and companies in which the Adviser invests to engage in borrowing and other credit and similar transactions with depository institution affiliates of Morgan Stanley. We believe these limitations will not materially adversely affect the investment program or operations of the Adviser.

The BHCA generally prohibits BHCs, such as Morgan Stanley, and its subsidiaries from acquiring more than de minimis equity interests in non-financial companies unless certain exemptions apply. Further, under the BHCA, eligible FHCs and their subsidiaries have authority to engage in a broader range of investments and activities than BHCs that are not FHCs. Accordingly, although not currently contemplated, in the event that entities affiliated with Morgan Stanley own 5% or more of our outstanding voting securities and it is determined that we are considered a subsidiary of an FHC, we may hold certain investments in reliance on the BHCA's authority for activities that are "financial in nature." Pursuant to this authority, we may invest in loans and debt securities and, subject to certain conditions, in equity securities. Among the conditions under which we may hold equity securities are those applicable to "merchant banking" activities. Pursuant to the BHCA, we could be required to dispose of investments made in reliance on merchant banking authority within ten years of their acquisition or, alternatively, to obtain the Federal Reserve's approval for an extension of this holding period limit. We do not currently anticipate that any investment will be held for ten years. If we were to rely on merchant banking authority and we were to apply for an extension, there is no guarantee that an extension would be obtained. Further, Morgan Stanley may choose not to seek an extension if it may lead to certain adverse consequences for Morgan Stanley.

A significant focus of the regulatory framework that applies to Morgan Stanley is to ensure that Morgan Stanley and its subsidiaries operate in a safe and sound manner, with sufficient capital, earnings and liquidity to allow Morgan Stanley to serve as a source of financial and managerial strength to Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (the "Banks"). These Banks must remain well capitalized and well managed if Morgan Stanley is to maintain its FHC status and continue to engage in the widest range of permissible financial activities. In addition, the general exercise by the Federal Reserve of its regulatory, supervisory and enforcement authority with respect to Morgan Stanley and certain provisions of Dodd-Frank could result in the need for Morgan Stanley to change its business practices or the scope of its current lines of business, including certain limited divestitures. Although such changes could have an impact on and consequences for Morgan Stanley and the Adviser, any limited divestiture should not directly involve the Adviser.

Dodd-Frank and Volcker Rule Disclosure

Section 619 of Dodd-Frank, commonly known as the "Volcker Rule," and regulations to implement the Volcker Rule issued by the U.S. federal financial regulators in December 2013 referred to as the Implementing Regulations, generally restrict any "banking entity" (which includes Morgan Stanley and most affiliates of Morgan Stanley) from engaging in "proprietary trading" as well as from acquiring or retaining any "ownership interest" in a "covered fund", in each case unless the investment or activity is

conducted in accordance with an exclusion or exemption. The Volcker Rule also generally prohibits certain transactions between a banking entity and any of its affiliates, on the one hand, and a covered fund for which the banking entity or any of its affiliates serves, directly or indirectly, as the investment manager, investment adviser, or that the banking entity or any of its affiliates sponsors in connection with organizing and offering that fund (or with any other covered fund that is controlled by such fund, on the other hand. The term "covered fund" includes, among others, hedge funds and private-equity funds that are privately offered in the United States and that rely on Sections 3(c)(1) or 3(c)(7) of the 1940 Act to avoid being treated as "investment companies" under the 1940 Act.

The Volcker Rule and the Implementing Regulations impose a number of restrictions on Morgan Stanley and its affiliates that affect us and the Adviser. As a BDC, we are not considered to be a covered fund. As a result, Morgan Stanley and its subsidiaries' investments in us would not be subject to the Volcker Rule restrictions on investments in covered funds, but we would be considered a banking entity subject to restrictions on proprietary trading to the extent we are "controlled" by Morgan Stanley or its affiliates. Generally, we will be deemed to be controlled for these purposes in the event that entities affiliated with Morgan Stanley own 5% or more of our outstanding voting securities. Although not currently contemplated, to the extent that we are deemed a banking entity under the Volcker Rule and the Implementing Regulations, our operations may be restricted, although, given the anticipated nature of the investments we make and intend to make, we do not anticipate that these restrictions, if they were to apply, would impose material limitations on our operations, but can provide no assurances that they would not. Furthermore, we can offer no assurances that the rules and regulations enacted under the Volcker Rule, the BHCA and other statutes will not change in the future in a manner that would limit our operations and investments.

It is not certain how all aspects of the Volcker Rule will be interpreted and applied, or what the impact of the Volcker Rule will have on us. In addition, the restrictions and limitation on Morgan Stanley and us may change in the future as the Federal Reserve and other agencies consider whether and how to revise and apply the Volcker Rule. We believe that we may perform our activities and services without violation of applicable U.S. banking laws and regulations. However, it is possible that future changes or clarifications in the BHCA and Volcker Rule, as well as judicial or administrative decisions or interpretations of present of future laws or regulations, could restrict (or possibly prevent) our ability to continue to conduct our operations as currently contemplated. In such event, we, the Adviser and/or Morgan Stanley may agree to make certain amendments or changes to the extent necessary to permit the Adviser to continue to provide services to us, while enabling us to continue to achieve our purposes and objectives.

Exclusion of the Adviser from Commodity Pool Operator Definition

Engaging in commodity interest transactions such as swap transactions or futures contracts for us may cause the Adviser to fall within the definition of "commodity pool operator" under the Commodity Exchange Act (the "CEA") and related Commodity Futures Trading Commission, or CFTC, regulations. The Adviser has claimed an exclusion from the definition of the term "commodity pool operator" under the CEA and the CFTC regulations in connection with its management of us (the "Exclusion") and, therefore, the Adviser is not subject to CFTC registration or regulation under the CEA as a commodity pool operator with respect to its management of us. The Adviser intends to affirm the Exclusion on an annual basis.

Reporting Obligations and Available Information

We intend to furnish our unitholders with annual reports containing audited financial statements, quarterly reports, and such other periodic reports as we determine to be appropriate or as may be required by law. Subsequent to the effectiveness of this Registration Statement, we will be required to comply with all periodic reporting, proxy solicitation and other applicable requirements under the Exchange Act.

The SEC also maintains a website that contains annual reports, quarterly reports, current reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us, which can be accessed at *www.sec.gov*.

Certain Material U.S. Federal Income Tax Considerations

The following discussion is a general summary of the material U.S. federal income tax considerations applicable to us and to an investment in our Units. This summary does not purport to be a complete

description of the income tax considerations applicable to such an investment. For example, we have not described certain considerations that may be relevant to certain types of holders subject to special treatment under U.S. federal income tax laws, including unitholders subject to the alternative minimum tax (the "AMT"), tax-exempt organizations, insurance companies, dealers in securities, traders in securities that elect to mark-to-market their securities holdings, pension plans and trusts, persons that have a functional currency (as defined in Section 985 of the Code) other than the U.S. dollar and financial institutions. This summary assumes that investors hold our Units as capital assets (within the meaning of Section 1221 of the Code). The discussion is based upon the Code, Treasury regulations, and administrative and judicial interpretations, each as of the date of the filing of this Registration Statement and all of which are subject to change, possibly retroactively, which could affect the continuing validity of this discussion. We have not sought and will not seek any ruling from the Internal Revenue Service (the "IRS"), regarding any offering of our securities. This summary does not discuss any aspects of U.S. estate or gift tax or foreign, state or local tax. It does not discuss the special treatment under U.S. federal income tax laws that could result if we invested in tax-exempt securities or certain other investment assets. For purposes of this discussion, references to "dividends" are to dividends within the meaning of the U.S. federal income tax laws and associated regulations and may include amounts subject to treatment as a return of capital under section 19(a) of the 1940 Act.

A "U.S. unitholder" is a beneficial owner of our Units that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if either a U.S. court can exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of its substantial decisions or the trust was in existence on August 20, 1996, was treated as a U.S. person prior to that date, and has made a valid election to be treated as a U.S. person.

A "non-U.S. unitholder" is a beneficial owner of our Units that is not a U.S. unitholder.

If a partnership (including an entity treated as a partnership for U.S. federal income tax purposes) holds Units, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. A prospective investor that is a partner in a partnership that will hold Units should consult its tax advisors with respect to the purchase, ownership and disposition of Units.

Tax matters are very complicated and the tax consequences to an investor of an investment in our Units will depend on the facts of his, her or its particular situation. We encourage investors to consult their own tax advisors regarding the specific consequences of such an investment, including tax reporting requirements, the applicability of U.S. federal, state, local and foreign tax laws, eligibility for the benefits of any applicable tax treaty, and the effect of any possible changes in the tax laws.

Election to Be Taxed as a RIC

We intend to elect to be treated as a RIC under Subchapter M of the Code. As a RIC, we generally will not have to pay corporate-level U.S. federal income taxes on any net ordinary income or capital gains that we timely distribute to our unitholders as dividends. To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, we must distribute to our unitholders, for each taxable year, distributions of an amount at least equal to 90% of our "investment company taxable income," ("ICTI") which is generally our net ordinary income plus the excess of realized net short-term capital gains over realized net long-term capital losses and determined without regard to any deduction for distributions paid (the "Annual Distribution Requirement"). Although not required for us to maintain our RIC tax status, in order to preclude the imposition of a 4% nondeductible federal excise tax imposed on RICs, we must distribute to our unitholders in respect of each calendar year distributions of an amount at least equal to the sum of (1) 98% of our net ordinary income (taking into account certain deferrals and elections) for the calendar year, (2) 98.2% of the excess (if any)

of our realized capital gains over our realized capital losses, or capital gain net income (adjusted for certain ordinary losses), generally for the one-year period ending on October 31 of the calendar year and (3) the sum of any net ordinary income plus capital gains net income for preceding years that were not distributed during such years and on which we paid no federal income tax (the "Excise Tax Avoidance Requirement").

Taxation as a RIC

If we:

- qualify as a RIC; and
- satisfy the Annual Distribution Requirement;

then we will not be subject to U.S. federal income tax on the portion of our ICTI and net capital gain, defined as net long-term capital gains in excess of net short-term capital losses, we distribute to unitholders. As a RIC, we are subject to U.S. federal income tax at regular corporate rates on any net income or net capital gain not distributed as distributions to our unitholders.

In order to qualify as a RIC for U.S. federal income tax purposes, we must, among other things:

- qualify to be regulated as a BDC under the 1940 Act at all times during each taxable year;
- derive in each taxable year at least 90% of our gross income from dividends, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities, or other income derived with respect to our business of investing in such stock or securities, and net income derived from interests in "qualified publicly traded partnerships" (partnerships that are traded on an established securities market or tradable on a secondary market, other than partnerships that derive 90% of their income from interest, dividends and other permitted RIC income) (the "90% Income Test"); and
- diversify our holdings so that at the end of each quarter of the taxable year:
- at least 50% of the value of our assets consists of cash, cash equivalents, U.S. government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer; and
- no more than 25% of the value of our assets is invested in the securities, other than U.S. government securities or securities of other RICs, of one issuer or of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or in the securities of one or more qualified publicly traded partnerships.

We may invest in partnerships, including qualified publicly traded partnerships, which may result in our being subject to state, local or foreign income, franchise or other tax liabilities.

In addition, as a RIC we are subject to ordinary income and capital gain distribution requirements under the Excise Tax Avoidance Requirement. If we do not meet the required distributions under the Excise Tax Avoidance Requirement, we will be subject to a 4% nondeductible federal excise tax on the undistributed amount. The failure to meet the Excise Tax Avoidance Requirement will not cause us to lose our RIC status. Although we currently intend to make sufficient distributions each taxable year to satisfy the Excise Tax Avoidance Requirement, under certain circumstances, we may choose to retain taxable income or capital gains in excess of current year distributions into the next tax year in an amount less than what would trigger payments of federal income tax under Subchapter M of the Code. We may then be required to pay a 4% excise tax on such income or capital gains.

A RIC is limited in its ability to deduct expenses in excess of its ICTI. If our deductible expenses in a given taxable year exceed our ICTI, we may incur a net operating loss for that taxable year. However, a RIC is not permitted to carry forward net operating losses to subsequent taxable years and such net operating losses do not pass through to its unitholders. In addition, deductible expenses can be used only to offset ICTI, not net capital gain. A RIC may not use any net capital losses (that is, the excess of realized capital losses over realized capital gains) to offset its ICTI, but it may carry forward such net capital losses, and use them

to offset future capital gains, indefinitely. Due to these limits on deductibility of expenses and net capital losses, we may for tax purposes have aggregate taxable income for several taxable years that we are required to distribute and that is taxable to our unitholders even if such taxable income is greater than the net income we actually earn during those taxable years.

Any underwriting fees paid by us are not deductible. We may be required to recognize taxable income in circumstances in which we do not receive cash. For example, if we hold debt obligations that are treated under applicable tax rules as having OID (such as debt instruments with PIK interest or, in certain cases, with increasing interest rates or issued with warrants), we must include in income each year a portion of the OID that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. Because any OID accrued will be included in our ICTI for the taxable year of accrual, we may be required to make a distribution to our unitholders in order to satisfy the Annual Distribution Requirement, even though we will not have received any corresponding cash amount. Furthermore, a portfolio company in which we hold equity or debt instruments may face financial difficulty that requires us to work out, modify, or otherwise restructure such equity or debt instruments. Any such restructuring could, depending upon the terms of the restructuring, cause us to incur unusable or nondeductible losses or recognize future non-cash taxable income. Any such transaction could also result in our receiving assets that give rise to income that is not qualifying income for purposes of the 90% Income Test.

Certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things, (1) treat distributions that would otherwise constitute qualified distribution income as non-qualified distribution income, (2) treat distributions that would otherwise be eligible for the corporate dividends received deduction as ineligible for such treatment, (3) disallow, suspend or otherwise limit the allowance of certain losses or deductions, (4) convert lower-taxed long-term capital gain into higher-taxed short-term capital gain or ordinary income, (5) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited), (6) cause us to recognize income or gain without a corresponding receipt of cash, (7) adversely affect the time as to when a purchase or sale of stock or securities is deemed to occur, (8) adversely alter the characterization of certain complex financial transactions and (9) produce income that will not be qualifying income for purposes of the 90% Income Test. We intend to monitor our transactions and may make certain tax elections to mitigate the potential adverse effects of these provisions, but there can be no assurance that we will be eligible for any such elections or that any adverse effects of these provisions will be mitigated.

Gain or loss realized by us from warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. Such gain or loss generally will be long term or short term, depending on how long we held a particular warrant or security.

A portfolio company in which we invest may face financial difficulties that require us to work-out, modify or otherwise restructure its investment in the portfolio company. Any such transaction could, depending upon the specific terms of the transaction, result in unusable capital losses and future non-cash income. Any such transaction could also result in our receiving assets that give rise to income that is not qualifying income for purposes of the 90% Income Test.

Our investment in non-U.S. securities may be subject to non-U.S. income, withholding and other taxes. In that case, our yield on those securities would be decreased. Unitholders generally will not be entitled to claim a U.S. foreign tax credit or deduction with respect to non-U.S. taxes paid by the Company.

Although we do not presently expect to do so, we are authorized to borrow funds and to sell assets in order to satisfy distribution requirements. However, under the 1940 Act, we are not permitted to make distributions to our unitholders while our debt obligations and other senior securities are outstanding unless certain "asset coverage" tests are met. See "*Item 1. Business — Regulation as a Business Development Company — Senior Securities*." Moreover, our ability to dispose of assets to meet our distribution requirements may be limited by (1) the illiquid nature of our portfolio and/or (2) other requirements relating to our qualification as a RIC, including certain diversification tests in order to qualify as a RIC for U.S. federal income tax purposes (the "Diversification Tests"). If we dispose of assets in order to meet the Annual Distribution Requirement or the Excise Tax Avoidance Requirement, we may make such dispositions at times that, from an investment standpoint, are not advantageous.

Some of the income and fees that we may recognize, such as fees for providing managerial assistance, certain fees earned with respect to our investments, income recognized in a work-out or restructuring of a portfolio investment, or income recognized from an equity investment in an operating partnership, will not satisfy the 90% Income Test. In order to manage the risk that such income and fees might disqualify us as a RIC for a failure to satisfy the 90% Income Test, we may be required to recognize such income and fees indirectly through one or more entities treated as corporations for U.S. federal income tax purposes. Such corporations will be required to pay U.S. corporate income tax on their earnings, which ultimately will reduce our return on such income and fees.

There may be uncertainty as to the appropriate treatment of certain of our investments for U.S. federal income tax purposes. In particular, we may invest a portion of our net assets in below investment grade instruments. U.S. federal income tax rules with respect to such instruments are not entirely clear about issues such as if an instrument is treated as debt or equity, whether and to what extent we should recognize interest, OID or market discount, when and to what extent deductions may be taken for bad debts or worthless instruments, how payments received on obligations in default should be allocated between principal and income and whether exchanges of debt obligations in a bankruptcy or workout context are taxable. These and other issues will be addressed by us, to the extent necessary, in order to seek to ensure that we distribute sufficient income to qualify, and maintain our qualification as, a RIC and to ensure that we do not become subject to U.S. federal income or excise tax.

Income received by us from sources outside the United States may be subject to withholding and other taxes imposed by such countries, thereby reducing income available to us. Tax conventions between certain countries and the United States may reduce or eliminate such taxes. Unitholders generally will not be entitled to claim a U.S. foreign tax credit or deduction with respect to non-U.S. taxes paid by the Company. We generally intend to conduct our investment activities to minimize the impact of foreign taxation, but there is no guarantee that we will be successful in this regard.

We may invest in stocks of foreign companies that are classified under the Code as passive foreign investment companies ("PFICs"). In general, a foreign company is classified as a PFIC if at least 50% of its assets constitute investment-type assets or 75% or more of its gross income is investment-type income. In general under the PFIC rules, an "excess distribution" received with respect to PFIC stock is treated as having been realized ratably over the period during which we held the PFIC stock. We will be subject to tax on the portion, if any, of the excess distribution that is allocated to our holding period in prior taxable years (and an interest factor will be added to the tax, as if the tax had actually been payable in such prior taxable years) even though we distribute the corresponding income to unitholders. Excess distributions include any gain from the sale of PFIC stock as well as certain distributions from a PFIC. All excess distributions are taxable as ordinary income.

We may be eligible to elect alternative tax treatment with respect to PFIC stock. Under such an election, we generally would be required to include in our gross income its share of the earnings of a PFIC on a current basis, regardless of whether any distributions are received from the PFIC. If this election is made, the special rules, discussed above, relating to the taxation of excess distributions, would not apply. Alternatively, we may be able to elect to mark to market our PFIC stock, resulting in any unrealized gains at year end being treated as though they were realized and reported as ordinary income. Any mark-to-market losses and any loss from an actual disposition of the PFIC's shares would be deductible as ordinary losses to the extent of any net mark-to-market gains included in income in prior years with respect to stock in the same PFIC.

Because the application of the PFIC rules may affect, among other things, the character of gains, the amount of gain or loss and the timing of the recognition of income with respect to PFIC stock, as well as subject us to tax on certain income from PFIC stock, the amount that must be distributed to unitholders, and which will be taxed to unitholders as ordinary income or long-term capital gain, may be increased or decreased substantially as compared to a fund that did not invest in PFIC stock.

Under the Code, gains or losses attributable to fluctuations in foreign currency exchange rates that occur between the time we accrue interest income or other receivables or accrues expenses or other liabilities denominated in a foreign currency and the time we actually collect such receivables or pays such liabilities generally are treated as ordinary income or ordinary loss. Similarly, on disposition of some investments,

including debt securities and certain forward contracts denominated in a foreign currency, gains or losses attributable to fluctuations in the value of foreign currency between the date of acquisition of the security or contract and the date of disposition also are treated as ordinary gain or loss. These gains and losses, referred to under the Code as "section 988" gains and losses, may increase or decrease the amount of our ICTI to be distributed to unitholders as ordinary income. For example, fluctuations in exchange rates may increase the amount of income that we must distribute in order to qualify for treatment as a RIC and to prevent application of an excise tax on undistributed income. Alternatively, fluctuations in exchange rates may decrease or eliminate income available for distribution. If section 988 losses exceed other ICTI during a taxable year, we would not be able to make ordinary distributions, or distributions made before the losses were realized would be re-characterized as a return of capital to unitholders for U.S. federal income tax purposes, rather than as ordinary dividend income, and would reduce each unitholder's basis in Units.

Failure to Qualify as a RIC

If we were unable to qualify for treatment as a RIC and are unable to cure the failure, for example, by disposing of certain investments quickly or raising additional capital to prevent the loss of RIC status, we would be subject to tax on all of our taxable income at regular corporate rates. The Code provides some relief from RIC disqualification due to failures to comply with the 90% Income Test and the Diversification Tests, although there may be additional taxes due in such cases. We cannot assure you that we would qualify for any such relief should we fail the 90% Income Test or the Diversification Tests.

Should failure occur, all our taxable income would be subject to tax at regular corporate rates, and we would not be able to deduct our distributions to unitholders. Additionally, we would no longer be required to distribute our income and gains. Distributions, including distributions of net long-term capital gain, would generally be taxable to our unitholders as ordinary dividend income to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, certain corporate unitholders would be eligible to claim a dividends received deduction with respect to such distributions and non-corporate unitholders would generally be able to treat such distributions as "qualified dividend income," which is subject to reduced rates of U.S. federal income tax. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the unitholder's tax basis, and any remaining distributions would be treated as a capital gain. If we fail to qualify as a RIC, we may be subject to regular corporate tax on any net built-in gains with respect to certain of our assets (i.e., the excess of the aggregate gains, including items of income, over aggregate losses that would have been realized with respect to such assets if we had been liquidated) that we elect to recognize on requalification or when recognized over the next five taxable years.

The remainder of this discussion assumes that we qualify as a RIC and have satisfied the Annual Distribution Requirement.

Taxation of U.S. Unitholders

Distributions by us generally are taxable to U.S. unitholders as ordinary income or capital gains.

Distributions of our "investment company taxable income" (which is, generally, our net ordinary income plus net short-term capital gains in excess of net long-term capital losses) will be taxable as ordinary income to U.S. unitholders to the extent of our current or accumulated earnings and profits, whether paid in cash or reinvested in additional Units. To the extent such distributions paid by us to non- corporate unitholders (including individuals) are attributable to dividends from U.S. corporations and certain qualified foreign corporations and if certain holding period requirements are met, such distributions generally will be treated as qualified dividend income and generally eligible for a maximum U.S. federal tax rate of either 15% or 20%, depending on whether the individual unitholder's income exceeds certain threshold amounts, and if other applicable requirements are met, such distributions generally will be eligible for the corporate dividends received deduction to the extent such dividends have been paid by a U.S. corporation. In this regard, it is anticipated that distributions paid by us will generally not be attributable to dividends and, therefore, generally will not qualify for the preferential maximum U.S. federal tax rate applicable to non-corporate unitholders as well as will not be eligible for the corporate dividends received deduction.

Certain distributions reported by us as section 163(j) interest dividends may be treated as interest income by unitholders for purposes of the tax rules applicable to interest expense limitations under Code section 163(j). Such treatment by the unitholder is generally subject to holding period requirements and other potential limitations, although the holding period requirements are generally not applicable to dividends declared by money market funds and certain other funds that declare dividends daily and pay such dividends on a monthly or more frequent basis. The amount that we are eligible to report as a Section 163(j) dividend for a tax year is generally limited to the excess of our business interest income over the sum of our (i) business interest expense and (ii) other deductions properly allocable to our business interest income.

Distributions of our net capital gains (which is generally our realized net long-term capital gains in excess of realized net short-term capital losses) properly reported by us as "capital gain dividends" will be taxable to a U.S. unitholder as long-term capital gains (currently generally at a maximum rate of either 15% or 20%, depending on whether the individual unitholder's income exceeds certain threshold amounts) in the case of individuals, trusts or estates, regardless of the U.S. unitholder's holding period for his, her or its Units and regardless of whether paid in cash or reinvested in additional Units. Distributions in excess of our earnings and profits first will reduce a U.S. unitholder's adjusted tax basis in such unitholder's Units and, after the adjusted basis is reduced to zero, will constitute capital gains to such U.S. unitholder. Unitholders receiving dividends or distributions in the form of additional Units purchased in the market should be treated for U.S. federal income tax purposes as receiving a distribution in an amount equal to the amount of money that the unitholders receiving cash dividends or distributions will receive and should have a cost basis in the Units received equal to such amount. Unitholders receiving distributions in newly issued Units will be treated as receiving a distribution equal to the value of the Units received and should have a cost basis of such amount.

Although we currently intend to distribute any net capital gains at least annually, we may in the future decide to retain some or all of our net capital gains but report the retained amount as a "deemed distribution." In that case, among other consequences, we will pay tax on the retained amount each U.S. unitholder will be required to include their share of the deemed distribution in income as if it had been distributed to the U.S. unitholder, and the U.S. unitholder will be entitled to claim a credit equal to their allocable share of the tax paid on the deemed distribution by us. The amount of the deemed distribution net of such tax will be added to the U.S. unitholder's tax basis for their Units. Since we expect to pay tax on any retained net capital gains at our regular corporate tax rate, and since that rate is in excess of the maximum rate currently payable by individuals on long-term capital gains, the amount of tax that individual unitholders will be treated as having paid and for which they will receive a credit will exceed the tax they owe on the retained net capital gain. Such excess generally may be claimed as a credit against the U.S. unitholder's other U.S. federal income tax obligations or may be refunded to the extent it exceeds a unitholder's liability for U.S. federal income tax. A unitholder that is not subject to U.S. federal income tax or otherwise required to file a U.S. federal income tax return would be required to file a U.S. federal income tax return on the appropriate form in order to claim a refund for the taxes we paid. In order to utilize the deemed distribution approach, we must provide written notice to our unitholders prior to the expiration of 60 days after the close of the relevant taxable year. We cannot treat any of our ICTI as a "deemed distribution."

For purposes of determining (1) whether the Annual Distribution Requirement is satisfied for any tax year and (2) the amount of capital gain dividends paid for that tax year, we may, under certain circumstances, elect to treat a distribution that is paid during the following tax year as if it had been paid during the tax year in question. If we make such an election, the U.S. unitholder will still be treated as receiving the distribution in the tax year in which the distribution is made. However, any distribution declared by us in October, November or December of any calendar year, payable to unitholders of record on a specified date in such a month and actually paid during January of the following calendar year, will be treated as if it had been received by our U.S. unitholders on December 31 of the calendar year in which the distribution was declared.

If an investor purchases Units shortly before the record date of a distribution, the price of such Units will include the value of the distribution, and the investor will be subject to tax on the distribution even though it represents a return of their investment.

A unitholder generally will recognize taxable gain or loss if the unitholder sells or otherwise disposes of their Units. Any gain arising from such sale or disposition generally will be treated as long-term capital gain

or loss if the unitholder has held their Units for more than one year. Otherwise, it would be classified as short-term capital gain or loss. However, any capital loss arising from the sale or disposition of Units held for six months or less will be treated as long-term capital loss to the extent of the amount of capital gain dividends received, or undistributed capital gain deemed received, with respect to such Units. In addition, all or a portion of any loss recognized upon a disposition of Units may be disallowed if other Units are purchased (whether through reinvestment of distributions or otherwise) within 30 days before or after the disposition. In such a case, the basis of Units acquired will be increased to reflect the disallowed loss.

In general, individual U.S. unitholders are subject to a maximum U.S. federal income tax rate of either 15% or 20% (depending on whether the individual U.S. unitholder's income exceeds certain threshold amounts) on their net capital gain, i.e., the excess of realized net long-term capital gain over realized net short-term capital loss for a taxable year, including a long-term capital gain derived from an investment in our Units. Such rate is lower than the maximum federal income tax rate on ordinary taxable income currently payable by individuals. Corporate U.S. unitholders currently are subject to U.S. federal income tax on net capital gain at the maximum 21% rate also applied to ordinary income. Non-corporate unitholders incurring net capital losses for a tax year (i.e., net capital losses in excess of net capital gains) generally may deduct up to $3,000 of such losses against their ordinary income each tax year; any net capital losses of a non-corporate unitholder in excess of $3,000 generally may be carried forward and used in subsequent tax years as provided in the Code. Corporate unitholders generally may not deduct any net capital losses for a tax year, but may carry back such losses for three tax years or carry forward such losses for five tax years.

The Code and the related U.S. Treasury Regulations require us (or the applicable intermediary) to annually report the adjusted cost basis information of covered securities, which generally include shares of a RIC, to the Internal Revenue Service (the "IRS") and to taxpayers. Unitholders should contact their financial intermediaries with respect to reporting of cost basis and available elections for their accounts.

We will send to each of our U.S. unitholders, as promptly as possible after the end of each calendar year, a notice detailing, on a per Unit and per distribution basis, the amounts includible in such U.S. unitholder's taxable income for such year as ordinary income and as long-term capital gain.

In addition, the U.S. federal tax status of each calendar year's distributions generally will be reported to the IRS. Distributions may also be subject to additional state, local and foreign taxes depending on a U.S. unitholder's particular situation. Dividends distributed by us generally will not be eligible for the dividends-received deduction or the lower tax rates applicable to certain qualified dividends.

With respect to any taxable year in which we are not treated as a publicly offered regulated investment company (within the meaning of Section 67 of the Code), for purposes of computing the taxable income of U.S. unitholders that are individuals, trusts or estates, (1) our earnings will be computed without taking into account such U.S. unitholders' allocable shares of the management fee and incentive fees paid to our Adviser and certain of our other expenses, (2) each such U.S. unitholder will be treated as having received or accrued a distribution from us in the amount of such U.S. unitholder's allocable share of these fees and expenses for such taxable year, (3) each such U.S. unitholder will be treated as having paid or incurred such U.S. unitholder's allocable share of these fees and expenses for the calendar year and (4) each such U.S. unitholder's allocable share of these fees and expenses will be treated as miscellaneous itemized deductions by such U.S. unitholder. For taxable years beginning before 2026, miscellaneous itemized deductions generally are not deductible by a U.S. unitholder that is an individual, trust or estate. For taxable years beginning in 2026 or later, miscellaneous itemized deductions generally are deductible by a U.S. unitholder that is an individual, trust or estate only to the extent that the aggregate of such U.S. unitholder's miscellaneous itemized deductions exceeds 2% of such U.S. unitholder's adjusted gross income for U.S. federal income tax purposes, are not deductible for purposes of the AMT and are subject to the overall limitation on itemized deductions under Section 68 of the Code.

Backup withholding, currently at a rate of 24%, may be applicable to all taxable distributions to any non-corporate U.S. unitholder (1) who fails to furnish us with a correct taxpayer identification number or a certificate that such unitholder is exempt from backup withholding or (2) with respect to whom the IRS notifies us that such unitholder has failed to properly report certain interest and dividend income to the IRS and to respond to notices to that effect. An individual's taxpayer identification number is his or her social security number. Any amount withheld under backup withholding is allowed as a credit against the U.S.

unitholder's U.S. federal income tax liability and may entitle such unitholder to a refund, provided that proper information is timely provided to the IRS.

If a U.S. unitholder recognizes a loss with respect to Units of $2 million or more for an individual unitholder or $10 million or more for a corporate unitholder, the unitholder must file with the IRS a disclosure statement on Form 8886. Direct unitholders of portfolio securities are in many cases exempted from this reporting requirement, but under current guidance, unitholders of a RIC are not exempted. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. U.S. unitholders should consult their tax advisors to determine the applicability of these regulations in light of their specific circumstances.

An additional 3.8% Medicare tax is imposed on certain net investment income (including ordinary dividends and capital gain dividends received from us and net gains from redemptions or other taxable dispositions of our Units) of U.S. individuals, estates and trusts to the extent that such person's "modified adjusted gross income" (in the case of an individual) or "adjusted gross income" (in the case of an estate or trust) exceeds certain threshold amounts.

U.S. Taxation of Tax-Exempt U.S. Unitholders

A U.S. unitholder that is a tax-exempt organization for U.S. federal income tax purposes and therefore generally exempt from U.S. federal income taxation may nevertheless be subject to taxation to the extent that it is considered to derive unrelated business taxable income ("UBTI"). The direct conduct by a tax-exempt U.S. unitholder of the activities that we propose to conduct could give rise to UBTI. However, a RIC is a corporation for U.S. federal income tax purposes and its business activities generally will not be attributed to its shareholders for purposes of determining their treatment under current law. Therefore, a tax- exempt U.S. unitholder should not be subject to U.S. federal income taxation solely as a result of such unitholder's direct or indirect ownership of our equity and receipt of distributions with respect to such equity (regardless of whether we incur indebtedness). Moreover, under current law, if we incur indebtedness, such indebtedness will not be attributed to a tax-exempt U.S. unitholder. Therefore, a tax-exempt U.S. unitholder should not be treated as earning income from "debt-financed property" and distributions we pay should not be treated as "unrelated debt-financed income" solely as a result of indebtedness that it incurs. Certain tax- exempt private universities are subject to an additional 1.4% excise tax on their "net investment income," including income from interest, dividends, and capital gains. Proposals periodically are made to change the treatment of "blocker" investment vehicles interposed between tax-exempt investors and non-qualifying investments. In the event that any such proposals were to be adopted and applied to RICs, the treatment of dividends payable to tax-exempt investors could be adversely affected. In addition, special rules would apply if we were to invest in certain real estate mortgage investment conduits or taxable mortgage pools, which we do not currently plan to do, that could result in a tax-exempt U.S. unitholder recognizing income that would be treated as UBTI.

Taxation of Non-U.S. Unitholders

Whether an investment in our Units is appropriate for a non-U.S. unitholder will depend upon that person's particular circumstances. An investment in our Units by a non-U.S. unitholder may have adverse tax consequences. Non-U.S. unitholders should consult their tax advisors before investing in our Units.

Subject to the discussion below, distributions of our "investment company taxable income" to non-U.S. unitholders (including interest income, net short-term capital gain or foreign-source dividend and interest income, which generally would be free of withholding if paid to non-U.S. unitholders directly) will be subject to withholding of U.S. federal tax at a 30% rate (or lower rate provided by an applicable treaty, assuming the non-U.S. unitholder provides the required documentation evidencing its eligibility for such lower rate) to the extent of our current and accumulated earnings and profits unless the distributions are effectively connected with a U.S. trade or business of the non-U.S. unitholder, in which case the distributions will generally be subject to U.S. federal income tax at the rates applicable to U.S. persons. In that case, we will not be required to withhold U.S. federal tax if the non-U.S. unitholder complies with applicable certification and disclosure requirements. Special certification requirements apply to a non-U.S. unitholder that is a foreign partnership or a foreign trust, and such entities are urged to consult their own tax advisors.

Certain properly reported dividends received by a non-U.S. unitholder generally are exempt from U.S. federal withholding tax when they (1) are paid in respect of our "qualified net interest income" (generally, our U.S. source interest income, other than certain contingent interest and interest from obligations of a corporation or partnership in which we are at least a 10% equityholder, reduced by expenses that are allocable to such income), or (2) are paid in connection with our "qualified short-term capital gains" (generally, the excess of our net short-term capital gain over our long-term capital loss for a tax year) as well as if certain other requirements are satisfied. Nevertheless, it should be noted that in the case of our Units held through an intermediary, the intermediary may have withheld U.S. federal income tax even if we reported the payment as an interest-related dividend or short-term capital gain dividend. Moreover, depending on the circumstances, we may report all, some or none of our potentially eligible dividends as derived from such qualified net interest income or as qualified short-term capital gains, or treat such dividends, in whole or in part, as ineligible for this exemption from withholding.

Actual or deemed distributions of our net capital gains to a non-U.S. unitholder, and gains realized by a non-U.S. unitholder upon the sale of our Units, will not be subject to federal withholding tax and generally will not be subject to U.S. federal income tax unless the distributions or gains, as the case may be, are effectively connected with a U.S. trade or business of the non-U.S. unitholder and, if an income tax treaty applies, are attributable to a permanent establishment maintained by the non-U.S. unitholder in the United States or, in the case of an individual non-U.S. unitholder, the unitholder is present in the United States for 183 days or more during the year of the sale or capital gain dividend and certain other conditions are met.

If we distribute our net capital gains in the form of deemed rather than actual distributions (which we may do in the future), a non-U.S. unitholder will be entitled to a U.S. federal income tax credit or tax refund equal to the unitholder's allocable share of the tax we pay on the capital gains deemed to have been distributed. In order to obtain the refund, the non-U.S. unitholder must obtain a U.S. taxpayer identification number and file a U.S. federal income tax return even if the non-U.S. unitholder would not otherwise be required to obtain a U.S. taxpayer identification number or file a U.S. federal income tax return. For a corporate non-U.S. unitholder, distributions (both actual and deemed), and gains realized upon the sale of our Units that are effectively connected with a U.S. trade or business may, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate (or at a lower rate if provided for by an applicable treaty).

A non-U.S. unitholder who is a non-resident alien individual, and who is otherwise subject to withholding of U.S. federal income tax, may be subject to information reporting and backup withholding of U.S. federal income tax on dividends unless the non-U.S. unitholder provides us or the dividend paying agent with a U.S. nonresident withholding tax certification (e.g., an IRS Form W-8BEN, IRS Form W-8BEN-E, or an acceptable substitute form) or otherwise meets documentary evidence requirements for establishing that it is a non-U.S. unitholder or otherwise establishes an exemption from backup withholding.

Withholding of U.S. tax (at a 30% rate) is required by the Foreign Account Tax Compliance Act, provisions of the Code with respect to payments of dividends made to certain non-U.S. entities that fail to comply (or be deemed compliant) with extensive reporting and withholding requirements designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Unitholders may be requested to provide additional information to enable the applicable withholding agent to determine whether withholding is required.

An investment in our Units by a non-U.S. person may also be subject to U.S. federal estate tax. Non-U.S. persons should consult their own tax advisors with respect to the U.S. federal income tax, U.S. federal estate tax, withholding tax, and state, local and foreign tax consequences of acquiring, owning or disposing of our Units.

We generally intend to provide our unitholders with certain annual financial information regarding our operations. The information provided by us to a unitholder may not be timely and, with respect to a Non-U.S. unitholder, also may not be sufficient for such unitholder to comply with its tax filing obligations. Each unitholder will be responsible for the preparation and filing of such unitholder's own income tax returns, and each unitholder should be prepared to obtain any available extensions of the filing date for its income tax returns.

Jurisdiction of Tax Residence

The tax treatment of a non-U.S. unitholder in its jurisdiction of tax residence will depend entirely on the laws of such jurisdiction and may vary considerably from jurisdiction to jurisdiction. Depending on (i) the laws of such non-U.S. unitholder's jurisdiction of tax residence, (ii) how we are treated in such jurisdiction, and (iii) our activities, an investment in our Units could result in such non-U.S. unitholder recognizing adverse tax consequences in its jurisdiction of tax residence, including with respect to any generally required or additional tax filings and/or additional disclosure required in such filings in relation to the treatment for tax purposes in the relevant jurisdiction of an interest in us and/or of distributions from us and any uncertainties arising in that respect (us not being established under the laws of the relevant jurisdiction), the possibility of taxable income significantly in excess of cash distributed to a non-U.S. unitholder, and possibly in excess of our actual economic income, the possibilities of losing deductions or the ability to utilize tax basis and of sums invested being returned in the form of taxable income or gains, and the possibility of being subject to tax at unfavorable tax rates. A non-U.S. unitholder may also be subject to restrictions on the use of its share of our deductions and losses in its jurisdiction of tax residence. Each prospective investor is urged to consult its own tax advisors with respect to the tax and tax filing consequences, if any, in its jurisdiction of tax residence of an investment in us, as well as any other jurisdiction in which such prospective investor is subject to taxation.

Other Taxes

Unitholders may be subject to state, local and non-U.S. taxes applicable to their investment in our Units. Unitholders are advised to consult their tax advisors with respect to the particular tax consequences to them of an investment in our Units.

Change in Tax Laws

Each prospective investor should be aware that tax laws and regulations are changing on an ongoing basis, and such laws and/or regulations may be changed with retroactive effect. Moreover, the interpretation and/or application of tax laws and regulations by certain tax authorities may not be clear, consistent or transparent. Uncertainty in the tax law may require us to accrue potential tax liabilities even in situations in which we and/or our unitholders do not expect to be ultimately subject to such tax liabilities. In that regard, accounting standards and/or related tax reporting obligations may change, giving rise to additional accrual and/or other obligations.

Developments in the tax laws of the United States or other jurisdictions could have a material effect on the tax consequences to our unitholders, to us, and/or our direct and indirect subsidiaries, and unitholders may be required to provide certain additional information to us (which may be provided to the IRS or other taxing authorities) and may be subject to other adverse consequences as a result of such change in tax laws. In the event of any such change in tax law, each unitholder is urged to consult its own advisors.

ITEM 1A. RISK FACTORS

Investing in our Units involves a number of significant risks. Before you invest in our Units, you should be aware of various risks, including those described below. The risks set out below are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us may also impair our operations and performance. If any of the following events occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected. In such case, our net asset value could decline, and you may lose all or part of your investment. The risk factors described below are the principal risk factors associated with an investment in us as well as those factors generally associated with an investment company with investment objectives, investment policies, capital structure or trading markets similar to ours.

Risks Relating to Our Business and Structure

We are a new company with no operating history.

We were formed on February 7, 2023 and commenced operations shortly after our election to be regulated as a BDC. We are subject to all of the business risks and uncertainties associated with any new business, including the risk that we will not achieve our investment objectives, that we will not qualify or maintain our qualification to be treated as a RIC, and that the value of your investment could decline substantially. We anticipate, based on the amount of proceeds raised in the initial or subsequent closings, that it could take some time to invest substantially all of the capital we expect to raise due to market conditions generally and the time necessary to identify, evaluate, structure, negotiate and close suitable investments in private middle market companies, and we may initially invest proceeds from the Private Offering in broadly syndicated loans, pending the availability of such investments. Depending on various factors, including our cash flows and the market for middle market company debt investments, investments in traded bank loans and other liquid debt securities, including broadly syndicated loans, could represent a material portion of our investments from time to time. In order to comply with the RIC diversification requirements during the startup period, we may invest proceeds in temporary investments, such as cash, cash equivalents, U.S. government securities and other high-quality debt investments that mature in one year or less from the time of investment, which we expect will earn yields substantially lower than the interest, dividend or other income that we seek to receive in respect of suitable portfolio investments. We may not be able to pay any significant distributions during this period, and any such distributions may be substantially lower than the distributions we expect to pay when our portfolio is fully invested. We will pay a base management fee to our Adviser throughout this interim period irrespective of our performance, except that the Adviser has agreed to irrevocably waive its management fee through March 31, 2024. If the base management fee and our other expenses exceed the return on the temporary investments, our equity capital will be eroded.

Operating as a BDC imposes numerous constraints on us and significantly reduces our operating flexibility. In addition, if we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company, which would subject us to additional regulatory restrictions.

The 1940 Act imposes numerous constraints on the operations of BDCs that do not apply to certain of the other investment vehicles advised by our Adviser and its affiliates. BDCs are required, for example, to invest at least 70% of their total assets primarily in securities of U.S. private or thinly traded public companies, cash, cash equivalents, U.S. government securities and other high-quality debt instruments that mature in one year or less from the date of investment. These constraints may hinder our ability to take advantage of attractive investment opportunities and to achieve our investment objective. Furthermore, any failure to comply with the requirements imposed on BDCs by the 1940 Act could cause the SEC to bring an enforcement action against us and/or expose us to claims of private litigants.

We may be precluded from investing in what our Adviser believes are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we will be prohibited from making any additional investment that is not a qualifying asset and could be forced to forgo attractive investment opportunities. Similarly, these rules could prevent us from making follow-on investments in existing portfolio companies (which could result in the dilution of our position).

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company that is required to register under the 1940 Act, which would subject us to additional regulatory restrictions and significantly decrease our operating flexibility. In addition, any such failure could cause an event of default under any outstanding indebtedness we might have, which could have a material adverse effect on our business, financial condition or results of operations.

We are subject to risks associated with the current interest rate environment and to the extent we use debt to finance our investments, changes in interest rates will affect our cost of capital and net investment income.

To the extent we borrow money or issue debt securities or any preferred units to make investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds or pay interest or distributions on such debt securities or preferred units and the rate at which we invest these funds. In addition, we anticipate that many of our debt investments and borrowings will have floating interest rates that reset on a periodic basis, and many of our investments will be subject to interest rate floors. As a result, a significant change in market interest rates could have a material adverse effect on our net investment income. Rising interest rates on floating rate loans we make to portfolio companies could drive an increase in defaults or accelerated refinancings. Some portfolio companies may be unable to refinance into fixed rate loans or repay outstanding amounts, leading to a gradual decline in the credit quality of our portfolio. In periods of rising interest rates, our cost of funds will increase because we expect that the interest rates on the majority of amounts we borrow will be floating. This change could reduce our net investment income to the extent any debt investments have fixed interest rates. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act and applicable commodities laws. These activities may limit our ability to benefit from lower interest rates with respect to hedged borrowings. Adverse developments resulting from changes in interest rates or hedging transactions could have a material adverse effect on our business, financial condition and results of operations.

The discontinuation of LIBOR and replacement or reform of other interest rate benchmarks may adversely affect our business and results of operations.

Many financial instruments have historically used a floating rate based on LIBOR, which was the offered rate for short-term Eurodollar deposits between major international banks. LIBOR was and other benchmark interest rates may, in the future, be the subject of national and international regulatory scrutiny.

Following their publication on June 30, 2023, no settings of LIBOR continue to be published on a representative basis and publication of many non-U.S. dollar LIBOR settings has been entirely discontinued.

On March 15, 2022, the U.S. enacted federal legislation that is intended to minimize legal and economic uncertainty following U.S. dollar LIBOR's cessation by replacing LIBOR references in certain U.S. law-governed contracts under certain circumstances with a SOFR-based rate identified in a Federal Reserve rule plus a statutory spread adjustment. The legislation also creates a safe harbor that shields lenders from litigation if they choose to utilize a replacement rate recommended by the Board of Governors of the Federal Reserve. In addition, the U.K. Financial Conduct Authority ("FCA"), which regulates the publisher of LIBOR (ICE Benchmark Administration), has announced that it will require the continued publication of the one-, three- and six-month tenors of U.S. dollar LIBOR on a non-representative synthetic basis until the end of September 2024, which may result in certain non-U.S. law-governed contracts and U.S. law-governed contracts not covered by the federal legislation remaining on synthetic U.S. dollar LIBOR until the end of this period.

Although the transition process away from LIBOR has become increasingly well-defined (e.g., the LIBOR Act now provides a uniform benchmark replacement for certain LIBOR-based instruments in the United States), the transition process is complex. The market transition away from LIBOR and reform, modification, or adjustments of other reference rate benchmarks to alternative reference rates is complex and could have a range of adverse impacts on our business, financial condition and results of operations. In particular, any such transition or reform could:

- Adversely impact the pricing, liquidity, value of, return on and trading for a broad array of financial products, including any securities linked to LIBOR or the applicable benchmark rate, loans and derivatives that are included in our assets and liabilities;

- Require further extensive changes to documentation that governs or references products using the applicable benchmark rate, including, for example, pursuant to time-consuming renegotiations of existing documentation to modify the terms of outstanding transactions;
- Result in disputes, litigation or other actions with portfolio companies, or other counterparties, regarding the interpretation and enforceability of provisions in investments that utilize certain benchmark rates, the transition from one benchmark rate to other benchmark rates, including through fallback language, legislative requirements or other related provisions or in connection with any economic, legal, operational or other impact resulting from the fundamental differences of the various alternative reference rates;
- Require the transition and/or development of appropriate systems and analytics to effectively transition risk management processes to those based on one or more alternative reference rates in a timely manner, including by quantifying value and risk for various alternative reference rates, which may prove challenging given the limited history of an applicable alternative reference rate; and
- Cause us to incur additional costs in relation to any of the above factors.

In addition, the failure of any alternative benchmark rate to gain or maintain market acceptance could adversely affect the return on, value of and market for securities, variable rate debt and derivative financial instruments linked to such rates. Depending on several factors, including those set forth above, our business, financial condition and results of operations could be materially adversely impacted by the market transition or reform of certain reference rates and benchmarks. Other factors include the pace of the transition to replacement or reformed rates, timing mismatches between cash and derivative markets, the specific terms and parameters for and market acceptance of any alternative reference rate, market conventions for the use of any alternative reference rate in connection with a particular product (including the timing and market adoption of any conventions proposed or recommended by any industry or other group), prices of and the liquidity of trading markets for products based on alternative reference rates, and our ability to transition and develop appropriate systems and analytics for one or more alternative reference rates.

We depend upon our Adviser, and Administrator for our success and upon their access to the investment professionals and partners of Morgan Stanley and its affiliates.

We do not have any internal management capacity or employees. We depend on the diligence, skill and network of business contacts of the senior investment professionals of our Adviser to achieve our investment objective. We cannot assure you that we will replicate the historical results achieved for other Morgan Stanley funds, and we caution you that our investment returns could be substantially lower than the returns achieved by them in prior periods. We expect that the Adviser will evaluate, negotiate, structure, close and monitor our investments in accordance with the terms of the Investment Advisory Agreement. We can offer no assurance, however, that the senior investment professionals of the Adviser will continue to provide investment advice to us. The loss of any member of the Investment Committee or of other senior investment professionals of the Adviser and its affiliates could limit our ability to achieve our investment objective and operate as we anticipate. In addition, we can offer no assurance that the resources, relationships and expertise of Morgan Stanley will be available for every transaction or generally during the term of the Company. This could have a material adverse effect on our financial condition, results of operations and cash flows.

We depend on the diligence, skill and network of business contacts of the professionals available to our Administrator to carry out the administrative functions necessary for us to operate, including the ability to select and engage sub-administrators and third-party service providers. We can offer no assurance, however, that the professionals of the Administrator will continue to provide administrative services to us. In addition, we can offer no assurance that the resources, relationships and expertise of Morgan Stanley will be available to the Administrator throughout the term of the Company. This could have a material adverse effect on our financial condition, results of operations and cash flows.

Our business model depends to a significant extent upon strong referral relationships with private equity sponsors. Any inability of the Adviser to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.

We depend upon the Adviser's and its affiliates relationships with private equity sponsors, and we intend to rely to a significant extent upon these relationships to provide us with potential investment

opportunities. If the Adviser fails to maintain such relationships, or to develop new relationships with other sponsors or sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom the principals of the Adviser and its affiliates have relationships are not obligated to provide us with investment opportunities, and, therefore, we can offer no assurance that these relationships will generate investment opportunities for us in the future.

We are dependent upon management personnel of our Adviser for our future success.

We do not have any internal management capacity or employees. The Adviser depends on the investment professionals of affiliates of Morgan Stanley, and such investment professionals' diligence, skill and network of business contacts. Our success will depend to a significant extent on the continued service and coordination of our executive officers and members of the Investment Committee. The diversion of time by, or departure of, any of these individuals could have a material adverse effect on our ability to achieve our investment objectives.

The time and resources that individuals associated with our Adviser devote to us may be diverted, and we may face additional competition due to the fact that neither our Adviser nor its affiliates are prohibited from raising money for or managing another entity that makes the same types of investments that we target.

The Adviser and its affiliates currently serve as the investment adviser for various funds, accounts and strategies, including the funds and accounts on the MS Private Credit platform, including the MS BDCs, and are not prohibited from raising money for and managing future investment entities that make the same or similar types of investments as those we target. As a result, the time and resources that our Adviser devotes to us may be diverted, and during times of intense activity in other investment programs they may devote less time and resources to our business than is necessary or appropriate. In addition, we may compete with any such investment entity also advised by the Adviser or its affiliates for the same investors and investment opportunities.

We may not replicate the historical results achieved by other entities advised or sponsored by members of the Investment Committee, or by the Adviser or its affiliates.

Our investments may differ from those of existing accounts that are or have been sponsored or advised by members of the Investment Committee, the Adviser or affiliates of the Adviser. Investors in our securities are not acquiring an interest in any accounts that are or have been sponsored or advised by members of the Investment Committee, the Adviser or affiliates of the Adviser. Subject to the requirements of the 1940 Act and the provisions of the Order applicable to us, we may co-invest in portfolio investments with other Affiliated Investment Accounts. Any such investments are subject to regulatory limitations and approvals by our Independent Directors. We can offer no assurance, however, that we will obtain such approvals or develop opportunities that comply with such limitations. We also cannot assure you that we will replicate the historical results achieved for other Morgan Stanley funds by members of the Investment Committee (including the Affiliated Investment Accounts), and we caution you that our investment returns could be substantially lower than the returns achieved by them in prior periods. Additionally, all or a portion of the prior results may have been achieved in particular market conditions which may never be repeated. Moreover, current or future market volatility and regulatory uncertainty may have an adverse impact on our future performance.

Our financial condition and results of operation depend on our ability to manage future growth effectively.

Our ability to achieve our investment objective depends on our ability to grow, which depends, in turn, on the Adviser's ability to identify, invest in and monitor companies that meet our investment selection criteria. Accomplishing this result on a cost-effective basis is largely a function of the Adviser's structuring of the investment process, its ability to provide competent, attentive and efficient services to us and our access to financing on acceptable terms. We can offer no assurance that any current or future employees of the Adviser will contribute effectively to the work of, or remain associated with, the Adviser. We caution you that the principals of our Adviser or Administrator may also be called upon to provide managerial assistance to our portfolio companies and those of other investment vehicles, including the MS BDCs, which are advised by the Adviser. Such demands on their time may distract them or slow our

rate of investment. Any failure to manage our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

The Adviser may frequently be required to make investment analyses and decisions on an expedited basis in order to take advantage of investment opportunities, and our Adviser may not have knowledge of all circumstances that could impact our investments.

Investment analyses and decisions by the Adviser may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to the Adviser at the time of making an investment decision may be limited. Therefore, we can offer no assurance that the Adviser will have knowledge of all circumstances that may adversely affect a portfolio investment, and the Adviser may make portfolio investments which it would not have made if more extensive due diligence had been undertaken. In addition, the Adviser may rely upon independent consultants and advisors in connection with its evaluation of proposed investments, and we can offer no assurance as to the accuracy or completeness of the information provided by such independent consultants and advisors or to the Adviser's right of recourse against them in the event errors or omissions do occur.

There are significant potential conflicts of interest that could affect our investment returns.

As a result of our Adviser and Administrator's affiliation with, the Investment Committee members' employment by, Morgan Stanley, there may be times when the Adviser, the Administrator or such persons have interests that differ from those of our unitholders, giving rise to a conflict of interest. As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities, including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities. In the ordinary course of its business, Morgan Stanley is a full-service investment banking and financial services firm and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of our unitholders, notwithstanding Morgan Stanley's participation as one of our unitholders. Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account, on the one hand, and us, on the other hand, may exist and others may arise in connection with our operation. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and us. There is no assurance that conflicts of interest will be resolved in favor of the Company's unitholders, and, in fact, they may not be.

Conflicts related to obligations the Investment Committee, the Adviser or its affiliates have to other clients and conflicts related to fees and expenses of such other clients.

Morgan Stanley, the parent company of the Adviser, has advised and may advise clients and has sponsored, managed or advised other Affiliated Investment Accounts with a wide variety of investment objectives that in some instances may overlap or conflict with our investment objectives and present conflicts of interest. In addition, Morgan Stanley routinely makes equity and debt investments in connection with its global business and operations. MS Private Credit may also from time to time create new or successor Affiliated Investment Accounts that may compete with us and present similar conflicts of interest. See Item 7 "*Certain Relationships and Related Transactions, and Director Independence.*" In serving in these multiple capacities, Morgan Stanley, including the Adviser, the Investment Committee and the Investment Team, may have obligations to other clients or investors in Affiliated Investment Accounts, the fulfillment of which may not be in the best interests of us or our unitholders. For example, in connection with the management of investments for other Affiliated Investment Accounts, members of Morgan Stanley and its affiliates may serve on the boards of directors of or advise companies which may compete with our portfolio investments. Our investment objective may overlap with the investment objectives of certain Affiliated Investment Accounts. For example, the Adviser currently serves as the investment adviser to the MS BDCs. As a result, the members of the Investment Committee may face conflicts in the allocation of investment opportunities among us and other Affiliated Investment Accounts. Certain Affiliated Investment Accounts, including the MS BDCs, may provide for higher management fees, incentive fees, greater expense reimbursements or overhead allocations, or may permit the Adviser and its affiliates to receive higher origination and other transaction fees, all of which may contribute to this conflict of interest and

create an incentive for the Adviser to favor such Affiliated Investment Accounts. For example, the 1940 Act restricts the Adviser from receiving more than a 1% fee in connection with loans that we acquire, or originate, a limitation that does not exist for certain other accounts.

Morgan Stanley currently invests and plans to continue to invest on its own behalf and on behalf of its Affiliated Investment Accounts in a wide variety of investment opportunities in North America, Europe and elsewhere. Morgan Stanley and, to the extent consistent with applicable law and/or the Order and the Adviser's allocation policies and procedures, its Affiliated Investment Accounts will be permitted to invest in investment opportunities without making such opportunities available to us beforehand. Subject to the requirements of any applicable exemptive relief, Morgan Stanley may offer investments that fall into the investment objectives of an Affiliated Investment Account to such account or make such investment on its own behalf, even though such investment also falls within our investment objectives. We may invest in opportunities that Morgan Stanley and/or one or more Affiliated Investment Accounts has declined, and vice versa. In addition, to the extent permitted by applicable law, investment opportunities in companies in which certain Affiliated Investment Accounts have already invested may be available to the Company notwithstanding that the Company has no existing investments in such portfolio company, resulting in assets of the Company potentially providing value to, or otherwise supporting the investments of, other Affiliated Investment Accounts. All of the foregoing may reduce the number of investment opportunities available to us and may create conflicts of interest in allocating investment opportunities among the Company, itself and the Affiliated Investment Accounts, including the MS BDCs. Our Adviser has established allocation policies and procedures and will allocate opportunities among one or more of the Company and such Affiliated Investment Accounts in accordance with the terms of such policies and procedures. Investors should note that such allocation decisions may not be resolved to our advantage. There can be no assurance that we will have an opportunity to participate in certain opportunities that fall within our investment objectives.

It is possible that Morgan Stanley or an Affiliated Investment Account will invest in a company that is or becomes a competitor of one of our portfolio companies. Such investment could create conflicts of interest among the Company, Morgan Stanley and/or the Affiliated Investment Account. Morgan Stanley may also have conflicts of interest in the allocation of Morgan Stanley resources to the portfolio company. In addition, certain Affiliated Investment Accounts will be focused primarily on investing in other funds which may have strategies that overlap and/or directly conflict and compete with us. In certain cases, we may be unable to invest in attractive opportunities because of the investment by these Affiliated Investment Accounts in such private equity or private credit sponsoring funds.

We do not expect to invest in, or hold securities of, companies that are controlled by an affiliate's other clients. However, our Adviser or an affiliate's other clients may invest in, and gain control over, one of our portfolio companies. If our Adviser or an affiliate's other client, or clients, gains control over one of our portfolio companies, it may create conflicts of interest and may subject us to certain restrictions under the 1940 Act. As a result of these conflicts and restrictions our Adviser may be unable to implement our investment strategies as effectively as they could have in the absence of such conflicts or restrictions. For example, as a result of a conflict or restriction, our Adviser may be unable to engage in certain transactions that it would otherwise pursue. In order to avoid these conflicts and restrictions, our Adviser may choose to exit such investments prematurely and, as a result, we may forego any positive returns associated with such investments. In addition, to the extent that an affiliate's other client holds a different class of securities than us as a result of such transactions, our interests may not be aligned.

It should be noted that Morgan Stanley has, directly and/or indirectly, made investments in certain of its Affiliated Investment Accounts, and accordingly Morgan Stanley's investment in us in itself may not determine the outcome in the resolution of any of the foregoing conflicts.

In the course of our investing activities, we pay a management and incentive fees to the Adviser and reimburse certain expenses of the Administrator. As a result, investors in our Units will invest on a "gross" basis and receive distributions on a "net" basis after expenses, resulting in a lower rate of return than one might achieve through direct investments. As a result of this arrangement, there may be times when the Adviser has interests that differ from those of our unitholders, giving rise to a conflict.

The Investment Committee, the Adviser or its affiliates may, from time to time, possess material non-public information, or may not have access to certain information held by Morgan Stanley, each of which would limit our investment discretion.

Principals of the Adviser and its affiliates and members of the Investment Committee may serve as directors of, or in a similar capacity with, companies in which we invest, the securities of which are purchased or sold on our behalf. In the event that material nonpublic information is obtained with respect to such companies, or we become subject to trading restrictions in order to comply with applicable law, regulatory restrictions or internal policies or procedures, including without limitation joint transaction restrictions pursuant to the 1940 Act, we could be prohibited for a period of time from purchasing or selling the securities of such companies, and this prohibition may have an adverse effect on us.

The Adviser and/or Morgan Stanley may also from time to time be subject to contractual "stand-still" obligations and/or confidentiality obligations that may restrict the Adviser's ability to trade in or make certain investments on behalf of the Company. In addition, Morgan Stanley may be precluded from disclosing such information to the Investment Team, even in circumstances in which the information would benefit the Company if disclosed. Therefore, the Adviser may not be provided access to material nonpublic information in the possession of Morgan Stanley that might be relevant to an investment decision to be made by the Company, and the Company may initiate a transaction or sell an investment that, if such information had been known to it, may not have been undertaken. In addition, certain members of the Investment Team and of the Investment Committee may be recused from certain investment-related discussions, including investment committee meetings, so that such members do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to the Company. Furthermore, access to certain parts of Morgan Stanley may be subject to third party confidentiality obligations and to information barriers established by Morgan Stanley in order to manage potential conflicts of interest and regulatory restrictions, including without limitation joint transaction restrictions pursuant to the 1940 Act, and internal policies and procedures. Accordingly, the Company's ability to source investments from other business units within Morgan Stanley may be limited and there can be no assurance that the Company will be able to source any investments from any one or more parts of the Morgan Stanley network.

Our management fee and incentive fee structure may create incentives for the Adviser that are not fully aligned with the interests of our unitholders and may induce the Adviser to make speculative investments.

In the course of our investing activities, we pay a management fee and incentive fees to the Adviser. The incentive fee payable by us to the Adviser may create an incentive for the Adviser to cause us to realize capital gains or losses that may not be in the best interests of us or our unitholders. Under the incentive fee structure, the Adviser benefits when we recognize capital gains and, because the Adviser determines when an investment is sold, the Adviser controls the timing of the recognition of such capital gains. Our Board of Directors is charged with protecting our unitholders' interests by monitoring how the Adviser addresses these and other conflicts of interest associated with its management services and compensation.

The Investment Advisory Agreement entitles our Adviser to receive an incentive fee based on our pre-incentive fee net investment income regardless of any capital losses. In such case, we may be required to pay our Adviser an incentive fee for a fiscal quarter even if there is a decline in the value of our portfolio or if we incur a net loss for that quarter. Additionally, the part of the incentive fees payable to our Adviser that relates to our net investment income is computed and paid on income that may include interest income that has been accrued but not yet received in cash, such as market discount, debt instruments with PIK interest, preferred units with PIK dividends, zero coupon securities, and other deferred interest instruments and may create an incentive for the Adviser to make investments on our behalf that are riskier or more speculative than would be the case in the absence of such compensation arrangement. This fee structure may be considered to give rise to a conflict of interest for the Adviser to the extent that it may encourage the Adviser to favor debt financings that provide for deferred interest, rather than current cash payments of interest. Under these investments, we will accrue the interest over the life of the investment, but we will not receive the cash income from the investment until the end of the term. Our net investment income used to calculate the income portion of our investment fee, however, includes accrued interest. The Adviser may have an incentive to invest in deferred interest securities in circumstances where it would not have done so but for the opportunity to continue to earn the fees even when the issuers of the deferred interest securities

would not be able to make actual cash payments to us on such securities. This risk could be increased because the Adviser is not obligated to reimburse us for any fees received even if we subsequently incur losses or never receive in cash the deferred income that was previously accrued.

For federal income tax purposes, we may be required to recognize taxable income in some circumstances in which we do not receive a corresponding payment in cash and to make distributions with respect to such income to maintain our tax treatment as a RIC and/or minimize corporate-level U.S. federal income or excise tax. Under such circumstances, we may have difficulty meeting the Annual Distribution Requirement (as defined below) necessary to maintain RIC tax treatment under the Code. This difficulty in making the required distribution may be amplified to the extent that we are required to pay the incentive fee on income with respect to such accrued income. As a result, we may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital, or forgo new investment opportunities for this purpose. If we are not able to obtain cash from other sources, we may fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S. federal income tax.

Conflicts related to other arrangements with the Adviser and its affiliates.

We pay to the Administrator our allocable portion of certain expenses incurred by the Administrator in performing its obligations under the Administration Agreement, such as our allocable portion of the cost of our Chief Financial Officer and Chief Compliance Officer. These arrangements create conflicts of interest that our Board of Directors monitors.

Our ability to enter into transactions with our affiliates is restricted.

As a BDC, we are prohibited under the 1940 Act from participating in certain transactions with certain of our affiliates without the prior approval of a majority of our Independent Directors and, in some cases, the SEC. Any person that owns, directly or indirectly, 5% or more of our outstanding voting securities is our affiliate for purposes of the 1940 Act, and we are generally prohibited from buying or selling any securities from or to such affiliate on a principal basis, absent the prior approval of our Board of Directors and, in some cases, the SEC. The 1940 Act also prohibits certain "joint" transactions with certain of our affiliates, which in certain circumstances could include investments in the same portfolio company (whether at the same or different times to the extent the transaction involves a joint investment), without prior approval of our Board of Directors and, in some cases, the SEC. If a person acquires more than 25% of our voting securities, we will be prohibited from buying or selling any security from or to such person or certain of that person's affiliates, or entering into prohibited joint transactions with such persons, absent the prior approval of the SEC. Similar restrictions limit our ability to transact business with our officers or directors or their affiliates.

The SEC has interpreted the BDC regulations governing transactions with affiliates to prohibit certain joint transactions involving entities that share a common investment adviser. As a result of these restrictions, we are prohibited from buying or selling any security from or to any portfolio company that is controlled by a fund advised by the Adviser or their respective affiliates without the prior approval of the SEC, which may limit the scope of investment opportunities that would otherwise be available to us.

We may, however, invest alongside our Adviser's and/or its affiliates' other clients, in certain circumstances where doing so is consistent with applicable law and SEC staff interpretations, guidance and exemptive relief orders. However, although the Adviser endeavors to fairly allocate investment opportunities in the long-run, we can offer no assurance that investment opportunities will be allocated to us fairly or equitably in the short-term or over time. The SEC has granted our Adviser exemptive relief that allows us to enter into certain negotiated co-investment transactions alongside certain Affiliated Investment Accounts in a manner consistent with our investment objective, positions, policies, strategies, and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with the conditions specified in the Order. Pursuant to the Order, we are permitted to co-invest with our affiliates if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our eligible directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to us and our unitholders and do not involve overreaching in respect of us or our unitholders on the part of any person concerned, and (2) the transaction is consistent with the interests of our unitholders and is consistent with our investment objective and strategies.

In situations where co-investment with affiliates' other clients is not permitted under the 1940 Act and related rules, existing or future staff guidance, or the terms and conditions of the Order (as discussed above), our Adviser will need to decide which client or clients will proceed with the investment. Generally, we will not have an entitlement to make a co-investment in these circumstances and, to the extent that another client elects to proceed with the investment, we will not be permitted to participate. Moreover, except in certain circumstances, we will not invest in any issuer in which an affiliate's other client holds a controlling interest.

The recommendations given to us by our Adviser may differ from those rendered to their other clients.

Our Adviser and its affiliates may give advice and recommend securities to other clients which may differ from advice given to, or securities recommended or bought for, us even though such other clients' investment objectives may be similar to ours.

We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses.

The business of identifying and structuring investments of the types contemplated by us is competitive and involves a high degree of uncertainty. We are competing for investments with other investment funds, including the MS BDCs, as well as more traditional lending institutions and private credit-focused competitors. Over the past several years, an increasing number of funds have been formed, with investment objectives similar to, or overlapping with, our investment objectives (and many such existing funds have grown substantially in size). In addition, other firms and institutions are seeking to capitalize on the perceived opportunities with vehicles, funds and other products that are expected to compete with us for investments. Other investors may make competing offers for investment opportunities that we identify. Even after an agreement in principle has been reached with the board of directors or owners of an acquisition target, consummating the transaction is subject to a myriad of uncertainties, only some of which are foreseeable or within the control of the Adviser. Some of our competitors may have access to greater amounts of capital and to capital that may be committed for longer periods of time or may have different return thresholds than us, and thus these competitors may have advantages over us. In addition, issuers may prefer to take advantage of favorable high-yield markets and issue subordinated debt in those markets, which could result in fewer credit investment opportunities for us. In addition to competition from other investors, the availability of investment opportunities generally will be subject to market conditions as well as, in many cases, the prevailing regulatory or political climate. We can offer no assurance that we will be successful in obtaining suitable investments, or that if we make such investments, our objectives will be achieved.

We will be subject to corporate-level income tax if we are unable to qualify as a RIC.

In order to qualify as a RIC under the Code, we must meet certain source-of-income, asset diversification and distribution requirements. The distribution requirement for a RIC is satisfied if we distribute to our unitholders distributions for U.S. federal income tax purposes of an amount generally at least equal to 90% of our ICTI, which is generally our net ordinary income plus the excess of our net short-term capital gains in excess of our net long-term capital losses, determined without regard to any deduction for distributions paid, to our unitholders on an annual basis. We are subject, to the extent we use debt financing, to certain asset coverage ratio requirements under the 1940 Act and financial covenants under loan and credit agreements that could, under certain circumstances, restrict us from making distributions necessary to qualify as a RIC. If we are unable to obtain cash from other sources, we may fail to be subject to tax as a RIC, in which case we will be subject to corporate-level income tax. To qualify as a RIC, we must also meet certain asset diversification requirements at the end of each quarter of our taxable year. Failure to meet these requirements may result in our having to dispose of certain investments quickly in order to continue to qualify as a RIC. Because most of our investments are in private or thinly traded public companies, any such dispositions could be made at disadvantageous prices and may result in substantial losses. If we fail to qualify as a RIC for any reason and become subject to corporate-level income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distributions to unitholders, the amount of our distributions and the amount of funds available for new investments. Such a failure would have a material adverse effect on us and our unitholders. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations — Taxation as a RIC*."

We may have difficulty paying our required distributions if we recognize income before, or without, receiving cash representing such income.

For U.S. federal income tax purposes, we include in income certain amounts that we have not yet received in cash, such as the accretion of OID. This may arise if we receive warrants in connection with the making of a loan and in other circumstances, or through contracted PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such OID, which could be significant relative to our overall investment activities or increases in loan balances as a result of contracted PIK arrangements, is included in our income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.

That part of the incentive fee payable by us that relates to our net investment income is computed and paid on income that may include interest that has been accrued but not yet received in cash, such as market discount, debt instruments with PIK interest, preferred stock with PIK dividends and zero coupon securities. If a portfolio company defaults on a loan that is structured to provide accrued interest, it is possible that accrued interest previously used in the calculation of the incentive fee will become uncollectible, and the Adviser will have no obligation to refund any fees it received in respect of such accrued income.

Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement in a given taxable year to distribute to our unitholders distributions for U.S. federal income tax purposes an amount at least equal to 90% of our ICTI, determined without regard to any deduction for distributions paid, to our unitholders to qualify and maintain our ability to be subject to tax as a RIC. In such a case, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to obtain such cash from other sources, we may fail to qualify as a RIC and thus be subject to corporate-level income tax. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations — Taxation as a RIC*."

We will need to raise additional capital to grow because we must distribute most of our income.

We will need additional capital to fund new investments and grow our portfolio of investments. We intend to access the capital markets periodically to issue debt or equity securities or borrow from financial institutions in order to obtain such additional capital. Unfavorable economic conditions could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. A reduction in the availability of new capital could limit our ability to grow. In addition, we are required to distribute each taxable year an amount at least equal to 90% of our ICTI, determined without regard to any deduction for distributions paid as dividends for U.S. federal income tax purposes, to our unitholders to maintain our ability to be subject to tax as a RIC. As a result, these earnings are not available to fund new investments. An inability to access the capital markets successfully could limit our ability to grow our business and execute our business strategy fully and could decrease our earnings, if any. This would have an adverse effect on the value of our securities. If we are not able to raise capital and are at or near our targeted leverage ratios, we may receive smaller allocations, if any, on new investment opportunities under the Adviser's allocation policies and procedures.

Regulations governing our operation as a BDC affect our ability to, and the way in which we, raise additional capital. As a BDC, the necessity of raising additional capital exposes us to risks, including the typical risks associated with leverage.

We may issue debt securities or preferred units and/or borrow money from banks or other financial institutions, which we refer to collectively as "senior securities," up to the maximum amount permitted by the 1940 Act. Under the provisions of the 1940 Act, we are currently permitted to issue "senior securities," including borrowing money from banks or other financial institutions, only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 150% of gross assets less all liabilities and indebtedness not represented by senior securities, after each issuance of senior securities. If we fail to comply with certain disclosure requirements, our asset coverage ratio under the 1940 Act would be 200%, which would decrease the amount of leverage we are able to incur. If the value of our assets decline, we may be unable to satisfy the applicable asset coverage ratio. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our indebtedness at a time when such sales

may be disadvantageous. Also, any amounts that we use to service our indebtedness would not be available for distributions to holders of our Units. If we issue senior securities, we will be exposed to typical risks associated with leverage, including an increased risk of loss.

In the absence of an event of default, no person or entity from which we borrow money has a veto right or voting power over our ability to set policy, make investment decisions or adopt investment strategies. If we issue preferred units, which is another form of leverage, the preferred units would rank "senior" to the Units in our capital structure. Preferred unitholders would have separate voting rights on certain matters and might have other rights, preferences or privileges more favorable than those of our common unitholders, and the issuance of preferred units could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for holders of our Units or otherwise be in the best interest of our common unitholders. Our common unitholders will directly or indirectly bear all of the costs associated with offering and servicing any preferred units that we issue. In addition, any interests of preferred unitholders may not necessarily align with the interests of our common unitholders and the rights of preferred unitholders to receive distributions would be senior to those of our common unitholders. We do not, however, anticipate issuing preferred units in the next 12 months.

We are not generally able to issue and sell our Units at a price below net asset value per Unit. We may, however, sell our Units, or warrants, options or rights to acquire our Units, at a price below the then-current net asset value per Unit if our Board of Directors determines that such sale is in the best interests of us and our common unitholders, and if our common unitholders approve such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our Board of Directors, closely approximates the market value of such securities (less any distributing commission or discount). If we raise additional funds by issuing Units or senior securities convertible into, or exchangeable for, our Units, then the percentage ownership of our common unitholders at that time will decrease, and holders of our Units might experience dilution.

We intend to finance our investments with borrowed money, which will magnify the potential for gain or loss on amounts invested and may increase the risk of investing in us.

The use of leverage magnifies the potential for gain or loss on amounts invested. The use of leverage is generally considered a speculative investment technique and increases the risks associated with investing in our securities. The amount of leverage that we employ will be subject to the restrictions of the 1940 Act and the supervision of our Board of Directors. At the time of any proposed borrowing, the amount of leverage we employ will also depend on our Adviser's assessment of market and other factors. We cannot assure you that we will be able to obtain credit at all or on terms acceptable to us. For example, due to the interplay of the 1940 Act restrictions on principal and joint transactions and the U.S. risk retention rules adopted pursuant to Section 941 of Dodd-Frank, as a BDC we are limited in our ability to enter into any securitization transactions. We cannot assure you that the SEC or any other regulatory authority will modify such regulations or provide administrative guidance that would give us greater flexibility to enter into securitizations. We may in the future issue senior debt securities to banks, insurance companies and other lenders.

Lenders of these senior securities will have fixed dollar claims on our assets that are superior to the claims of our unitholders, and we would expect such lenders to seek recovery against our assets in the event of a default. We may pledge up to 100% of our assets and may grant a security interest in all of our assets under the terms of any debt instruments we may enter into with lenders. Under the terms of any credit facility or debt instrument we enter into, we are likely to be required to comply with certain financial and operational covenants. Failure to comply with such covenants could result in a default under the applicable credit facility or debt instrument if we are unable to obtain a waiver from the applicable lender or holder, and such lender or holder could accelerate repayment under such indebtedness and negatively affect our business, financial condition, results of operations and cash flows. In addition, under the terms of any credit facility or other debt instrument we enter into, we are likely to be required by its terms to use the net proceeds of any investments that we sell to repay a portion of the amount borrowed under such facility or instrument before applying such net proceeds to any other uses. If the value of our assets decreases, leveraging would cause our net asset value to decline more sharply than it otherwise would have had we not leveraged, thereby magnifying losses or eliminating our equity stake in a leveraged investment.

Similarly, any decrease in our net investment income will cause our net income to decline more sharply than it would have had we not borrowed. Such a decline would also negatively affect our ability to make distributions on our Units or any outstanding preferred units. Our ability to service our debt depends largely on our financial performance and is subject to prevailing economic conditions and competitive pressures. Our unitholders bear the burden of any increase in our expenses as a result of our use of leverage, including interest expenses and any increase in the base management fee payable to the Adviser.

As a BDC, we generally are required to meet a coverage ratio of total assets to total borrowings and other senior securities, which include our borrowings and any preferred units that we may issue in the future, which is currently 150%. If this ratio were to decline below 150% (or such other percentage as may be prescribed by law from time to time), we could not incur additional debt and could be required to sell a portion of our investments to repay some debt when it was disadvantageous to do so. This could have a material adverse effect on our operations, and we may not be able to make distributions in amounts sufficient to maintain our status as a RIC, or at all.

We are subject to risks associated with any Credit Facilities.

We anticipate that we or a wholly owned and consolidated subsidiary of ours may enter into one or more senior revolving credit facilities of the Company or any subsidiary (each, a "Credit Facility" and collectively, the "Credit Facilities"). As a result of any Credit Facility, we would be subject to a variety of risks, including those set forth below.

Any inability to renew, extend or replace a Credit Facility could adversely impact our liquidity and ability to find new investments or maintain distributions to our unitholders.

There can be no assurance that we would be able to renew, extend or replace any Credit Facility upon its maturity on terms that are favorable to us, if at all. Our ability to renew, extend or replace any Credit Facility would be constrained by then-current economic conditions affecting the credit markets. In the event that we were unable to renew, extend or replace any Credit Facility at the time of its maturity, this could have a material adverse effect on our liquidity and ability to fund new investments, our ability to make distributions to our unitholders and our ability to qualify as a RIC.

In addition to regulatory limitations on our ability to raise capital, a Credit Facility contains various covenants, which, if not complied with, could accelerate our repayment obligations under such Credit Facility, thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay distributions.

A Credit Facility may be secured by the Company's assets. As part of the Credit Facility, we may make customary representations and warranties and be required to comply with various covenants, reporting requirements and other customary requirements for similar credit facilities. Our continued compliance with the covenants contained in the documents governing any Credit Facility will depend on many factors, some of which may be beyond our control. We can offer no assurances that we would continue to comply with any such covenants. In the event of a default under the documents governing a Credit Facility, the administrative agent under such Credit Facility may have the right to seize assets collateralizing the Credit Facility in order to repay amounts outstanding under the Credit Facility, which would reduce our assets and thereby potentially have a material adverse effect on our business, liquidity, financial condition, results of operations and ability to pay distributions to our unitholders.

Our interests in any subsidiary that enters into a Credit Facility would be subordinated, and we may not receive cash on our equity interests from any such subsidiary.

We consolidate the financial statements of our wholly owned subsidiaries in our consolidated financial statements and treat the indebtedness of any such subsidiary as our leverage. Our interests in any wholly owned direct or indirect subsidiary of ours would be subordinated in priority of payment to every other obligation of any such subsidiary and would be subject to certain payment restrictions set forth in any Credit Facility. We would receive cash distributions on our equity interests in any such subsidiary only if such subsidiary had made all required cash interest payments to the lenders and no default exists under any Credit

Facility. We cannot assure you that distributions on the assets held by any such subsidiary would be sufficient to make any distributions to us or that such distributions would meet our expectations.

We would receive cash from any such subsidiary only to the extent that we would receive distributions on our equity interests in such subsidiary. Any such subsidiary would be able to make distributions on its equity interests only to the extent permitted by the payment priority provisions of the Credit Facility. We expect that any Credit Facility would generally provide that payments on such interests may not be made on any payment date unless all amounts owing to the lenders and other secured parties are paid in full. In addition, if such subsidiary would not meet the borrowing base test set forth in any Credit Facility documents, a default would occur. In the event of a default under any Credit Facility documents, cash would be diverted from us to pay the lender and other secured parties until they would be paid in full. In the event that we would fail to receive cash from such subsidiary, we could be unable to make distributions to our unitholders in amounts sufficient to maintain our status as a RIC, or at all. We also could be forced to sell investments in portfolio companies at less than their fair value in order to continue making such distributions.

Our equity interests in any such subsidiary would rank behind all of the secured and unsecured creditors, known or unknown, of such subsidiary, including the lenders in any Credit Facility.

Consequently, to the extent that the value of such subsidiary's portfolio of loan investments would have been reduced as a result of conditions in the credit markets, defaulted loans, capital gains and losses on the underlying assets, prepayment or changes in interest rates, the return on our investment in such subsidiary could be reduced. Accordingly, our investment in such subsidiary may be subject to up to a complete loss.

Our ability to sell investments held by any subsidiary that enters into a Credit Facility would be limited.

We expect that a Credit Facility would place significant restrictions on our ability, as servicer, to sell investments. As a result, there may be times or circumstances during which we would be unable to sell investments or take other actions that might be in our best interests.

We may be subject to risks associated with any collateralized loan obligations, or CLOs, we enter into to finance our investments.

We may enter into CLOs through a direct or indirect subsidiary of ours (any such subsidiary, an "MS Issuer"). As a result of these CLOs, we would be subject to a variety of risks, including those set forth below. We use the term "CLO" to describe a form of secured borrowing under which an operating company (sometimes referred to as an "originator" or "sponsor") acquires or originates mortgages, receivables, loans or other assets that earn income, whether on a one-time or recurring basis (collectively, "income producing assets"), and borrows money on a non-recourse basis against a legally separate pool of loans or other income producing assets. In a typical CLO, the originator transfers the loans or income producing assets to a single- purpose, bankruptcy-remote subsidiary (also referred to as a "special purpose entity"), which is established solely for the purpose of holding loans and income producing assets and issuing debt secured by these income producing assets. The special purpose entity completes the borrowing through the issuance of notes secured by the loans or other assets. The special purpose entity may issue the notes in the capital markets to a variety of investors, including banks, non-bank financial institutions and other investors. In the CLOs, we would expect institutional investors to purchase the notes issued by an MS Issuer in a private placement, while we would retain the equity interest in the CLOs and consolidate the assets and liabilities of the CLOs on our balance sheet.

We may enter into reverse repurchase agreements, which are another form of leverage.

We may enter into reverse repurchase agreements as part of our management of our temporary investment portfolio. Under a reverse repurchase agreement, we will effectively pledge our assets as collateral to secure a short-term loan. Generally, the other party to the agreement makes the loan in an amount equal to a percentage of the fair value of the pledged collateral. At the maturity of the reverse repurchase agreement, we will be required to repay the loan and correspondingly receive back our collateral. While used as collateral, the assets continue to pay principal and interest which are for the benefit of us.

Our use of reverse repurchase agreements, if any, involves many of the same risks involved in our use of leverage, as the proceeds from reverse repurchase agreements generally will be invested in additional securities. There is a risk that the market value of the securities acquired in the reverse repurchase agreement may decline below the price of the securities that we have sold but remain obligated to purchase. In addition, there is a risk that the market value of the securities retained by us may decline. If a buyer of securities under a reverse repurchase agreement were to file for bankruptcy or experience insolvency, we may be adversely affected. Also, in entering into reverse repurchase agreements, we would bear the risk of loss to the extent that the proceeds of such agreements at settlement are less than the fair value of the underlying securities being pledged. In addition, due to the interest costs associated with reverse repurchase agreements, our net asset value will decline, and, in some cases, we may be worse off than if we had not used such agreements.

If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC or be precluded from investing according to our current business strategy.

As a BDC, we may not acquire any assets other than "qualifying assets" unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See "*Item 1. Business — Regulation — Qualifying Assets*."

In the future, we believe that most of our investments will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could violate the 1940 Act provisions applicable to BDCs. As a result of such violation, specific rules under the 1940 Act could prevent us, for example, from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or could require us to dispose of investments at inappropriate times in order to come into compliance with the 1940 Act. If we need to dispose of such investments quickly, it could be difficult to dispose of such investments on favorable terms. We may not be able to find a buyer for such investments and, even if we do find a buyer, we may have to sell the investments at a substantial loss. Any such outcomes would have a material adverse effect on our business, financial condition, results of operations and cash flows.

Failure to qualify as a BDC would decrease our operating flexibility.

If we do not maintain our status as a BDC, we would be subject to regulation as a registered closed-end investment company under the 1940 Act. As a registered closed-end investment company, we would be subject to substantially more regulatory restrictions under the 1940 Act which would significantly decrease our operating flexibility.

The majority of our portfolio investments are recorded at fair value as determined in good faith by our Valuation Designee, under the supervision of our Board of Directors and, as a result, there may be uncertainty as to the value of our portfolio investments.

The majority of our portfolio investments are expected to take the form of securities for which no market quotations are readily available. The fair value of securities and other investments that are not publicly traded may not be readily determinable, and we value these securities at fair value as determined in good faith by our Board of Directors, including to reflect significant events affecting the value of our securities. As discussed in more detail under "*Item 2. Financial Information — Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies*," most, if not all, of our investments (other than cash and cash equivalents) are classified as Level 3 under ASC 820. This means that our portfolio valuations are based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. Inputs into the determination of fair value of our portfolio investments require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which may include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information.

The Board of Directors has delegated to the Valuation Designee the responsibility of determining the fair value of the Company's investment portfolio, subject to oversight of the Board of Directors, pursuant to Rule 2a-5 under the 1940 Act. As such, the Valuation Designee is charged with determining the fair value of the Company's investment portfolio, subject to oversight of the Board of Directors. The participation of the Adviser's investment professionals in our valuation process could result in a conflict of interest as the Adviser's base management fee is based, in part, on our average net assets and our incentive fees will be based, in part, on unrealized losses.

We have retained the services of independent service providers to review the valuation of these securities. The valuation of all or a portion of our portfolio investments for which a market quote is not readily available will be reviewed by an independent valuation firm each quarter and month-end. The types of factors that our Valuation Designee, under the supervision of our Board of Directors may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities, including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and in particular, the valuations of private securities and private companies, are inherently uncertain, they may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. Our net asset value could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

We will adjust quarterly (or as otherwise may be required by the 1940 Act in connection with the issuance of our Units) the valuation of our portfolio to reflect our Board of Directors' approval of the fair value of each investment in our portfolio, as determined by the Valuation Designee. Any changes in fair value are recorded in the aggregate in our consolidated statement of operations as a net change in unrealized appreciation or depreciation.

Our Board of Directors may change our investment objective, operating policies and strategies without prior notice or unitholder approval, and we may temporarily deviate from our regular investment strategy.

Our Board of Directors has the authority, except as otherwise provided in the 1940 Act, to modify or waive our investment objective and certain of our operating policies and strategies without prior notice and without unitholder approval. However, absent unitholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current investment objective, operating policies and strategies would have on our business, operating results and the value of our Units. Nevertheless, any such changes could adversely affect our business and impair our ability to make distributions.

The Adviser can resign on 60 days' notice and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.

The Adviser has the right to resign under the Investment Advisory Agreement at any time upon not less than 60 days' written notice, whether we have found a replacement or not. If the Adviser resigns, we may not be able to find a new investment adviser or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our business, financial condition, results of operations and cash flows as well as our ability to pay distributions are likely to be adversely affected and the value of our Units may decline. In addition, the coordination of our internal management and investment activities is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by the Adviser and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our business, financial condition, results of operations and cashflows.

The Administrator can resign on 60 days' notice, and we may not be able to find a suitable replacement, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.

The Administrator has the right to resign under the Administration Agreement at any time upon not less than 60 days' written notice, whether we have found a replacement or not. If the Administrator resigns, we may not be able to find a new administrator or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations

as well as our ability to pay distributions are likely to be adversely affected and the value of our Units may decline. In addition, the coordination of our internal management and administrative activities is likely to suffer if we are unable to identify and reach an agreement with a service provider or individuals with the expertise possessed by the Administrator.

Even if we are able to retain a comparable service provider or individuals to perform such services, whether internal or external, their integration into our business and lack of familiarity with our investment objective may result in additional costs and time delays that may adversely affect our business, financial condition, results of operations and cash flows.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer and our portfolio may be concentrated in a limited number of industries.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. Additionally, our portfolio may be concentrated in a limited number of industries and a downturn in any particular industry in which we are invested could significantly impact the aggregate returns we realize.

To the extent that we assume large positions in the securities of a small number of issuers or our portfolio is concentrated in a limited number of industries, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer or particular industry. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our asset diversification requirements as a RIC under the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. Although we are classified as a non-diversified investment company within the meaning of the 1940 Act, we maintain the flexibility to operate as a diversified investment company. To the extent that we operate as a non-diversified investment company, we may be subject to greater risk.

The liability of each of the Adviser and the Administrator is limited, and we have agreed to indemnify each of the Adviser and the Administrator against certain liabilities, which may lead them to act in a riskier manner on our behalf than each would when acting for its own account.

Under the Investment Advisory Agreement, the Adviser does not assume any responsibility to us other than to render the services called for under that agreement, and it is not responsible for any action of our Board of Directors in following or declining to follow the Adviser's advice or recommendations. Under the terms of the Investment Advisory Agreement, the Adviser, its directors, trustees, officers, equityholders or members, agents, employees, any person controlling or controlled by the Adviser, any other person affiliated with the Adviser and any other person or entity acting on behalf of the Adviser are not liable to us or any unitholders for acts or omissions performed in accordance with and pursuant to the Investment Advisory Agreement, except where primarily attributable to the willful misfeasance, bad faith or gross negligence in the performance of such person's duties or by reason of reckless disregard of the Adviser's duties or obligations under the Investment Advisory Agreement. In addition, we have agreed to indemnify the Adviser and each of its directors, trustees, officers, equityholders or members, agents, employees, any person controlling or controlled by the Adviser, any other person affiliated with the Adviser and any other person or entity

acting on behalf of the Adviser from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with the performance of such person's duties or obligations under the Investment Advisory Agreement, except where primarily attributable to the willful misfeasance, bad faith or gross negligence or by reason of reckless disregard of such person's duties or obligations under the Investment Advisory Agreement. Under the Administration Agreement, the Administrator and certain specified parties providing administrative services pursuant to that agreement are not liable to us or our unitholders for, and we have agreed to indemnify them for, any claims or losses arising out of the good faith performance of their duties or obligations under the Administration Agreement, except where primarily attributable to the willful misfeasance, bad faith or gross negligence or by reason of reckless disregard of the Administrator's duties or obligations under the Administration Agreement. These protections may lead the Adviser or the Administrator to act in a riskier manner when acting on our behalf than it would when acting for its own account.

Our ability to enter into transactions involving derivatives and financial commitment transactions may be limited.

In November 2020, the SEC adopted a revised version of Rule 18f-4, which is designed to modernize the regulation of the use of derivatives by registered investment companies and BDCs. Among other things, Rule 18f-4 requires BDCs that use derivatives to be subject to a value-at-risk leverage limit and requires the adoption and implementation of a derivatives risk management program that is reasonably designed to identify, assess and manage its derivatives transaction trading risk, subject to certain exceptions. Additionally, subject to certain conditions, funds that do not invest heavily in derivatives may be deemed limited derivatives users and would not be subject to the full requirements of Rule 18f-4. The Company intends to operate under the limited derivatives user exemption of Rule 18f-4 and has adopted written policies and procedures reasonably designed to manage the Company's derivatives risk pursuant to Rule 18f-4. In connection with the adoption of Rule 18f-4, the SEC also eliminated the asset segregation and cover framework arising from prior SEC guidance for covering derivatives and certain financial instruments. Compliance with Rule 18f-4 has been required since August 2022. Collectively, these requirements may limit our ability to use derivatives and/or enter into certain other financial contracts.

Risks Relating to Our Investments

Limitations of investment due diligence expose us to investment risk.

Our due diligence may not reveal all of a portfolio company's liabilities and may not reveal other weaknesses in its business. We can offer no assurance that our due diligence processes will uncover all relevant facts that would be material to an investment decision. Before making an investment in, or a loan to, a company, our Adviser will assess the strength and skills of the company's management and other factors that it believes are material to the performance of the investment.

In making the assessment and otherwise conducting customary due diligence, our Adviser will rely on the resources available to it and, in some cases, an investigation by third parties. This process is particularly important and highly subjective with respect to newly organized entities because there may be little or no information publicly available about the entities.

We may make investments in, or loans to, companies which are not subject to public company reporting requirements including requirements regarding preparation of financial statements and our portfolio companies may utilize divergent reporting standards that may make it difficult for the Adviser to accurately assess the prior performance of a portfolio company. We will, therefore, depend upon the compliance by investment companies with their contractual reporting obligations. As a result, the evaluation of potential investments and our ability to perform due diligence on, and effectively monitor investments, may be impeded, and we may not realize the returns which we expect on any particular investment. In the event of fraud by any company in which we invest or with respect to which we make a loan, we may suffer a partial or total loss of the amounts invested in that company.

Our debt investments may be risky and we could lose all or part of our investments.

The debt instruments in which we invest are typically not rated by any rating agency, but we believe that if such investments were rated, they would be below investment grade (rated lower than "Baa3" by

Moody's Investors Service, lower than "BBB-" by Fitch Ratings or lower than "BBB-" by Standard & Poor's Ratings Services), which under the guidelines established by these entities is an indication of having predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. Bonds that are rated below investment grade are sometimes referred to as "high yield bonds" or "junk bonds". Therefore, our investments may result in an above average amount of risk and volatility or loss of principal.

Defaults by our portfolio companies will harm our operating results.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its debt financing and foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize a portfolio company's ability to meet its obligations under the debt or equity securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, with a defaulting portfolio company. In addition, lenders in certain cases can be subject to lender liability claims for actions taken by them when they become too involved in the borrower's business or exercise control over a borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken if we render managerial assistance to the borrower.

We may hold the debt securities of distressed companies that may enter into bankruptcy proceedings.

Companies that are financially distressed due to leverage or other factors may experience bankruptcy or similar financial distress. The bankruptcy process has a number of significant inherent risks. Many events in a bankruptcy proceeding are the product of contested matters and adversary proceedings and are beyond the control of the creditors. A bankruptcy filing by an issuer may adversely and permanently affect the issuer. If the proceeding is converted to a liquidation, the value of the issuer may not equal the liquidation value that was believed to exist at the time of the investment. The duration of a bankruptcy proceeding is also difficult to predict, and a creditor's return on investment can be adversely affected by delays until the plan of reorganization or liquidation ultimately becomes effective. The administrative costs of a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. Because the standards for classification of claims under bankruptcy law are vague, our influence with respect to the class of securities or other obligations we will own may be lost by increases in the number and amount of claims in the same class or by different classification and treatment. In the early stages of the bankruptcy process, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. In addition, certain claims that have priority by law (for example, claims for taxes) may be substantial.

Depending on the facts and circumstances of our investments and the extent of our involvement in the management of a portfolio company, upon the bankruptcy of a portfolio company, a bankruptcy court may recharacterize our debt investments as equity interests and subordinate all or a portion of our claim to that of other creditors. This could occur even though we may have structured our investment as senior debt.

Our investments in private, middle market portfolio companies are risky, and you could lose all or part of your investment.

Investments in private and middle market companies involve a number of significant risks. Generally, little public information exists about these companies, and we rely on the ability of the Adviser's investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. Further, these companies may not have third-party debt ratings or audited financial statements. We must therefore rely solely on the ability of the Adviser to obtain adequate information through due diligence to evaluate the creditworthiness and potential returns from investing in these companies, which information may not include all information or resources which may be available from other areas of Morgan Stanley. If the Adviser is unable to uncover all material information about these companies, it may not make a fully informed investment decision, and we may lose money on our investments. Middle market companies generally have less predictable operating results and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. Middle market

companies may have limited financial resources, may have difficulty accessing the capital markets to meet future capital needs and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, such companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, middle market companies are more likely to depend on the management talents and efforts of a small group of persons. Therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Middle market companies also may be parties to litigation and may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence. In addition, our executive officers, directors and the Adviser may, in the ordinary course of business, be named as defendants in litigation arising from our investments.

Subordinated liens on collateral securing debt investments that we will make to our portfolio companies may be subject to control by senior creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay in full both the first priority creditors and us.

Certain debt investments that we make in portfolio companies will be secured on a second priority basis by the same collateral securing senior debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the debt. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of and be entitled to receive proceeds from any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. We can offer no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the debt obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the debt obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any. Similarly, investments in "last out" pieces of tranched first lien loans will be similar to second lien loans in that such investments will be junior in priority to the "first out" piece of the same tranched loan with respect to payment of principal, interest and other amounts.

We may also make unsecured debt investments in portfolio companies, meaning that such investments will not benefit from any interest in collateral of such companies. Liens on such portfolio companies' collateral, if any, will secure the portfolio company's obligations under its outstanding secured debt and may secure certain future debt that is permitted to be incurred by the portfolio company under its secured debt agreements. The holders of obligations secured by such liens will generally control the liquidation of, and be entitled to receive proceeds from, any realization of such collateral to repay their obligations in full before us. In addition, the value of such collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. We can offer no assurance that the proceeds, if any, from sales of such collateral would be sufficient to satisfy our unsecured debt obligations after payment in full of all secured debt obligations. If such proceeds were not sufficient to repay the outstanding secured debt obligations, then our unsecured claims would rank equally with the unpaid portion of such secured creditors' claims against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the debt investments we make in our portfolio companies with senior debt outstanding, or first-out pieces of tranched first lien debt, may also be limited pursuant to the terms of one or more inter-creditor agreements that we enter into with the holders of senior debt. Under such an inter-creditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: the ability to cause the commencement of enforcement proceedings against the collateral; the ability to control the conduct of such proceedings; the approval of amendments to collateral documents; releases of liens on the

collateral; and waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected.

Our investments in securities or assets of publicly traded companies are subject to the risks inherent in investing in public securities.

We may invest a portion of our portfolio in publicly traded assets. In such investments, it is not expected that we will be able to negotiate additional financial covenants or other contractual rights, which we might otherwise be able to obtain in making privately negotiated investments. Moreover, we may not have the same access to information in connection with investments in public securities, either when investigating a potential investment or after making an investment, as compared to privately negotiated investments. Furthermore, we may be limited in our ability to make investments and to sell existing investments in public securities because Morgan Stanley may be deemed to have material, non-public information regarding the issuers of those securities or as a result of other internal policies. The inability to sell public securities in these circumstances could materially adversely affect our investment results. In addition, an investment may be sold by us to a public company where the consideration received is a combination of cash and stock of the public company, which may, depending on the securities laws of the relevant jurisdiction, be subject to lock-up periods.

Our investments in traded bank loans and other liquid debt securities of U.S. corporate issuers could include "covenant-lite" loans, which may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

A significant number of high yield loans in the market, in particular the broadly syndicated loan market, may consist of "covenant-lite" loans. Our investments in particular investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including broadly syndicated loans, could include "covenant-lite" loans. Generally, covenant-lite loans permit borrowers more opportunity to negatively impact lenders because such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Accordingly, to the extent we invest in covenant-lite loans, we may have less protection from borrower actions and may have a greater risk of loss on such investments as compared to investments in or exposure to loans with financial maintenance covenants. Ownership of covenant-lite loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of covenant-lite loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

The lack of liquidity in our investments may adversely affect our business.

Our investments will be illiquid in most cases, and we can offer no assurance that we will be able to realize on such investments in a timely manner. A substantial portion of our investments in leveraged companies are and will be subject to legal and other restrictions on resale or will otherwise be less liquid than more broadly traded public securities. The illiquidity of these investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. We may also face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we, the Adviser or any of its affiliates have material nonpublic information regarding such portfolio company.

In addition, we generally expect to invest in securities, instruments and assets that are not, and are not expected to become, publicly traded. We will generally not be able to sell securities publicly unless the sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available.

Investments may be illiquid and long-term. Illiquidity may result from the absence of an established or liquid market for investments as well as legal and contractual restrictions on their resale by us. It is generally expected that we will hold assets to maturity, and the amount of "discretionary sales" of investments generally will be limited. Our investment in illiquid investments may restrict its ability to dispose of investments in a timely fashion and for a fair price. Furthermore, we likely will be limited in our ability to sell investments because Morgan Stanley may have material, non-public information regarding the issuers of such loans or investments or as a result of measures established by Morgan Stanley in order to comply with applicable law, regulatory restrictions or internal policies or procedures, including without limitation joint transaction restrictions pursuant to the 1940 Act. This limited ability to sell investments could materially adversely affect our investment results. As a result, our exposure to losses, including a potential loss of principal, as a result of which you could potentially lose all or a portion of your investment in us, may be increased due to the illiquidity of our investments generally.

In certain cases, we may also be prohibited by contract from selling our investments for a period of time or otherwise be restricted from disposing of our investments. Furthermore, certain types of investments expected to be made may require a substantial length of time to realize a return or fully liquidate. We may exit some investments through distributions in kind to the unitholders, after which such you will still bear the risks associated with holding the securities and must make your own disposition decisions.

Given the nature of the investments contemplated by the Company, there is a material risk that we will be unable to realize our investment objectives by sale or other disposition at attractive prices or will otherwise be unable to complete any exit strategy. In particular, this risk could arise from changes in the financial condition or prospects of the portfolio company in which the investment is made, changes in national or international economic conditions, changes in debt and equity capital markets and changes in laws, regulations, fiscal policies or political conditions of countries in which investments are made.

In connection with the disposition of an investment in a portfolio company, we may be required to make representations about the business and financial affairs of the portfolio company, or may be responsible for the contents of disclosure documents under applicable securities laws. We may also be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, for which we may establish reserves or escrows. However, we can offer no assurance that we will adequately reserve for our contingent liabilities and that such liabilities will not have an adverse effect on us. Such contingent liabilities might ultimately have to be funded by proceeds, including the return of capital, from our other investments.

Price declines and illiquidity in the corporate debt markets may adversely affect the fair value of our portfolio investments, reducing our net asset value through increased net unrealized depreciation.

As a BDC, we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by our Valuation Designee, under the supervision of our Board of Directors. As part of the valuation process, we may take into account the following types of factors, if relevant, in determining the fair value of our investments:

- a comparison of the portfolio company's securities to publicly traded securities;
- the enterprise value of the portfolio company;
- the nature and realizable value of any collateral;
- the portfolio company's ability to make payments and its earnings and discounted cash flow;
- the markets in which the portfolio company does business; and
- the changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made in the future and other relevant factors.

When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, we use the pricing indicated by the external event to corroborate our valuation. We will record decreases in the market values or fair values of our investments as unrealized depreciation. Declines in prices and liquidity in the corporate debt markets may result in significant net unrealized depreciation in our

portfolio. The effect of all of these factors on our portfolio may reduce our net asset value by increasing net unrealized depreciation in our portfolio. Any unrealized losses in our portfolio could be an indication of a portfolio company's inability to meet its repayment obligations to us with respect to the affected loans. Depending on market conditions, we could incur substantial realized losses and ultimately experience reductions of our income available for distribution in future periods. We may also suffer additional unrealized losses in future periods, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, decreases in the market value or fair value of our investments will reduce our net asset value.

Our prospective portfolio companies may be unable to repay or refinance outstanding principal on their loans at or prior to maturity, and rising interest rates may make it more difficult for portfolio companies to make periodic payments on their loans.

The portfolio companies in which we expect to invest may be unable to repay or refinance outstanding principal on their loans at or prior to maturity. This risk and the risk of default is increased to the extent that the loan documents do not require the portfolio companies to pay down the outstanding principal of such debt prior to maturity. In addition, if general interest rates rise, there is a risk that our portfolio companies will be unable to pay escalating interest amounts, which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. Investments with a deferred interest feature, such as OID and PIK interest, could represent a higher credit risk than investments that must pay interest in full in cash on a regular basis. Any failure of one or more portfolio companies to repay or refinance its debt at or prior to maturity or the inability of one or more portfolio companies to make ongoing payments following an increase in contractual interest rates could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our prospective portfolio companies may prepay loans, which may reduce our yields if capital returned cannot be invested in transactions with equal or greater expected yields.

The loans in our investment portfolio may be prepaid at any time, generally with little advance notice. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change, we do not know when, and if, prepayment may be possible for each portfolio company. In some cases, the prepayment of a loan may reduce our achievable yield if the capital returned cannot be invested in transactions with equal or greater expected yields, which could have a material adverse effect on our business, financial condition and results of operations.

We may be subject to risks associated with syndicated loans.

From time to time, we will acquire interests in syndicated loans for cash management purposes, including to manage payment obligations under our unit repurchase program. Under the documentation for syndicated loans, a financial institution or other entity typically is designated as the administrative agent and/or collateral agent. This agent is granted a lien on any collateral on behalf of the other lenders and distributes payments on the indebtedness as they are received. The agent is the party responsible for administering and enforcing the loan and generally may take actions only in accordance with the instructions of a majority or two-thirds in commitments and/or principal amount of the associated indebtedness. In most cases, we do not expect to hold a sufficient amount of the indebtedness to be able to compel any actions by the agent. Consequently, we would only be able to direct such actions if instructions from us were made in conjunction with other holders of associated indebtedness that together with us compose the requisite percentage of the related indebtedness then entitled to take action. Conversely, if holders of the required amount of the associated indebtedness other than us desire to take certain actions, such actions may be taken even if we did not support such actions. Furthermore, if an investment is subordinated to one or more senior loans made to the applicable obligor, our ability to exercise such rights may be subordinated to the exercise of such rights by the senior lenders. Accordingly, we may be precluded from directing such

actions unless we act together with other holders of the indebtedness. If we are unable to direct such actions, we cannot assure you that the actions taken will be in our best interests.

If an investment is a syndicated revolving loan or delayed drawdown loan, other lenders may fail to satisfy their full contractual funding commitments for such loan, which could create a breach of contract, result in a lawsuit by the obligor against the lenders and adversely affect the fair market value of our investment.

There is a risk that a loan agent in respect of one of our loans may become bankrupt or insolvent. Such an event would delay, and possibly impair, any enforcement actions undertaken by holders of the associated indebtedness, including attempts to realize upon the collateral securing the associated indebtedness and/or direct the agent to take actions against the related obligor or the collateral securing the associated indebtedness and actions to realize on proceeds of payments made by obligors that are in the possession or control of any other financial institution. In addition, we may be unable to remove the agent in circumstances in which removal would be in our best interests. Moreover, agented loans typically allow for the agent to resign with certain advance notice.

Our investments in portfolio companies may expose us to environmental risks.

We may invest in portfolio entities that are subject to changing and increasingly stringent environmental and health and safety laws, regulations and permit requirements and environmental costs that could place increasing financial burdens on such portfolio entities. Required expenditures for environmental compliance may adversely impact investment returns on portfolio entities. The imposition of new environmental and other laws, regulations and initiatives could adversely affect the business operations and financial stability of portfolio entities.

There can be no guarantee that all costs and risks regarding compliance with environmental laws and regulations can be identified. New and more stringent environmental and health and safety laws, regulations and permit requirements or stricter interpretations of current laws or regulations could impose substantial additional costs on portfolio investment or potential investments. Compliance with such current or future environmental requirements does not ensure that the operations of the portfolio investments will not cause injury to the environment or to people under all circumstances or that the portfolio investments will not be required to incur additional unforeseen environmental expenditures. Moreover, failure to comply with any such requirements could have a material adverse effect on an investment, and we can offer no assurance that the portfolio investments will at all times comply with all applicable environmental laws, regulations and permit requirements.

Additionally, our portfolio companies may be subject to certain so-called sustainability risks, or ESG events or conditions that, if they occur, could cause an actual or potential material impact on the value of the Company, including, but not limited to, the following:

- natural resource risks including rising costs from resource scarcity or resource usage taxes and systemic risk from biodiversity loss;
- pollution and waste risks including liabilities associated with contamination and waste management costs;
- human capital risks include declining employee productivity, attrition and turnover costs, pandemics and supply chain reputational risks or disruption;
- community risks factors including loss of license to operate, operational disruptions caused by protests or boycotts and systematic inequality and instability;
- security and safety risks such as consumer security, data privacy and security; and
- other climate-related conditions and events that present risks related to the physical impacts of the climate and risks related to a potential transition to a lower carbon economy.

We have not yet identified all of the portfolio company investments we will acquire and we may have difficulty sourcing investment opportunities.

We have not yet identified all of the potential investments for our portfolio that we will acquire with the proceeds of any sales of our securities or repayments of investments currently in our portfolio, and we

cannot assure investors that we will be able to locate a sufficient number of suitable investment opportunities to allow us to deploy all available capital successfully. Privately negotiated investments in loans and illiquid securities of private, middle market companies require substantial due diligence and structuring, and we cannot assure you that we will achieve our anticipated investment pace. As a result, investors will be unable to evaluate any future portfolio company investments prior to purchasing our Units. The Adviser will select all of our investments, and our unitholders will have no input with respect to such investment decisions. These factors will increase the uncertainty, and thus the risk, of investing in our securities. Until such appropriate investment opportunities can be found, we may also invest the net proceeds in cash, cash equivalents, U.S. government securities and high-quality debt investments that mature in one year or less from the date of investment. We expect these temporary investments to earn yields substantially lower than the income that we expect to receive in respect of our targeted investment types. As a result, any distributions we make during this period may be substantially smaller than the distributions that we expect to pay when our portfolio is fully invested. To the extent we are unable to deploy all available capital, our investment income and, in turn, our results of operations, will likely be materially adversely affected. There is no assurance that we will be able to consummate investment transactions or that such transactions will be successful

Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio.

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as "follow-on" investments, in seeking to:

- increase or maintain in whole or in part our position as a creditor or equity ownership percentage in a portfolio company;
- exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or
- preserve or enhance the value of our investment.

We have discretion to make follow-on investments, subject to the availability of capital resources and certain limitations on co-investment with affiliates under the 1940 Act. Failure on our part to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful portfolio company. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our level of risk, because we prefer other opportunities or because of regulatory or other considerations. Our ability to make follow-on investments may also be limited by the Adviser's allocation policies and procedures.

Because we generally do not hold controlling equity interests in our portfolio companies, we may not be able to exercise control over our portfolio companies or to prevent decisions by management of our portfolio companies that could decrease the value of our investments.

To the extent that we do not hold controlling equity interests in portfolio companies, we will have a limited ability to protect our position in such portfolio companies. We may also co-invest with third parties through partnerships, joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-investor may have economic or business interests or goals that are inconsistent with ours or may be in a position to take (or block) action in a manner contrary to our investment objective. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements.

We can offer no assurance that portfolio company management will be able to operate their companies in accordance with our expectations.

The day-to-day operations of each portfolio company in which we invest will be the responsibility of that portfolio company's management team. Although we will be responsible for monitoring the performance of each investment and generally intend to invest in portfolio companies operated by strong management, we can offer no assurance that the existing management team, or any successor, will be able to operate any

such portfolio company in accordance with our expectations. We can offer no assurance that a portfolio company will be successful in retaining key members of its management team, the loss of whom could have a material adverse effect on us. Although we generally intend to invest in companies with strong management teams and defensible market positions, we can offer no assurance that the existing management of such companies will continue to operate a company successfully.

Our portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies and such portfolio companies may not generate sufficient cash flow to service their debt obligations to us.

We may invest a portion of our capital in second lien and subordinated loans issued by our portfolio companies. Our portfolio companies may have, or be permitted to incur, other debt that ranks equally with, or senior to, the debt securities in which we invest. Such subordinated investments are subject to greater risk of default than senior obligations as a result of adverse changes in the financial condition of the obligor or in general economic conditions. If we make a subordinated investment in a portfolio company, the portfolio company may be highly leveraged, and its relatively high debt-to-equity ratio may create increased risks that its operations might not generate sufficient cash flow to service all of its debt obligations. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the securities in which we invest. These debt instruments would usually prohibit the portfolio companies from paying interest on or repaying our investments in the event of and during the continuance of a default under such debt. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of securities ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying senior creditors, the portfolio company may not have any remaining assets to use for repaying its obligation to us where we are junior creditor. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors.

Similarly, investments in "last out" pieces of tranched first lien loans will be similar to second lien loans in that such investments will be junior in priority to the "first out" piece of the same tranched first lien loan with respect to payment of principal, interest and other amounts. We can offer no assurance that the proceeds, if any, from sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens or the "last out" pieces of the tranched first lien loans after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds were not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens or the "last out" pieces of unitranche loans, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

We may make unsecured loans to portfolio companies, meaning that such loans will not benefit from any interest in collateral of such companies. Liens on a portfolio company's collateral, if any, will secure the portfolio company's obligations under its outstanding secured debt and may secure certain future debt that is permitted to be incurred by the portfolio company under its secured loan agreements. The holders of obligations secured by such liens will generally control the liquidation of, and be entitled to receive proceeds from, any realization of such collateral to repay their obligations in full before us. In addition, the value of such collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. We can offer no assurance that the proceeds, if any, from sales of such collateral would be sufficient to satisfy our unsecured loan obligations after payment in full of all loans secured by

collateral. If such proceeds were not sufficient to repay the outstanding secured loan obligations, then our unsecured claims would rank equally with the unpaid portion of such secured creditors' claims against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing any junior priority loans, including any "last out" pieces of tranched first lien loans, we make to our portfolio companies may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into (or the absence of an intercreditor agreement) with the holders of senior debt. Under a typical intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens:

- the ability to cause the commencement of enforcement proceedings against the collateral;
- the ability to control the conduct of such proceedings;
- the approval of amendments to collateral documents;
- the releases of liens on the collateral; and
- the waivers of past defaults under collateral documents.

We may not have the ability to control or direct such actions, even if our rights as junior lenders are adversely affected.

We may suffer a loss if a portfolio company defaults on a loan and the underlying collateral is not sufficient.

In the event of a default by a portfolio company on a secured loan, we will only have recourse to the assets collateralizing the loan. If the underlying collateral value is less than the loan amount, we will suffer a loss. In addition, we may make loans that are unsecured, which are subject to the risk that other lenders may be directly secured by the assets of the portfolio company. In the event of a default, those collateralized lenders would have priority over us with respect to the proceeds of a sale of the underlying assets. In cases described above, we may lack control over the underlying asset collateralizing our loan or the underlying assets of the portfolio company prior to a default, and as a result the value of the collateral may be reduced by acts or omissions by owners or managers of the assets.

In the event of bankruptcy of a portfolio company, we may not have full recourse to its assets in order to satisfy our loan, or our loan may be subject to "equitable subordination." This means that depending on the facts and circumstances, including the extent to which we actually provided significant "managerial assistance," if any, to that portfolio company, a bankruptcy court might re-characterize our debt holding and subordinate all or a portion of our claim to that of other creditors. In addition, certain of our loans are subordinate to other debt of the portfolio company. If a portfolio company defaults on our loan or on debt senior to our loan, or in the event of a portfolio company bankruptcy, our loan will be satisfied only after the senior debt receives payment. Where debt senior to our loan exists, the presence of inter-creditor arrangements may limit our ability to amend our loan documents, assign our loans, accept prepayments, exercise our remedies (through "standstill" periods) and control decisions made in bankruptcy proceedings relating to the portfolio company. Bankruptcy and portfolio company litigation can significantly increase collection losses and the time needed for us to acquire the underlying collateral in the event of a default, during which time the collateral may decline in value, causing us to suffer losses.

If the value of collateral underlying our loan declines or interest rates increase during the term of our loan, a portfolio company may not be able to obtain the necessary funds to repay our loan at maturity through refinancing. Decreasing collateral value and/or increasing interest rates may hinder a portfolio company's ability to refinance our loan because the underlying collateral cannot satisfy the debt service coverage requirements necessary to obtain new financing. If a borrower is unable to repay our loan at maturity, we could suffer a loss which may adversely impact our financial performance.

We may be subject to risks under hedging transactions and may become subject to risks if we invest in foreign securities.

We may invest in non-U.S. companies, to the limited extent such investments are permitted under the 1940 Act. We expect that these investments would focus on the same types of investments that we make in

U.S. middle market companies. Investing in securities of non-U.S. companies involve many risks including economic, social, political, financial, tax and security conditions, potential inflationary economic environments, regulation by foreign governments, different accounting standards and political uncertainties. These factors could include changes in the economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to the non-U.S. company or investments in their securities and the possibility of fluctuations in the rate of exchange between currencies.

We may engage in hedging transactions to the limited extent such transactions are permitted under the 1940 Act and applicable commodities laws. Engaging in hedging transactions or investing in foreign securities would entail additional risks to our unitholders. We could, for example, use instruments such as interest rate swaps, caps, collars and floors and, if we were to invest in foreign securities, we could use instruments such as forward contracts or currency options and borrow under a credit facility in currencies selected to minimize our foreign currency exposure. In each such case, we generally would seek to hedge against fluctuations of the relative values of our portfolio positions from changes in market interest rates or currency exchange rates. Hedging against a decline in the values of our portfolio positions would not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of the positions declined. However, such hedging could establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions could also limit the opportunity for gain if the values of the underlying portfolio positions increased. Moreover, it might not be possible to hedge against an exchange rate or interest rate fluctuation that was so generally anticipated that we would not be able to enter into a hedging transaction at an acceptable price. Use of a hedging transaction could involve counterparty credit risk.

The success of any hedging transactions we may enter into will depend on our ability to correctly predict movements in currencies and interest rates. Therefore, while we may enter into hedging transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates could result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged could vary. Moreover, for a variety of reasons, we might not seek to (or be able to) establish a perfect correlation between the hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation could prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it might not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations. Our ability to engage in hedging transactions may also be adversely affected by rules adopted by the CFTC.

We may not realize gains from our equity investments.

When we invest in unitranche, second lien and subordinated loans, we may acquire warrants or other equity securities of portfolio companies as well. We may also invest in equity securities directly. To the extent we hold equity investments, we will seek to dispose of them and realize gains upon our disposition of them. However, the equity interests we receive may not appreciate in value and may decline in value. As a result, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

We may be subject to risks to the extent we provide managerial assistance to our portfolio companies.

To the extent we participate substantially in the conduct of the management of certain of our portfolio companies, such as designating directors to serve on the boards of directors of certain portfolio companies, such designation of representatives and other measures contemplated could expose our assets to claims by a portfolio company in which we invest, its security-holders and its creditors, including claims that we are a controlling person and thus are liable for securities laws violations of a portfolio company. These measures also could result in certain liabilities in the event of the bankruptcy or reorganization of a portfolio company, could result in claims against us if a designated director violates their fiduciary or other duties to a portfolio company or fail to exercise appropriate levels of care under applicable corporate or securities laws,

environmental laws or other legal principles, and could expose us to claims that we have interfered in management to the detriment of a portfolio company.

Risks Relating to an Investment in Our Units

Our Units are not listed, and we do not intend to list our Units, on an exchange, nor are our Units quoted through a quotation system. Therefore, our unitholders will have limited liquidity and may not receive a full return of invested capital upon selling their Units or upon liquidation of the Company.

Our Units are illiquid investments for which there is not a secondary market nor is it expected that any such secondary market will develop in the future. We do not intend to list our Units on a national securities exchange. Liquidity for an investor's Units will be limited to participation in our unit repurchase program, which may not be for a sufficient number of Units to meet such investor's request and which we have no obligation to maintain. In addition, in any repurchase offer, if the amount requested to be repurchased in any repurchase offer exceeds the repurchase offer amount, repurchases of Units would generally be made on a pro rata basis (based on the number of Units put to us for repurchases), not on a first-come, first-served basis. In addition, any Units repurchased pursuant to our unit repurchase program may be purchased at a price which may reflect a discount from the purchase price unitholders paid for the Units being repurchased. See "*Item 1. Business — Unit Repurchase Program*" for a detailed description of the unit repurchase program.

There is a risk that you may not receive distributions or that our distributions may not grow over time and a portion of our distributions may be a return of capital.

We intend to make periodic distributions to our unitholders out of assets legally available for distribution. We may fund our cash distributions to unitholders from any sources of funds available to us, including offering proceeds, borrowings, net investment income from operations, capital gains proceeds from the sale of assets, non-capital gains proceeds from the sale of assets, dividends or other distributions paid to us on account of preferred and common equity investments in portfolio companies and fee and expense reimbursement waivers from the Adviser or the Administrator, if any. We cannot assure you that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. Our ability to pay distributions might be adversely affected by the impact of one or more of the risk factors described in this Registration Statement.

Due to the asset coverage test applicable to us under the 1940 Act as a BDC, we may be limited in our ability to make distributions. To the extent we make distributions to unitholders that include a return of capital, such portion of the distribution essentially constitutes a return of the common unitholder's original investment in the Company and does not represent income or capital gains. Although such return of capital may not be taxable, such distributions may increase an investor's tax liability for capital gains upon the future sale of our Units. A return of capital distribution may cause a unitholder to recognize a capital gain from the sale of our Units even if the unitholder sells its Units for less than the original purchase price.

We have not established any limit on the amount of funds we may use from available sources, such as borrowings, if any, or proceeds from any offering of securities, to fund distributions (which may reduce the amount of capital we ultimately invest in assets).

Unitholders should understand that any distributions made from sources other than cash flow from operations or relying on fee or expense reimbursement waivers, if any, from the Adviser of the Administrator are not based on our investment performance and can only be sustained if we achieve positive investment performance in future periods and/or the Adviser or the Administrator continues to make such expense reimbursements, if any. The extent to which we pay distributions from sources other than cash flow from operations will depend on various factors, including the level of participation in our distribution reinvestment plan, how quickly we invest the proceeds from any securities offerings and the performance of our investments. Unitholders should also understand that our future repayments to the Adviser will reduce the distributions that they would otherwise receive. There can be no assurance that we will achieve such performance in order to sustain these distributions or be able to pay distributions at all. The Adviser and the Administrator have no obligation to waive fees or receipt of expense reimbursements, if any.

Investors will not know the purchase price per Unit at the time they submit their Subscription Agreements and could receive fewer Units than anticipated if our Board of Directors determines to increase the offering price to comply with the requirement that we avoid selling Units at a net offering price below the net asset value per Unit.

The Units will be offered at an initial offering price of $20.00 per Unit but may, to the extent permitted or required under the rules and regulations of the SEC, be sold at prices necessary to ensure that Units sold in this Private Offering are not sold at prices per Unit that are below our net asset value per Unit.

We intend to sell our Units at a net offering price that we believe generally reflects the net asset value per Unit as determined in accordance with the Company's unit pricing policy, but there is no guarantee that this net asset value will be equal to the net offering price of our Units at any closing. See "*Item 1. Business — Valuation Procedures — Value Determinations in Connection with this Continuous Offering.*" We will modify the offering price of such Units to the extent necessary to comply with the requirements of the 1940 Act, including the requirement that we not sell our Units at a net offering price below our net asset value per Unit unless we obtain the requisite approval from our unitholders.

As a result, your purchase price may be higher than the prior subscription closing price per Unit, and therefore you may receive a smaller number of Units than if you had subscribed at the prior subscription closing price.

If we are unable to raise substantial funds in our ongoing, continuous "best efforts" offering, we may be limited in the number and type of investments we may make, and the value of your investment in us may be reduced in the event our assets under-perform.

Our continuous offering is being made on a best-efforts basis, whereby broker-dealers participating in the offering are only required to use their best efforts to sell our Units and have no firm commitment or obligation to purchase any of our Units. Even though we established a minimum size of our offering necessary for us to hold the initial closing of the Private Offering, such amount will not, by itself, be sufficient for us to purchase a portfolio of investments that meets our investment objectives and criteria. To the extent that less than the maximum number of Units is subscribed for, the opportunity for diversification of our investments may be decreased and the returns achieved on those investments may be reduced as a result of allocating all of our expenses among a smaller capital base.

We intend, but are not required, to offer to repurchase Units on a quarterly basis. As a result, you will have limited opportunities to sell your Units.

Subject to market conditions and the approval of our Board of Directors, we intend to commence a unit repurchase program pursuant to which we intend to conduct quarterly repurchase offers. In any such repurchase program, only a limited number of Units will be eligible for repurchase. As a result, the price at which we repurchase Units may be at a discount to the price at which you purchased Units in the Private Offering. The unit repurchase program, if implemented, will include numerous restrictions that limit your ability to sell your Units, and unit repurchases may not be available each month. For example, to the extent we choose to repurchase Units in any particular quarter, we intend to limit the number of Units to be repurchased in each quarter to no more than 5% of our outstanding Units (either by number of Units or aggregate net asset value) as of such quarter end. To the extent that the number of Units put to us for repurchase exceeds the number of Units that we are able to purchase, we will repurchase Units on a *pro rata* basis, not on a first-come, first-serve basis. Further, we will have no obligation to repurchase Units if the repurchase would violate the restrictions on distributions under federal law or Delaware law. These limits may prevent us from accommodating all repurchase requests made in any month.

We will notify our unitholders of such developments: (i) in our quarterly reports or (ii) by means of a separate mailing to you, accompanied by disclosure in a current or periodic report under the Exchange Act. In addition, under the quarterly unit repurchase program, if implemented, we will have discretion to not repurchase Units, to suspend the program, and to cease repurchases. Further, the program may have many limitations and should not be relied upon as a method to sell Units promptly and at a desired price.

The timing of our repurchase offers pursuant to our unit repurchase program may be at a time that is disadvantageous to our unitholders, and, to the extent you are able to sell your Units under the program, you may not be able to recover the amount of your investment in our Units.

When we make repurchase offers pursuant to the unit repurchase program, we may offer to repurchase Units at a price that is lower than the price that you paid for our Units. As a result, to the extent you have the ability to sell your Units pursuant to our unit repurchase program, the price at which you may sell Units, which will be the current net offering price per Unit for the relevant class in effect on each date of repurchase, may be lower than the amount you paid in connection with the purchase of Units in this offering.

The price at which we may repurchase Units pursuant to our unit repurchase program will be determined in accordance with our unit pricing policy and, as a result, there may be uncertainty as to the value of our Units.

Since our Units are not publicly traded, and we do not intend to list our Units on a national securities exchange, the fair value of our Units may not be readily determinable. Inputs into the determination of fair value of our Units require significant management judgment or estimation.

The Board of Directors has delegated to the Valuation Designee the responsibility of determining the fair value of our Units, pursuant to Rule 2a-5 under the 1940 Act. As such, the Valuation Designee will be charged with determining the fair value of our Units, subject to oversight of the Board of Directors. The participation of the Adviser's investment professionals in our valuation process could result in a conflict of interest as the Adviser's base management fee is based, in part, on our average net assets and our incentive fees will be based, in part, on unrealized losses.

We may be unable to invest a significant portion of the net proceeds of this offering on acceptable terms in an acceptable timeframe.

Delays in investing the net proceeds of this offering may impair our performance. We cannot assure you that we will be able to continue to identify investments that meet our investment objective or that any investment that we make will produce a positive return. We may be unable to invest the net proceeds of our offering on acceptable terms within the time period that we anticipate or at all, which could harm our financial condition and operating results.

Before making investments, we will invest the net proceeds of the Private Offering primarily in cash, cash-equivalents, U.S. government securities, repurchase agreements, and/or other high-quality debt instruments maturing in one year or less from the time of investment. This will produce returns that are significantly lower than the returns which we expect to achieve when our portfolio is fully invested in securities and loans meeting our investment objective. As a result, any distributions that we pay while our portfolio is not fully invested may be lower than the distributions that we may be able to pay when our portfolio is fully invested in securities meeting our investment objective.

Our distributions to unitholders may be funded from expense reimbursements or any waivers of investment advisory fees that are subject to repayment pursuant to our Expense Support Agreement.

Substantial portions of our distributions may be funded through the reimbursement of certain expenses by our Adviser and its affiliates, including through the waiver of certain investment advisory fees by our Adviser, if any. Any such distributions funded through expense reimbursements or waivers of advisory fees will not be based on our investment performance and can only be sustained if we achieve positive investment performance in future periods and/or our Adviser and its affiliates continue to make such reimbursements or waivers of such fees. Our future repayments of amounts reimbursed or waived by our Adviser or its affiliates will reduce the distributions that unitholders would otherwise receive in the future. There can be no assurance that we will achieve the performance necessary to be able to pay distributions at a specific rate or at all. Our Adviser and its affiliates have no obligation to waive advisory fees or otherwise reimburse expenses in future periods.

Investing in our Units may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments

in portfolio companies involve higher levels of risk, and therefore, an investment in our Units may not be suitable for someone with lower risk tolerance. In addition, our Units are intended for long-term investors who can accept the risks of investing primarily in illiquid loans and other debt or debt-like instruments and should not be treated as a trading vehicle.

The net asset value of our Units may fluctuate significantly.

The net asset value and liquidity, if any, of the market for our Units may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include:

- changes in the value of our portfolio of investments and derivative instruments as a result of changes in market factors, such as interest rate shifts, and also portfolio specific performance, such as portfolio company defaults, among other reasons;
- changes in regulatory policies or tax guidelines, particularly with respect to RICs or BDCs;
- loss of RIC tax treatment or BDC status;
- distributions that exceed our net investment income and net income as reported according to U.S. GAAP;
- changes in earnings or variations in operating results;
- changes in accounting guidelines governing valuation of our investments;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors;
- departure of our Adviser or certain of its key personnel;
- inability of the Adviser to employ additional experienced investment professionals;
- general economic trends and other external factors;
- escalation of tensions and conflicts in Europe and elsewhere, including Ukraine, and disruptions in local, regional, national and global markets and economies affected thereby, including the potential for volatility in energy prices and its impact on the industries in which we invest;
- elevating levels of inflation, and its impact on our portfolio companies and on the industries in which we invest;
- the impact of supply chain constraints on our portfolio companies and the global economy
- loss of a major funding source;
- the impact of information technology system failures, data security breaches, data privacy compliance, network disruptions, and cybersecurity attacks; and
- the economic and other impacts of disease outbreaks, pandemics, or any other serious public health concern, such as the Coronavirus pandemic, in the United States as well as worldwide.

Our unitholders may experience dilution in their ownership percentage.

Our unitholders do not have preemptive rights to any Units we issue in the future. To the extent that we issue additional equity interests to new unitholders, holders of our Units may have their ownership in us diluted and may also experience dilution in the book value and fair value of your Units.

Under the 1940 Act, we generally are prohibited from issuing or selling our Units at a price below net asset value per Unit, which may be a disadvantage as compared with certain public companies. We may, however, sell our Units, or warrants, options, or rights to acquire our Units, at a price below the current net asset value of our Units if our Board of Directors determines that such sale is in our best interests and the best interests of our unitholders, and our unitholders, including a majority of those unitholders that are not affiliated with us, approve such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our Board of Directors, closely approximates the fair value of such securities (less any distributing commission or discount). If we raise additional funds

by issuing our Units or senior securities convertible into, or exchangeable for, our Units, then the percentage ownership of our unitholders at that time will decrease and you will experience dilution.

Our unitholders will experience dilution in their ownership percentage if they do not participate in our DRIP.

We have an “opt in” DRIP. As a result, if we declare a cash distribution, unitholders that specifically opt in to the DRIP will have their cash distributions automatically reinvested in additional Units. Our unitholders that do not participate in our DRIP will experience dilution in their ownership percentage of our Units over time. See “*Item 9. Market Price and Dividends on the Registrant’s Common Equity and Related Stockholder Matters — Distribution Policy”* and “*— Distribution Reinvestment Plan*” for a description of our distribution policy and obligations.

Our unitholders may receive our Units as distributions, which could result in adverse tax consequences to them.

In order to satisfy the annual distribution requirement (“Annual Distribution Requirement”), as described in more detail below, applicable to RICs, we will have the ability to declare a large portion of a distribution in our Units instead of in cash. Revenue Procedures issued by the IRS allow a publicly offered regulated investment company (as defined above) to distribute its own stock as a distribution for the purpose of fulfilling its distribution requirements, if certain conditions are satisfied. As long as a portion of such distribution is paid in cash (which portion may be as low as 20% of such distribution) and certain requirements are met, the entire distribution will be treated as a distribution for U.S. federal income tax purposes. As a result, a unitholder generally would be subject to tax on 100% of the fair market value of the distribution on the date the distribution is received by the unitholder in the same manner as a cash distribution, even though most of the distribution was paid in our Units. We currently do not intend to pay distributions on our Units.

Any preferred units we may issue in the future could adversely affect the value of our Units.

Any preferred units we may determine to issue in the future may have dividend or conversion rights, liquidation preferences or other economic terms favorable to the holders of such series of preferred units that could make an investment in our other units less attractive. In addition, the distributions on any preferred units we issue must be cumulative. Payment of distributions and repayment of the liquidation preference of preferred units must take preference over any distributions or other payments to our common unitholders, and preferred unitholders would not be subject to any of our expenses or losses and are not entitled to participate in any income or appreciation in excess of their stated preference (other than any convertible preferred units that converts into Units). In addition, under the 1940 Act, any such preferred units would constitute a “senior security” for purposes of the 150% asset coverage test.

Holders of any preferred units that we may issue will have the right to elect certain members of our Board of Directors and have class voting rights on certain matters.

The 1940 Act requires that holders of any preferred units that we may issue must be entitled as a class to elect two directors at all times. In addition, in accordance with the 1940 Act and the terms of any preferred units we may issue in the future, if distributions paid upon our preferred units are unpaid in an amount equal to at least two years of distributions, the holders of our preferred units will be entitled to elect a majority of our Board of Directors. Holders of our preferred units may have the right to vote, including in the election of directors, in ways that may benefit their interests but not the interests of holders of our Units.

Our unitholders may be subject to filing requirements under the Exchange Act as a result of an investment in us.

Because our Units are registered under the Exchange Act, ownership information for any person who beneficially owns 5% or more of our Units must be disclosed in a Schedule 13G or other filings with the SEC. Beneficial ownership for these purposes is determined in accordance with the rules of the SEC, and includes having voting or investment power over the securities. Although we will provide in our quarterly financial statements the amount of outstanding securities and the amount of our investors’ Units, the

responsibility for determining the filing obligation and preparing the filing remains with our investors. In addition, owners of 10% or more of our Units are subject to reporting obligations under Section 16(a) of the Exchange Act.

Our unitholders may be subject to the short-swing profits rules under the Exchange Act as a result of an investment in us.

Persons with the right to appoint a director or who hold 10% or more of our Units may be subject to Section 16(b) of the Exchange Act, which recaptures for the benefit of the issuer profits from the purchase and sale of registered securities within a six-month period.

General Risk Factors

We are operating in a period of capital markets volatility and economic uncertainty. The conditions have materially and adversely affected debt and equity capital markets in the United States, and any future volatility or instability in capital markets may have a negative impact on our business and operations.

From time to time, capital markets may experience periods of volatility and instability for a variety of reasons. We are currently operating in a period of market volatility as a result of, among other factors, elevated levels of inflation. Uncertainty remains as to the probability of, and length and depth of a global recession and the impact of actions taken by the Federal Reserve, foreign central banks and other U.S. and global governmental entities. Government spending, government policies, including recent increases in certain interest rates by the U.S. Federal Reserve, and other global central banks, the failure of certain regional banks earlier this year and the potential for disruptions in the availability of credit in the United States and elsewhere, in conjunction with other factors have led and could continue to lead to a continued inflationary economic environment that could affect the Company's portfolio companies, the Company's financial condition and the Company's results of operations. In addition to the factors described above, other factors described herein that may affect market, economic and geopolitical conditions, and thereby adversely affect the Company including, without limitation, economic slowdown in the United States and internationally, changes in interest rates and/or a lack of availability of credit in the United States and internationally, commodity price volatility and changes in law and/or regulation, and uncertainty regarding government and regulatory policy. The full impact of any such risks is uncertain and difficult to predict.

Capital markets volatility and instability have also occurred in the past and may occur in the future. For example, from 2008 to 2009, the global capital markets were unstable as evidenced by the lack of liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and various foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular. There have been more recent periods of volatility and there can be no assurance that adverse market conditions will not repeat themselves in the future. Furthermore, uncertainty between the United States and other countries with respect to trade policies, treaties and tariffs, among other factors, have caused volatility in the global markets, and we cannot assure you that these market conditions will not continue or worsen in the future. Terrorist acts, acts of war, natural disasters, or disease outbreaks, pandemics or other public health crises may cause periods of market instability and volatility and may disrupt the operations of us and our portfolio companies for extended periods of time. If similar adverse and volatile market conditions repeat in the future, we and other companies in the financial services sector may have to access, if available, alternative markets for debt and equity capital in order to grow. Equity capital may be particularly difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional Units at a price less than the net asset value per Unit without first obtaining approval for such issuance from our unitholders and our Board of Directors, including all of our directors who are not "interested persons" of the Company, as defined in the 1940 Act.

Moreover, the re-appearance of market conditions similar to those experienced from 2008 through 2009 for any substantial length of time or worsened market conditions, including as a result of U.S.

government shutdowns or the perceived creditworthiness of the United States, could make it difficult for us to borrow money or to extend the maturity of or refinance any indebtedness we may have under similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if any, may be at a higher cost and on less favorable terms and conditions than would currently be available. If we are unable to raise or refinance debt, unitholders may not benefit from the potential for increased returns on equity resulting from leverage and we may be limited in our ability to make new commitments or to fund existing commitments to our portfolio companies.

Given the periods of extreme volatility and dislocation in the capital markets from time to time, many BDCs have faced, and may in the future face, a challenging environment in which to raise or access capital. In addition, significant changes in the capital markets, including the extreme volatility and disruption over the past several years, has had, and may in the future have, a negative effect on asset valuations and on the potential for liquidity events. While most of our investments will not be publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through to maturity). As a result, volatility in the capital markets can adversely affect the valuations of our investments. Further, the illiquidity of our investments may make it difficult for us to sell such investments to access capital if required. As a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. In addition, a prolonged period of market illiquidity may cause us to reduce the volume of loans and debt securities we originate and/or fund and adversely affect the value of our portfolio investments, which could have a material and adverse effect on our business, financial condition, results of operations and cash flows. An inability to raise or access capital could have a material adverse impact on our business, financial condition or results of operations.

New or modified laws or regulations governing our or Morgan Stanley's operations may adversely affect our business.

We, and certain of our portfolio companies will be, subject to regulation by laws at the U.S. federal, state and local levels. These laws and regulations, as well as their interpretation, may change from time to time, including as the result of interpretive guidance or other directives from the relevant government agencies charged with implementing those laws and regulations, and new laws, regulations and interpretations may also come into effect.

For example, because a Morgan Stanley affiliate is acting as the Adviser, we will be subject to the certain federal banking and financial requirements, including the BHCA, regulations of the Federal Reserve, and certain provisions of Dodd-Frank. Although not currently contemplated, to the extent we are deemed to be controlled by Morgan Stanley for purposes of the BHCA, we will be generally required to comply with the investment and activity restrictions applicable to Morgan Stanley under the BHCA. Such restrictions may place certain limitations on our ability to engage in activities or make investments in companies. For instance, the BHCA permits a BHC, as well as any non-bank affiliate of such BHC, to make investment representing less than 5% of any class of voting shares of another company so long as that investment is otherwise non-controlling under the BHCA. The BHCA also permits well-capitalized, well-managed BHCs that have elected to be treated as a FHC to engage in expanded "financial in nature" activities without prior approval of the Federal Reserve. Such financial in nature activities include bona fide merchant banking activities, so long as (i) the FHC holds its merchant banking investments only for a period of time sufficient to enable the sale or disposition thereof on a reasonable basis (generally no more than 10 years) and (ii) the FHC does not routinely manage or operate the companies in which it invests except as necessary or required to obtain a reasonable return on its investment. The BHCA does not, however, require Morgan Stanley to financially support us.

Similarly, the Volcker Rule generally restricts any banking entity (which includes Morgan Stanley and most affiliates of Morgan Stanley) from engaging in "proprietary trading" as well as from acquiring or retaining any "ownership interest" in a "covered fund", in each case unless the investment or activity is conducted in accordance with an exclusion or exemption. The Volcker Rule also generally prohibits certain transactions between a banking entity and any of its affiliates, on the one hand, and a covered fund for which the banking entity or any of its affiliates serves, directly or indirectly, as the investment manager, investment adviser, or that the banking entity or any of its affiliates sponsors in connection with organizing and

offering that fund (or with any other covered fund that is controlled by such fund, on the other hand. As a BDC, we will not be considered to be a covered fund. As a result, Morgan Stanley and its subsidiaries' investments in the Company will not be subject to the Volcker Rule restrictions on investments in covered funds, but we will be considered a banking entity subject to restrictions on proprietary trading to the extent we are "controlled" by Morgan Stanley or its affiliates. Although not currently contemplated, generally, we will be deemed to be controlled for these purposes in the event that entities affiliated with Morgan Stanley own 5% or more of our outstanding voting securities. It is not certain how all aspects of the Volcker Rule will be interpreted and applied, or what the impact of the Volcker Rule will have on us. In addition, the restrictions and limitation on Morgan Stanley and us may change in the future as the Federal Reserve and other agencies consider whether and how to revise and apply the Volcker Rule. We believe that we will be able to perform our activities and services without violation of applicable U.S. banking laws and regulations. However, it is possible that future changes or clarifications in the BHCA and Volcker Rule, as well as judicial or administrative decisions or interpretations of present of future laws or regulations, could restrict (or possibly prevent) our ability to conduct our operations as currently contemplated. In such event, we, the Adviser and/or Morgan Stanley may agree to make certain amendments or changes to the extent necessary to permit the Adviser to continue to provide services to us, while enabling us to continue to achieve our purposes and objectives.

These regulations and any future legislative and regulatory proposals, as well as future interpretations of existing rules, that are directed at the financial services industry, including those that may be proposed or pending in the U.S. Congress, may negatively impact the operations, cash flows or financial condition of us or our portfolio companies, impose additional costs on us or our portfolio companies, intensify the regulatory supervision of us or our portfolio companies or otherwise adversely affect our business or the business of our portfolio companies. Laws that apply to us, either now or in the future, are often highly complex and may include licensing requirements. The licensing process can be lengthy and can be expected to subject us to increased regulatory oversight. Failure, even if unintentional, to comply fully with applicable laws may result in sanctions, fines or limitations on the ability of the Company or the Adviser to do business in the relevant jurisdiction or to procure required licenses in other jurisdictions, all of which could have a material adverse effect on us. In addition, if we do not comply with applicable laws and regulations, we could lose any licenses that we then hold for the conduct of our business and may be subject to civil fines and criminal penalties.

Additionally, changes to the laws and regulations governing our operations, including those associated with RICs and BDCs, may cause us to alter our investment strategy in order to avail ourselves of new or different opportunities, or to comply with additional restrictions on our investments or capital structure, or result in the imposition of corporate-level taxes on us. Such changes could result in material differences to our strategies and plans and may shift our investment focus from the areas of expertise of the Adviser to other types of investments in which the Adviser may have little or no expertise or experience. Any such changes, if they occur, could have a material adverse effect on our results of operations and the value of your investment. The Adviser currently acts pursuant to an exemption from registration as a commodity trading advisor with the CFTC. These requirements restrict the types of commodity investment strategies that the Adviser can pursue while remaining exempt, and if the Adviser were to seek other investment strategies that required it to register with the CFTC, that registration would increase their, and therefore our, costs. In addition, new legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our unitholders of such qualification, or could have other adverse consequences. Unitholders are urged to consult with their tax advisor regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.

In addition, certain regulations applicable to debt securitizations implementing credit risk retention requirements in effect in both the United States and in Europe may adversely affect or prevent us from entering into any future securitization transaction. These risk retention rules may cause an increase in our cost of funds under or may prevent us from completing any future securitization transactions. The U.S. risk retention rules require the sponsor (directly or through a majority-owned affiliate) of a debt securitization subject to such rules, such as collateralized loan obligations, in the absence of an exemption, to retain an economic interest in the credit risk of the assets being securitized. If, and to the extent that, we engage in

securitization transactions that require the retention of an economic interest, these rules would increase our financing costs in comparison to other types of financings and this increase in financing costs would ultimately be borne by our unitholders.

Over the last several years, there also has been an increase in regulatory attention to the extension of credit outside of the traditional banking sector, raising the possibility that some portion of the non-bank financial sector will be subject to new regulation. While it cannot be known at this time whether any regulation will be implemented or what form it will take, increased regulation of non-bank credit extension could negatively impact our operations, cash flows or financial condition, impose additional costs on us, intensify the regulatory supervision of us or otherwise adversely affect our business, financial condition and results of operations.

To the extent that certain tax law changes announced but not yet enacted, including, among others, a minimum tax on book income and profits of certain multinational corporations, are subsequently enacted, such legislative changes, any other significant changes in economic or tax policy and/or government programs, as well as any future such changes could have a material adverse impact on us and on our investments. Ongoing implementation of, or changes in, including changes in interpretation or enforcement of, laws and regulations could impose greater costs on us and on financial services companies and impact the value of assets we hold and our business, financial condition and results of operations. In addition, uncertainty regarding legislation and regulations affecting the financial services industry or taxation could also adversely impact our business or the business of our portfolio companies. If we do not comply with applicable laws and regulations, we could lose any licenses that we then hold for the conduct of our business and may be subject to civil fines and criminal penalties.

We are highly dependent on information systems, and systems failures could significantly disrupt our business, which may, in turn, negatively affect the value of our Units and our ability to pay distributions.

The operations of the Company, the Adviser, the Administrator and any third-party service provider to any of the foregoing are susceptible to risks from cybersecurity attacks and incidents due to reliance on the secure processing, storage and transmission of confidential and other information in the relevant computer systems and networks. In particular, cyber security incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. These attacks could involve gaining unauthorized access to information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption and result in disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to our business relationships, any of which could have a material adverse effect on our business, financial condition and results of operations. We, the Adviser and the Administrator must each continuously monitor and innovate our cybersecurity to protect our technology and data from corruption or unauthorized access. In addition, due to the use of third-party vendors, agents, exchanges, clearing houses and other financial institutions and service providers, we, the Adviser and the Administrator could be adversely impacted if any of us are subject to a successful cyber-attack or other breach of our information.

Furthermore, in recent years cybersecurity risks for financial institutions have significantly increased in part because of the proliferation of new technologies, the use of the internet, mobile telecommunications and cloud technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists and other external extremist parties, including foreign state actors in some circumstances as a means to promote political ends. Global events and geopolitical instability may lead to increased nation state targeting of financial institutions in the U.S. and abroad. Any of these parties may also attempt to fraudulently induce employees, customers, clients, vendors, or other third parties or users of the Company, the Adviser, the Administrator and their affiliates' systems to disclose sensitive information in order to gain access to such parties' data or that of their employees or clients. Cybersecurity risks may also derive from human error, fraud or malice on the part of the Adviser or the Administrator and their affiliates' employees or third parties, or may result from accidental technological failure.

Like other financial services firms, Morgan Stanley continues to be the subject of unauthorized access attacks, mishandling or misuse of information, computer viruses or malware, cyber attacks designed to obtain confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage,

denial of service attacks, data breaches, social engineering attacks and other events, and there can be no assurance that such unauthorized access, mishandling or misuse of information, or cyber incidents will not occur in the future, and they could occur more frequently and on a more significant scale. Given Morgan Stanley's global footprint and the high volume of transactions it processes, the large number of clients, partners, vendors and counterparties with which it does business, and the increasing sophistication of cyber attacks, a cyber attack, information or security breaches could occur and persist for an extended period of time without detection.

Although we, the Adviser, the Administrator and Morgan Stanley have developed protocols, processes, internal controls and other protective measures to help mitigate cybersecurity risks and cyber intrusions, these measures, as well as our increased awareness of the nature and extent of the risk of a cyber incident, may be ineffective and do not guarantee that a cyber incident will not occur or that our financial results, operations or confidential information will not be negatively impacted by such an incident. If any of the foregoing events occur, the confidential and other information of the Company, the Adviser, and the Administrator could be compromised. Such events could also cause interruptions or malfunctions in the operations of the Company, the Adviser or the Administrator, and in particular the Adviser's investment activities on our behalf and the provision of administrative services to us by the Administrator. In addition, the Company, the Adviser, the Administrator or our portfolio companies could be required to make a significant investment to remedy the effects of any cybersecurity incident, harm to their reputations, legal claims that they and their respective affiliates may be subjected to, regulatory action or enforcement arising out of applicable privacy and other laws, adverse publicity, and other events that may affect their business and financial performance. The increased use of mobile and cloud technologies can heighten these and other operational risks.

We, the Adviser and the Administrator currently or in the future are expected to routinely transmit and receive personal, confidential and proprietary information by email and other electronic means.

We, the Adviser and the Administrator have discussed and worked with clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and protect against cyber-attacks. However, we, the Adviser and the Administrator may not be able to ensure secure capabilities with all of our clients, vendors, service providers, counterparties and other third parties to protect the confidentiality of the information.

In addition, the systems and technology resources used by us, our Adviser, our Administrator and our and their respective affiliates could be strained by extended periods of remote working by our Adviser, our Administrator and their affiliate's employees and such extended remote working could introduce operational risks, including heightened cybersecurity risk. Remote working environments may be less secure and more susceptible to hacking attacks, including phishing and social engineering attempts.

Terrorist attacks, acts of war, natural disasters, outbreaks or pandemics, such as the Coronavirus pandemic, may impact our portfolio companies and our Adviser and harm our business, operating results and financial condition.

Terrorist acts, acts of war, natural disasters, disease outbreaks, pandemics or other similar events may disrupt our operations, as well as the operations of our portfolio companies and our Adviser. Such acts have created, and continue to create, economic and political uncertainties and have contributed to recent global economic instability. For example, many countries have experienced outbreaks of infectious illnesses in recent decades, including polio, swine flu, avian influenza, SARS, coronaviruses and the monkeypox virus.

The Israel-Hamas war and the conflict between Russia and Ukraine, and resulting market volatility, could also adversely affect the Company's business, operating results, and financial condition. The extent and duration or escalation of such conflicts, resulting sanctions and resulting future market disruptions are impossible to predict, but could be significant. Any disruptions resulting from such conflicts and any future conflict (including cyberattacks, espionage or the use or threatened use of nuclear weapons) or resulting from actual or threatened responses to such actions could cause disruptions to any of our portfolio companies located in Europe or the Middle East or that have substantial business relationships with companies in affected regions. It is not possible to predict the duration or extent of longer-term consequences of these conflicts, which could include further sanctions, retaliatory and escalating measures, embargoes,

regional instability, geopolitical shifts and adverse effects on or involving macroeconomic conditions, the energy sector, supply chains, inflation, security conditions, currency exchange rates and financial markets around the globe. Any such market disruptions could affect our portfolio companies' operations and, as a result, could have a material adverse effect on our business, financial condition and results of operations.

Market volatility has had a material adverse impact on local economies in the affected jurisdictions and also on the global economy, as cross border commercial activity and market sentiment continue to be impacted by such events. In addition to these and any future developments potentially having adverse consequences for certain portfolio companies and other issuers in or through which we may invest and the value of our investments therein, the operations of the Adviser (including those relating to us) have been, and could continue to be, adversely impacted. Any of the foregoing events could materially and adversely affect our ability to source, manage and divest our investments and our ability to fulfill our investment objectives. Similar consequences could arise with respect to other comparable infectious diseases.

The extent to which the Coronavirus and/or other disease outbreaks or health pandemics may negatively affect our and our portfolio companies' operating results, or the duration of any potential business or supply-chain disruption, is uncertain. These potential impacts, while uncertain, could adversely affect our operating results and the operating results of the portfolio companies in which we invest. There is a risk that any future disease outbreaks or health pandemics (including a recurrence of the Coronavirus) would impact our ability to achieve our investment objectives. Further, if a future pandemic occurs during a period when our investments are maturing, we may not be able to realize our investments within the Company's term, or at all. In addition, future terrorist activities, military or security operations, natural disasters, disease outbreaks, pandemics or other similar events could weaken the domestic/global economies and create additional uncertainties, which may negatively impact our portfolio companies and, in turn, could have a material adverse impact on our business, operating results and financial condition.

We may be the target of litigation.

We may be the target of securities litigation in the future, particularly if the value of our Units fluctuates significantly. We could also generally be subject to litigation, including derivative actions by our unitholders. Any litigation could result in substantial costs and divert management's attention and resources from our business and cause a material adverse effect on our business, financial condition and results of operations.

We may experience fluctuations in our quarterly operating results.

We could experience fluctuations in our quarterly operating results due to a number of factors, including the interest rate payable on the debt securities we acquire, the default rate on such securities, the number and size of investments we originate or acquire, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. In light of these factors, results for any period should not be relied upon as being indicative of our performance in future periods.

We are an "emerging growth company," and we do not know if such status will make our Units less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, until the earliest of:

- the last day of the fiscal year ending after the fifth anniversary of any initial public offering of our Units;
- the year in which our total annual gross revenues first exceed $1.235 billion;
- the date on which we have, during the prior three-year period, issued more than $1.0 billion in non-convertible debt; and
- the last day of a fiscal year in which we (1) have an aggregate worldwide market value of our Units held by non-affiliates of $700 million or more, computed at the end of the last business day of the second fiscal quarter, in such fiscal year and (2) have been a reporting company under the Exchange Act for at least one year (and filed at least one annual report under the Exchange Act).

As an "emerging growth company", we may take advantage of certain of the reduced regulatory and disclosure requirements permitted by the JOBS Act and, as a result, some investors may consider our Units less attractive. For example, while we are an emerging growth company and/or a non- accelerated filer within the meaning of the Exchange Act, we are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting. This may increase the risk that material weaknesses or other deficiencies in our internal control over financial reporting go undetected.

Efforts to comply with the Sarbanes-Oxley Act will involve significant expenditures, and non-compliance with the Sarbanes-Oxley Act would adversely affect us and the value of our Units.

Upon effectiveness of this Registration Statement, we will be required to comply with certain requirements of the Sarbanes-Oxley Act and the related rules and regulations promulgated by the SEC but will not have to comply with certain requirements until we have been registered under the Exchange Act for a specified period of time or cease to be an "emerging growth company." Upon registering our Units under the Exchange Act, we will be subject to the Sarbanes-Oxley Act and the related rules and regulations promulgated by the SEC, and our management will be required to report on our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. We will be required to review on an annual basis our internal control over financial reporting, and on a quarterly and annual basis to evaluate and disclose changes in our internal control over financial reporting. As a result, we expect to incur significant additional expenses that may negatively impact our financial performance and our ability to make distributions. This process will also result in a diversion of management's time and attention. We do not know when our evaluation, testing and remediation actions will be completed or its impact on our operations. In addition, we may be unable to ensure that the process is effective or that our internal control over financial reporting is or will be effective. In the event that we are unable to come into and maintain compliance with the Sarbanes-Oxley Act and related rules, we and the value of our securities would be adversely affected.

We do not currently have comprehensive documentation of our internal controls and have not yet tested our internal controls in accordance with Section 404 of the Sarbanes-Oxley Act, and failure to achieve and maintain effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and the value of our Units.

We have not previously been required to maintain proper and effective internal control over financial reporting, including the internal control evaluation and certification requirements of Section 404 of the Sarbanes-Oxley Act. We will not be required to comply with all of the requirements under Section 404 of the Sarbanes-Oxley Act until we have been subject to the reporting requirements of the Exchange Act for a specified period of time or the date we are no longer an emerging growth company under the JOBS Act. Our internal controls over financial reporting do not currently meet all of the standards contemplated by Section 404 of the Sarbanes-Oxley Act that we will eventually be required to meet.

Our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting until the later of the year following our first annual report required to be filed with the SEC or the date we are no longer an emerging growth company under the JOBS Act. Because we do not currently have comprehensive documentation of our internal control and have not yet tested our internal control in accordance with Section 404 of the Sarbanes-Oxley Act, we cannot conclude, as required by Section 404, that we do not have a material weakness in our internal control or a combination of significant deficiencies that could result in the conclusion that we have a material weakness in our internal control. As a public entity, we will be required to complete our initial assessment in a timely manner. If we are not able to implement the applicable requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner or with adequate compliance, our operations, financial reporting or financial results could be adversely affected. Matters impacting our internal controls may cause us to be unable to report our financial information on a timely basis and thereby subject us to adverse regulatory consequences, including sanctions by the SEC, and result in a breach of the covenants under the agreements governing any of our financing arrangements. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our

financial statements could also suffer if we or our independent registered public accounting firm were to report a material weakness in our internal controls over financial reporting. This could materially adversely affect us.

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed and we could fail to meet our financial reporting obligations.

We incur significant costs as a result of being registered under the Exchange Act.

We incur legal, accounting and other expenses, including costs associated with the periodic reporting requirements applicable to a company whose securities are registered under the Exchange Act, as well as additional corporate governance requirements, including requirements under the Sarbanes-Oxley Act and other rules implemented by the SEC.

Economic recessions or downturns could impair our portfolio companies and defaults by our portfolio companies will harm our operating results.

Many of our portfolio companies are susceptible to economic slowdowns or recessions and may be unable to repay our loans during these periods. Therefore, our non-performing assets are likely to increase and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may decrease the value of collateral securing some of our loans and the value of our equity investments. Economic slowdowns or recessions could lead to financial losses in our portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing our investments and harm our operating results.

A portfolio company's failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its debt financing and foreclosure on its secured assets, which could trigger cross-defaults under other agreements and jeopardize our portfolio company's ability to meet its obligations under the debt or equity securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, with a defaulting portfolio company. In addition, lenders in certain cases can be subject to lender liability claims for actions taken by them when they become too involved in the borrower's business or exercise control over a borrower. It is possible that we could become subject to a lender's liability claim, including as a result of actions taken if we render managerial assistance to the borrower.

Inflation and supply chain risk could adversely impact our portfolio companies and our results of our operations.

Economic activity has accelerated across sectors and regions in recent periods. Nevertheless, due to global supply chain issues, a rise in energy prices, strong consumer demand and other factors, inflation has accelerated in the U.S. and globally. Higher inflation is likely to continue in the near to medium-term, particularly in the U.S., with the possibility that monetary policy could continue to tighten in response. Persistent inflationary pressures could affect our portfolio companies' profit margins.

We and our portfolio companies may maintain cash balances at financial institutions that exceed federally insured limits with the Federal Deposit Insurance Corporation, or FDIC, and may otherwise be materially affected by adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties.

Cash held by us and by our portfolio companies in non-interest-bearing and interest-bearing operating accounts may exceed the FDIC insurance limits. If such banking institutions were to fail, we or our portfolio companies could lose all or a portion of those amounts held in excess of such FDIC insurance limitations.

In addition, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems, which could adversely affect our and our portfolio companies' business, financial condition, results of operations, or prospects.

Although we assess our and our portfolio companies' banking relationships as we believe necessary or appropriate, our and our portfolio companies' access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our respective current and projected future business operations could be significantly impaired by factors that affect us or our portfolio companies, the financial institutions with which we or our portfolio companies have arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we or our portfolio companies have financial or business relationships, but could also include factors involving financial markets or the financial services industry generally.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us or our portfolio companies to acquire financing on acceptable terms or at all.

ITEM 2. FINANCIAL INFORMATION

Selected Financial and Other Information

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are a Delaware limited liability company formed on February 7, 2023 with the name "LTMS Fund LLC." We changed our name to "LGAM Private Credit LLC" on March 20, 2023. We are structured to be a non-diversified, externally managed specialty finance company focused on lending to middle market companies. We have elected to be regulated as a BDC under the 1940 Act. In addition, for U.S. federal income tax purposes, we intend to elect to be treated, and intend to comply with the requirements to qualify annually, as a RIC under Subchapter M of the Code. We are not a subsidiary of or consolidated with Morgan Stanley.

We are a private, perpetual-life BDC, which is a BDC whose Units are not listed for trading on a stock exchange or other securities market. We use the term "perpetual-life BDC" to describe an investment vehicle of indefinite duration whose units are intended to be sold by us monthly on a continuous basis at a price generally equal to our monthly net asset value per unit.

Our investment objective is to achieve attractive risk-adjusted returns via current income and, to a lesser extent, capital appreciation by investing primarily in directly originated senior secured term loans issued by U.S. middle market companies backed by private equity sponsors. For purposes of this Registration Statement, "middle market" companies refers to companies that, in general, generate annual EBITDA in the range of approximately $15 million to $200 million, although not all of our portfolio companies will meet this criteria.

We intend to achieve our investment objective by investing primarily in directly originated senior secured term loans including first lien senior secured term loans (including unitranche loans), second lien senior secured term loans, with the balance of our investments expected to be in higher-yielding assets such as mezzanine debt, unsecured debt, equity investments and other opportunistic asset purchases. Typical middle market senior loans may be issued by middle market companies in the context of LBOs, acquisitions, debt refinancings, recapitalizations, and other similar transactions. We generally expect our debt investments to have a stated term of five to eight years and typically to bear interest at a floating rate usually determined on the basis of a benchmark (such as SOFR). We may make investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including broadly syndicated loans, which may provide more liquidity than our private credit investments, for cash management purposes, including to manage payment obligations under our unit repurchase program. Depending on various factors, including our cash flows and the market for middle market company debt investments, we expect that our liquid loan portfolio could represent a material portion of our investments from time to time.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we will not be limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We expect to conduct a continuous Private Offering of our Units in reliance on exemptions from the registration requirements of the Securities Act. See "*Item 1. Business — Private Offering of Units*."

Investments

Our level of investment activity can and is expected to vary substantially from period to period depending on many factors, including the amount of debt available to middle market companies, the general economic environment and the competitive environment for the type of investments we make.

Revenues

We plan to generate revenue primarily in the form of interest and fee income on debt investments we hold and capital gains, if any, on investments. We generally expect our debt investments to have a stated

term of five to eight years and typically to bear interest at a floating rate usually determined on the basis of a benchmark such as SOFR. Interest on these debt investments will generally be payable quarterly. In some instances, we expect to receive payments on our debt investments based on scheduled amortization of the outstanding balances. In addition, we may receive repayments of some of our debt investments prior to their scheduled maturity date. The frequency or volume of these repayments is expected to fluctuate significantly from period to period. Our portfolio activity is also expected to reflect the proceeds of sales of securities. We may also generate revenue in the form of commitment, origination, amendment, structuring or due diligence fees, fees for providing managerial assistance and consulting fees.

Expenses

We expect some of our primary annual operating expenses to be the payment of adviser fees and the reimbursement of expenses under our Investment Advisory Agreement and our Administration Agreement, respectively. We bear other expenses, which are expected to include our initial organizational costs and operating costs incurred prior to the filing of our election to be regulated as a BDC; the costs associated with any offerings of our securities; calculating individual asset values and our net asset value (including the cost and expenses of any third-party valuation services); out-of-pocket expenses, including travel expenses incurred by the Adviser, or members of its investment team, or payable to third parties, in evaluating, developing, negotiating, structuring and performing due diligence on prospective portfolio companies, including any investments that are not ultimately made (including, without limitation, any reverse termination fees and any liquidated damages, commitment fees that become payable in connection with any proposed investment that is not ultimately made, forfeited deposits or similar payments) and monitoring actual portfolio companies and, if necessary, enforcing our rights; the base management fee and any incentive fees payable under the Investment Advisory Agreement; certain costs and expenses relating to distributions paid by us; administration fees payable under the Administration Agreement and any sub-administration agreements, including related expenses; arrangement, debt service and other costs of borrowings, senior securities or other financing arrangements; the allocated costs incurred by the Adviser or Administrator in providing managerial assistance to those portfolio companies that request it; amounts payable to third parties relating to, or associated with, sourcing, evaluating, making, holding, settling, clearing, monitoring, holding or disposing of prospective or actual investments; the costs associated with subscriptions to data service, research-related subscriptions and expenses and quotation equipment and services used in making or holding investments and dues and expenses incurred in connection with membership in industry or trade organizations; distribution payment agent, transfer agent and custodial fees and expenses; costs of derivatives and hedging; federal, state and local registration fees; any fees payable to rating agencies; U.S. federal, state and local taxes; costs incurred in connection with the formation or maintenance of entities or vehicles to hold our assets for tax or other purposes; independent director fees and expenses; costs of preparing financial statements and maintaining books and records, costs of preparing tax returns, costs of compliance with the 1940 Act, the Sarbanes-Oxley Act and applicable federal and state securities laws, and attestation and costs of filing reports or other documents with the SEC (or other regulatory bodies) and other reporting and compliance costs, including the compensation of professionals responsible for the preparation or review of the foregoing; the costs of any reports, proxy statements or other notices to our unitholders (including printing and mailing costs), the costs of any unitholders' meetings and the cost and expenses of preparation of the foregoing and related matters; the costs of specialty and custom software expense for monitoring risk, compliance and overall investments; our fidelity bond; any necessary insurance premiums; extraordinary expenses (such as litigation or indemnification payments or amounts payable pursuant to any agreement to provide indemnification entered into by the Company); direct fees and expenses associated with independent audits, agency, consulting and legal costs; costs of winding up; and all other expenses incurred by either the Administrator or us in connection with administering our business and reimbursing third-party expenses incurred by the Administrator under the Administration Agreement in carrying out its administrative services including, but not limited to, the fees and expenses associated with performing compliance functions. We expect our general and administrative expenses to be relatively stable or decline as a percentage of total assets during periods of asset growth and to increase during periods of asset declines.

For the period from February 7, 2023 (inception) through October 31, 2023, we have incurred organization and offering costs of approximately $0.275 million. Of this amount, approximately $0.241 million of organization costs was included in the Consolidated Statement of Operations, and the remaining balance was capitalized.

Expense Support Agreement

We have entered into the Expense Support Agreement with the Adviser. The Adviser may elect to make certain Expense Payments on our behalf, provided that no portion of the payment will be used to pay any of our interest expenses. The Expense Support Agreement may require the Company to repay the Adviser for previously waived reimbursement of expense payments under certain circumstances. The previously waived expenses are potentially subject to repayment by the Company, if at all, within a period not to exceed three years from the date of the relevant waiver.

Following any calendar month in which Available Operating Funds (as defined below) exceed the cumulative distributions accrued to our unitholders based on distributions declared with respect to record dates occurring in such calendar month (the amount of such excess being hereinafter referred to as "Excess Operating Funds"), we shall pay such Excess Operating Funds, or a portion thereof, to the Adviser until such time as all Expense Payments made by the Adviser to the Company within three years prior to the last business day of such calendar month have been reimbursed. Any payments required to be made by us shall be referred to herein as a "Reimbursement Payment." "Available Operating Funds" means the sum of (i) our cumulative net "investment company taxable income", as defined by the Code, which generally includes net ordinary income and net short-term taxable gains reduced by net long-term capital losses ("ICTI"), (ii) our cumulative net capital gains (including the excess of net long-term capital gains over net short-term capital losses) and (iii) distributions and other distributions paid to us on account of investments in portfolio companies (to the extent such amounts listed in clause (iii) are not included under clauses (i) and (ii) above). No Reimbursement Payment for any calendar month will be made if our Operating Expense Ratio (as defined below) at the time of such Reimbursement Payment is greater than the Operating Expense Ratio at the time the Expense Payment was made to which such Reimbursement Payment relates. The "Operating Expense Ratio" is calculated by dividing all of the Company's operating costs and expenses incurred, as determined in accordance with generally accepted accounting principles for investment companies, less organizational and offering expenses, base management and incentive fees owed to the Adviser, and interest expense, by the Company's average net assets. Any reimbursement to the Adviser pursuant to the terms of the Expense Support Agreement would be an expense of the Company and would ultimately be borne by our unitholders.

Hedging

We may hedge against interest rate and currency exchange rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act and to applicable CFTC regulations. While hedging activities may insulate us against adverse changes in interest rates or currency exchange rates, they may also limit our ability to participate in benefits of such changes with respect to our portfolio of investments. The Adviser has claimed no-action relief from CFTC registration and regulation as a commodity pool operator pursuant to a staff no-action letter (the "CFTC No-Action Letter") with respect to our operations, with the result that we will be limited in our ability to use futures contracts or options on futures contracts or engage in swap transactions. Specifically, the CFTC No-Action Letter imposes strict limitations on using such derivatives other than for hedging purposes, whereby the use of derivatives not used solely for hedging purposes is generally limited to situations where (i) the aggregate initial margin and premiums required to establish such positions do not exceed five percent of the liquidation value of our portfolio, after taking into account unrealized profits and unrealized losses on any such contracts we have entered into; or (ii) the aggregate net notional value of such derivatives does not exceed 100% of the liquidation value of our portfolio. Moreover, we anticipate entering into transactions involving such derivatives to a very limited extent solely for hedging purposes or otherwise within the limitations of the CFTC No-Action Letter.

Financial Condition, Liquidity and Capital Resources

We intend to generate cash primarily from the net proceeds of any offering of our Units and from cash flows from interest and fees earned from our investments and principal repayments and proceeds from sales of our investments. We may also fund a portion of our investments through borrowings from banks and issuances of senior securities, including before we have fully invested the proceeds of the Private Offering.

Our primary use of cash will be investments in portfolio companies, payments of our expenses and payment of cash distributions to our common unitholders.

Credit Facilities

We intend to utilize leverage to finance our investments. The amount of leverage that we employ will be subject to the restrictions of the 1940 Act and the supervision of our Board of Directors. At the time of any proposed borrowing, the amount of leverage we employ will also depend on our Adviser's assessment of market and other factors.

We intend to establish one or more Credit Facilities or enter into other financing arrangements to facilitate investments and the timely payment of our expenses. It is anticipated that any such Credit Facilities will bear interest at floating rates at to-be-determined spreads over SOFR or other benchmark rates. We cannot assure unitholders that we will be able to enter into a Credit Facility on favorable terms or at all. In connection with a Credit Facility or other borrowings, lenders may require us to pledge our assets and may ask us to comply with positive or negative covenants that could have an effect on our operations. See also "*Item 1A. Risk Factors — Risk Factors — Risks Relating to Our Business and Structure — We intend to finance our investments with borrowed money, which will magnify the potential for gain or loss.*"

Contractual Obligations, Off-Balance Sheet Arrangements and Other Liquidity Considerations

We have entered into certain contracts under which we have material future commitments. We have entered into the Investment Advisory Agreement with our Adviser. Our Adviser will serve as our investment adviser in accordance with the terms of our Investment Advisory Agreement. Payments under our Investment Advisory Agreement in each reporting period consists of the base management fee equal to a percentage of our net asset value as well as an incentive fee based on our performance.

We have entered into an Administration Agreement with the Administrator pursuant to which the Administrator will furnish us with administrative services necessary to conduct our day-to-day operations. The Administrator will be reimbursed for administrative expenses it incurs on our behalf in performing its obligations. Such costs will be reasonably allocated to us on the basis of assets, revenues, time records or other reasonable methods. We will not reimburse our Administrator for any services for which it receives a separate fee.

If any of our contractual obligations discussed above are terminated, our costs may increase under any new agreements that we enter into as replacements. We would also likely incur expenses in locating alternative parties to provide the services we expect to receive under our Investment Advisory Agreement and Administration Agreement.

We may become a party to financial instruments with off-balance sheet risk in the normal course of our business to meet the financial needs of our portfolio companies. These instruments may include commitments to extend credit and involve, to varying degrees, elements of liquidity and credit risk in excess of the amount recognized in the balance sheet. As of the date of our most recent financial statements, we had not commenced operations and were not party to any off-balance sheet arrangements.

Warehouse Transaction

We have entered into a facility agreement with an unaffiliated third party to acquire our initial portfolio investments by purchasing certain investments owned and held by such third party concurrently with the initial closing of the Private Offering. Our obligation to purchase such investments is conditional upon satisfying certain conditions, namely (1) the earlier of (a) September 1, 2023, so long as the Company has received aggregate subscriptions of $75 million or greater, or (b) the receipt of aggregate subscriptions of $500 million or greater, and (2) the Board of Directors' approval of the Company's acceptance of such capital subscriptions. We made customary representations and warranties in the facility agreement. Our initial portfolio of investments will consist primarily of directly originated senior secured term loans issued by U.S. middle market companies backed by financial sponsors. There are no material differences between the underwriting standards used in the acquisition of the investments we will acquire pursuant to the facility agreement and the underwriting standards to be employed by the Adviser on our behalf going forward. See

"*Item 1. Business — Investment Process*" above for additional information about our underwriting standards. As of the date of the attached consolidated financial statements, none of the conditions had been met.

Critical Accounting Policies

This discussion of our expected operating plans is based upon our expected financial statements, which will be prepared in accordance with U.S. GAAP. The preparation of these financial statements will require our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Changes in the economic environment, financial markets and any other parameters used in determining such estimates could cause actual results to differ.

Valuation of Investments

We will measure the value of our investments in accordance with fair value accounting guidance promulgated under U.S. GAAP, which establishes a hierarchical disclosure framework which ranks the observability of inputs used in measuring financial instruments at fair value. See "*Item 1. Business — Valuation Procedures*" for a description of the hierarchy for fair value measurements and a description of our valuation procedures.

Net Realized Gains or Losses and Net Change in Unrealized Appreciation or Depreciation

Investment transactions will be recorded on the trade date. We will measure net realized gains or losses by the difference between the net proceeds from the repayment or sale and the amortized cost basis of the investment, without regard to unrealized appreciation or depreciation previously recognized, but considering unamortized upfront fees and prepayment penalties. Net change in unrealized appreciation or depreciation will reflect the change in portfolio investment values during the reporting period, including any reversal of previously recorded unrealized appreciation or depreciation, when gains or losses are realized.

Revenue Recognition

We will record interest income on an accrual basis to the extent that we expect to collect such amounts. We do not accrue as a receivable interest on loans and debt securities for accounting purposes if we have reason to doubt our ability to collect such interest. OIDs, market discounts or premiums are accreted or amortized over the life of the respective security using the effective interest method as interest income. We will record prepayment premiums on loans and debt securities as interest income.

Other Income

Other income may include income such as consent, waiver, amendment, unused, syndication and prepayment fees associated with our investment activities as well as any fees for managerial assistance services rendered by us to the portfolio companies. Such fees are recognized as income when earned or the services are rendered. We may receive fees for guaranteeing the outstanding debt of a portfolio company. Such fees are amortized into other income over the life of the guarantee.

Organizational and Offering Expenses

We have agreed to reimburse our Adviser for the third-party costs it incurs on our behalf in connection with our formation and the initial closing of the Private Offering, including legal, audit, tax, and other professional fees incurred related to the management of our Company, which expenses are ultimately borne by our unitholders. In general, we may not deduct offering expenses for tax purposes. We may elect to amortize organizational expenses over at least a 180-month period for tax purposes.

U.S. Federal Income Taxes

We intend to elect to be taxed as a RIC under Subchapter M of the Code. As a RIC, we generally will not have to pay corporate-level federal income taxes on any net ordinary income or net capital gains that we distribute to our unitholders from our tax earnings and profits. To obtain and maintain our RIC tax treatment, we must meet certain source-of-income and asset diversification requirements as well as distribute

at least 90% of our ICTI in respect of each taxable year to the holders of our Units. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*."

Distributions to Unitholders

To the extent that we have taxable income available, we intend to make distributions to our holders of our Units on a monthly basis and such distributions are recorded on the record date. The amount to be distributed is determined by the Board of Directors each month and is generally based upon the taxable earnings estimated by management and available cash. Net realized capital gains, if any, are generally distributed at least annually, although we may decide to retain such capital gains for investment.

Cash Equivalents

We deem certain U.S. Treasury bills, repurchase agreements and other high-quality, short-term debt securities as cash equivalents. We intend to primarily make investments in securities described in paragraphs 1 through 3 of Section 55(a) of the 1940 Act. From time to time, including at or near the end of each fiscal quarter, we may consider using various temporary investment strategies for our business, including taking proactive steps by utilizing cash equivalents as temporary assets with the objective of enhancing our investment flexibility pursuant to Section 55 of the 1940 Act. More specifically, from time-to-time we may draw down our credit facilities, as deemed appropriate, and repay such borrowings subsequent to quarter end. We may also purchase U.S. Treasury bills or other high-quality, short-term debt securities at or near the end of the quarter and typically close out the position on a net cash basis subsequent to quarter end. The Investment Advisory Agreement excludes the amount of these transactions or such cash drawn for this purpose from total assets for purposes of computing the base management fee.

Quantitative and Qualitative Disclosures About Market Risk

We are subject to financial market risks, most significantly changes in interest rates. Interest rate sensitivity refers to the change in our earnings that may result from changes in the level of interest rates. Because we expect to fund a portion of our investments with borrowings, our net investment income is expected to be affected by the difference between the rate at which we invest and the rate at which we borrow. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income.

In addition, any investments we make that are denominated in a foreign currency will be subject to risks associated with changes in currency exchange rates. These risks include the possibility of significant fluctuations in the foreign currency markets, the imposition or modification of foreign exchange controls and potential illiquidity in the secondary market. These risks will vary depending upon the currency or currencies involved.

We may hedge against interest rate and currency exchange rate fluctuations by using standard hedging instruments such as futures, options, swaps and forward contracts and credit hedging contracts, such as credit default swaps, in each case, subject to the requirements of the 1940 Act. While hedging activities may insulate us against adverse changes in interest rates, they may also limit our ability to participate in benefits of lower interest rates with respect to our portfolio of investments with fixed interest rates.

ITEM 3. PROPERTIES.

Our headquarters are located at 1585 Broadway, New York, NY 10036 and are provided by our Administrator. We believe that our office facilities are suitable and adequate for our business as it is contemplated to be conducted.

ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain ownership information as of November 1, 2023 with respect to our Units for those persons who directly or indirectly own, control or hold with the power to vote five percent or more of our outstanding Units and all officers and directors, as a group.

Name and address	Type of ownership	Percentage of Units outstanding	
		Units owned	Percentage
MS Credit Partners Holdings Inc.[1]	Direct	1,250	100%

Name and address	Type of ownership	Percentage of Units outstanding	
		Units owned	Percentage
Joan Binstock	—	—	—
Bruce Frank	—	—	—
Jeffrey S. Levin	—	—	—
Adam Metz	—	—	—
David N. Miller	—	—	—
Kevin Shannon	—	—	—
Orit Mizrachi	—	—	—
Michael Occi	—	—	—
Gauranga Pal	—	—	—
All directors and officers as a group (10 persons)	—	—	—

(1) In conjunction with our formation, on April 28, 2023, MS Credit Partners Holdings Inc., an affiliate of the Adviser, purchased 1,250 Units for an aggregate purchase price equal to $25,000, which Units represent all of our issued and outstanding Units as of November 1, 2023.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

Our Board of Directors oversees our management. Our Board of Directors currently consists of six members, four of whom are not "interested persons" as defined in Section 2(a)(19) of the 1940 Act.

Our Board of Directors elects our officers, who serve at the discretion of our Board of Directors. The responsibilities of each director include the oversight of our investment activity, the quarterly valuation of our assets, and oversight of our financing arrangements. Our Board of Directors has also established an Audit Committee and a Nominating and Corporate Governance Committee and may establish additional committees in the future.

Board of Directors and Executive Officers

Directors

Under our LLC Agreement, the Board of Directors will be composed of six directors, unless increased or decreased by a majority of the directors. To the extent required by the 1940 Act, at any time when there are outstanding preferred units, the preferred unitholders shall have the right, as a class, to elect two additional directors to the Board of Directors. Each director will hold office until his or her death, resignation, retirement, disqualification or removal. Information regarding our Board of Directors is as follows:

Name	Age	Position(s) held with the Company and Term of Office
Interested Directors		
David N. Miller	47	Chair of the Board of Directors since 2023
Jeffrey S. Levin	43	Chief Executive Officer, President and Director since 2023
Independent Directors		
Joan Binstock	69	Director since 2023
Bruce Frank	69	Director since 2023
Adam Metz	62	Director since 2023
Kevin Shannon	68	Director since 2023

The address for each of our directors is c/o LGAM Private Credit LLC, 1585 Broadway, New York, NY 10036.

Executive Officers Who Are Not Directors

Name	Age	Position(s) held with the Company
Orit Mizrachi	51	Chief Operating Officer and Interim Chief Financial Officer
Michael Occi	39	Chief Administrative Officer
Gauranga Pal	45	Chief Compliance Officer

Biographical Information

Directors

The Board of Directors has determined that each of the directors is qualified to serve as our director, based on a review of the experience, qualifications, attributes and skills of each director, including those described below. The Board of Directors has determined that each director has significant experience in the investment or financial services industries and has held management, board or oversight positions in other companies and organizations. Each of our directors has demonstrated high character and integrity and has expertise and diversity of experience to be able to offer advice and guidance to our management. For the purposes of this Registration Statement, our directors have been divided into two groups — independent directors and interested directors. Interested directors are "interested persons" as defined in the 1940 Act.

Interested Directors

David N. Miller has served as the Chair of our Board of Directors since November 2023. Mr. Miller is the Head of Global Private Credit & Equity at Morgan Stanley and a member of the IM operating committee.

He also serves as the Chair of the board of directors of each of the other MS BDCs. Mr. Miller joined Morgan Stanley in August 2016 and has over 24 years of investing experience. Prior to joining Morgan Stanley, from 2012 to January 2016, Mr. Miller was the President and Chief Executive Officer of Silver Bay Realty Trust Corp. ("Silver Bay"), a publicly traded real estate investment trust he co-founded in 2011 to capitalize on the significant dislocation in the residential housing market. Prior to Silver Bay, Mr. Miller was a Managing Director at Pine River Capital Management and Two Harbors Investment Corp. where he focused on investment strategy and new business development. During the global financial crisis (2008 – 2011), Mr. Miller served in various roles at the U.S. Department of Treasury (the "Treasury"), including as the Chief Investment Officer of the Troubled Asset Relief Program where he created complex crisis response investment programs and managed its $700 billion portfolio. Prior to Treasury, Mr. Miller held various investment roles, including as a portfolio manager at HBK Investments and in the Special Situations Group at Goldman Sachs & Co., where he focused on opportunistic investments in public and private debt and equity. Mr. Miller received an M.B.A from Harvard Business School and B.A. magna cum laude in Economics from Dartmouth College where he was elected to Phi Beta Kappa. Mr. Miller's investing experience and experience as a senior officer of several finance companies led our Nominating and Corporate Governance Committee to conclude that Mr. Miller is qualified to serve as a Director.

Jeffrey S. Levin has served as our Chief Executive Officer, President and a member of our Board of Directors since November 2023. Mr. Levin is the Co-Head of Morgan Stanley's North America Private Credit team, where he serves on the Investment Committee and is the Portfolio Manager and the Head of Direct Lending. Mr. Levin serves as Chief Executive Officer, President and a member of the board of directors of each of the other MS BDCs. Mr. Levin also serves as Co-Portfolio Manager of the Senior Loan Fund investment strategy. Prior to rejoining IM in February 2019, Mr. Levin was a Partner and Managing Director at The Carlyle Group and a part of the management team for The Carlyle Group's Direct Lending Platform. In addition, Mr. Levin served as President of the firm's BDCs from May 2016 to February 2019. From 2012 to 2016, Mr. Levin served as the Head of Origination for The Carlyle Group's Direct Lending Platform. Prior to joining The Carlyle Group in 2012, Mr. Levin was a founding member of the MS Private Credit platform, where he was responsible for originating, structuring and executing credit and private equity investments across various industries. Prior to that role, Mr. Levin was a member of the Leveraged & Acquisition Finance Group at Morgan Stanley, where he was responsible for originating and executing high yield bond and leveraged loan transactions. Mr. Levin received a B.B.A. from Emory University. Mr. Levin's investing experience and experience as a senior officer of other BDCs led our Nominating and Corporate Governance Committee to conclude that Mr. Levin is qualified to serve as a Director.

Independent Directors

Joan Binstock has served as a member of our Board of Directors and Chair of our Nominating and Corporate Governance Committee since November 2023. Ms. Binstock also serves as a member of the board of directors and the Chair of the Nominating and Corporate Governance Committee of each of the other MS BDCs. Ms. Binstock serves as an Advisor at Lovell Minnick Partners, LLC since July 2018, where she is responsible for assisting the firm on deal and operational due diligence activities across all portfolio companies. In addition, she has been a director of the Brown Brothers Harriman US Mutual Funds since September 2019 and also serves as a member of the board of directors and the Audit Chair of KKR Real Estate Select Trust, Inc., a closed-end management investment company, since August 2020. Ms. Binstock served as a Director of SimCorp A/S from April 2018 to March 2023. Ms. Binstock was a Partner at Lord, Abbett & Co. LLC from 2000 to March 2018, where she served as the Chief Operating Officer and Chief Financial Officer. Previously, Ms. Binstock was the Chief Operating Officer at Morgan Grenfell Asset Management. Prior to that, she was a Principal and National Director of the Regulatory and Risk Management Practice at Ernst & Young LLP, the Chief Administrative Officer at BEA/Credit Suisse, and the Chief Administrative Officer of the Capital Markets Group at Goldman Sachs. She served as a Member of the Association of Institutional Investors Board of Directors, was a Director of the Securities Industry and Financial Markets Association, and was a Member of the Global Board of Managers of Omgeo LLC until January 2018. Ms. Binstock is on the board of the Greyston Foundation and on the Advisory Council of NY/NJ Year Up, both of which are nonprofit organizations. Ms. Binstock is a licensed Certified Public Accountant. She holds a M.B.A. from New York University and a B.A. from the University of Binghamton. Ms. Binstock's investing experience and experience as a senior executive officer in several

finance companies led our Nominating and Corporate Governance Committee to conclude that Ms. Binstock is qualified to serve as a Director.

Bruce D. Frank has served as a member of our Board of Directors and Chair of the Audit Committee since November 2023. Mr. Frank also serves as a member of the board of directors and Chair of the Audit Committee of each of the other MS BDCs and as a member of the board of directors of Landsea Homes Corporation (f/k/a Landsea Holdings Corporation), where he has served on the board of directors since January 2015 and is currently serving as the Lead Independent Director, chair of the Audit Committee and a member of the Nominating and Governance and Compensation Committees. Mr. Frank previously served on the board of directors of VEREIT, Inc., a real estate operating company, from July 2014 to March 2017 and the board of directors of ACRE Realty Investors Inc., a real estate investment and operating company, from November 2014 to December 2018. Mr. Frank was a Senior Partner at Ernst & Young LLP's real estate practice within the assurance service line from April 1997 through June 2014. Prior to joining Ernst & Young LLP, Mr. Frank worked at KPMG LLP, a public accounting firm, for 17 years. He has over 35 years of experience providing assurance services to prominent public and private owners, investors and developers, both domestically and globally. His extensive experience has included working on initial public offerings and assisting acquirers in consummating acquisition transactions. Mr. Frank received a Bachelor of Science degree in Accounting from Bentley College, is a member of the American Institute of Certified Public Accountants and is a Certified Public Accountant in the State of New York. Mr. Frank's past experience as an accountant led our Nominating and Corporate Governance Committee to conclude that Mr. Frank is qualified to serve as a Director.

Adam Metz has served as a member of our Board of Directors since November 2023. Mr. Metz also serves as a member of the board of directors of each of the other MS BDCs. Mr. Metz has spent over 30 years in the real estate industry. Mr. Metz joined The Carlyle Group in October 2013 where he served as Head of International Real Estate until April 2018. Prior to his tenure at Carlyle, he was a Senior Advisor to Texas Pacific Group Capital's ("TPG") Real Estate Group. Prior to his role at TPG, Mr. Metz was the Chief Executive Officer of General Growth Properties and led the company through one of the largest and most successful bankruptcy and restructurings in real estate investment trust ("REIT") history. Previously, Mr. Metz co-founded Polaris Capital, LLC, a real estate investment firm. Mr. Metz also served as Executive Vice President and Chief Investment Officer of Rodamco, North America, and President and Chief Financial Officer of Urban Shopping Centers. Prior to these roles, Mr. Metz was a Vice President in the Capital Markets group of JMB Realty, and in the Commercial Real Estate Lending Group at The First National Bank of Chicago as a Corporate Lending Officer. Mr. Metz has served as a director of Hammerson PLC, a British property company, since July 2019. He also serves as the chairman of the board of Seritage Growth Properties, a national owner and developer of retail, residential and mixed-use properties, and the advisory boards of the real estate programs at both Cornell University and Northwestern University and on the Smithsonian's Hirshhorn Museum and Sculpture Garden Board of Trustees in Washington, DC, where he serves as Vice Chair. Previously, Mr. Metz served as an independent director on numerous boards including Galata Acquisition Corp. from June 2021 to July 2023, Forest City Enterprises from April 2018 to December 2018, Parkway Properties, Aliansce Shopping Centers S.A., AMLI Residential Properties Trust, Bally Total Fitness Holding Corp., and Chia'sso Acquisition LLC. Mr. Metz received his Bachelor's degree from Cornell University, and a Masters of Management degree from Northwestern University. Mr. Metz's investing experience and experience as a senior executive officer in several real estate companies led our Nominating and Corporate Governance Committee to conclude that Mr. Metz is qualified to serve as a Director.

Kevin Shannon has served as a member of our Board of Directors since November 2023. Mr. Shannon also serves as a member of the board of directors of each of the other MS BDCs. Mr. Shannon also serves on the Advisory Committee of Efferent Health, LLC., a private healthcare startup venture in the medical imaging and data base management field. Mr. Shannon previously served as the Chief Financial Officer of the Harvard Management Company, Inc., the investment advisor for Harvard University's general investment account, from September 2009 to April 2020. Mr. Shannon served on the Operating Committee from September 2009 to December 2018 and chaired the Valuation Committee from June 2015 to December 2017. In addition, since December 2016, he has overseen both investment and operations of Harvard University's Trust & Gifts Group. Prior to joining Harvard Management Company, Inc., Mr. Shannon was the Chief

Financial Officer and an Executive Vice President at Moore Capital Management, LLC, a large multi-strategy private investment company, where he worked for 15 years. During his tenure he was responsible for all treasury functions and served as a member of the board of directors, Risk Committee, and Valuation Committee. Mr. Shannon served two consecutive terms on the board of directors of the Managed Funds Association, a group representing the global alternative investment industry and its investors and was a member of its Executive Committee as Vice Chairman and Treasurer. Prior to Moore Capital Management, LLC, he was a senior executive at Lehman Brothers where he served as Senior Vice President and Chief Financial Officer of Lehman's derivative products subsidiary and earlier as Director of Firm Trading Accounting and Controls. Prior to joining Lehman Brothers, Mr. Shannon began his career as an auditor at KPMG LLP, serving financial services clients. Mr. Shannon served a two-year tenure as a part time adjunct lecturer with Baruch College's Department of Accounting. Mr. Shannon takes an active role in his community; he currently serves on the board and is a former member of the Audit and Executive Committees of Help for Children, and he is a member of the Boston Economics Club. Mr. Shannon received his Bachelor of Science degree, magna cum laude, from New York University and an M.B.A. from Fairleigh Dickinson University. Mr. Shannon's investing experience and experience as a senior executive officer in several finance companies led our Nominating and Corporate Governance Committee to conclude that Mr. Shannon is qualified to serve as a Director.

Executive Officers Who Are Not Directors

Orit Mizrachi was appointed as our Chief Operating Officer and Interim Chief Financial Officer in November 2023. Ms. Mizrachi also serves in the same capacity for each of the other MS BDCs. Ms. Mizrachi has been a Managing Director since January 2023 and previously served as an Executive Director of IM from April 2019 to December 2022. Prior to joining Morgan Stanley in April 2019, Ms. Mizrachi held various senior positions at The Carlyle Group from 2011 to 2018, including Director of Operations for Global Market Strategies and Chief Operating Officer for The Carlyle Group's Direct Lending platform. In addition, Ms. Mizrachi previously served as Chief Operating Officer of The Carlyle Group's BDCs. Prior to joining The Carlyle Group in 2010, Ms. Mizrachi worked in the hedge fund industry and as an auditor.

Michael Occi was appointed as our Chief Administrative Officer in November 2023. Mr. Occi also serves in the same capacity for each of the other MS BDCs. Mr. Occi has been a Managing Director of IM since April 2022. Mr. Occi joined Morgan Stanley in 2006. Prior to joining IM, Mr. Occi served as Head of Financial Institutions Equity Capital Markets between May 2019 and April 2022. Previously, Mr. Occi held a variety of other roles within Equity Capital Markets as well as in the financial institutions coverage areas in Fixed Income Capital Markets and in the Investment Banking Division. Mr. Occi graduated magna cum laude from Georgetown University, with a BA in Finance and Accounting.

Gauranga Pal was appointed as our Chief Compliance Officer in November 2023. Mr. Pal also serves in the same capacity for the other MS BDCs. In addition, Mr. Pal serves as Executive Director of IM. Mr. Pal joined IM in 2023. Prior to joining Morgan Stanley, Mr. Pal served as a Managing Director and Head of Investments Compliance of Blue Owl Capital where he served as from March 2021 to February 2023. Prior to Blue Owl Capital, Mr. Pal held various positions at Goldman Sachs between January 2005 to February 2021, most recently a Vice President and Senior Compliance Officer. Mr. Pal received his bachelor of technology in Chemical Engineering from the Indian Institute of Technology Kanpur and his MBA from the City University of New York.

Board of Directors Leadership Structure

Our Board of Directors monitors and performs an oversight role with respect to our business and affairs, including with respect to our investment practices and performance, compliance with regulatory requirements and the services, expenses and performance of our service providers. Among other things, our Board of Directors approves the appointment of our Adviser and officers, reviews and monitors the services and activities performed by our Adviser and executive officers and approves the engagement and reviews the performance of our independent public accounting firm.

Under our LLC Agreement, our Board of Directors may designate a Chair to preside over the meetings of our Board of Directors and meetings of the unitholders and to perform such other duties as may be assigned to him or her by the Board of Directors. We do not have a fixed policy as to whether the Chair

of the Board of Directors should be an independent director and believe that we should maintain the flexibility to select the Chair and reorganize the leadership structure, from time to time, based on criteria that are in our best interests and the best interests of our unitholders at such times.

David N. Miller serves as the Chair of our Board of Directors. Mr. Miller is an "interested person" as defined in Section 2(a)(19) of the 1940 Act of us, and therefore, is an Interested Director. We believe that Mr. Miller's extensive knowledge of the financial services industry and capital markets in particular qualify him to serve as the Chair of our Board of Directors. We believe that we are best served through this leadership structure, as Mr. Miller's relationship with our Adviser provides an effective bridge and encourages an open dialogue between management and our Board of Directors, ensuring that both groups act with a common purpose.

Our Board of Directors does not currently have a designated lead independent director. We are aware of the potential conflicts that may arise when a non-independent director is Chair of the Board of Directors, but believe these potential conflicts are offset by our strong corporate governance policies. Our corporate governance policies include regular meetings of the independent directors in executive session without the presence of interested directors and management, the establishment of the Audit Committee and the Nominating and Corporate Governance Committee, each of which is comprised solely of independent directors and the appointment of a chief compliance officer, with whom the independent directors meet regularly without the presence of interested directors and other members of management, for administering our compliance policies and procedures.

We recognize that different board of directors' leadership structures are appropriate for companies in different situations. We intend to re-examine our corporate governance policies on an ongoing basis to ensure that they continue to meet our needs.

Board of Directors' Role in Risk Oversight

Our Board of Directors performs its risk oversight function primarily through (a) its standing Audit Committee, which reports to the entire Board of Directors and is comprised solely of independent directors, and (b) active monitoring by our Chief Compliance Officer and of our compliance policies and procedures.

As described below in more detail under "Committees of the Board of Directors," the Audit Committee assists our Board of Directors in fulfilling its risk oversight responsibilities. The Audit Committee's risk oversight responsibilities include overseeing the accounting and financial reporting processes, our valuation process, our systems of internal controls regarding finance and accounting and audits of our financial statements.

Our Board of Directors also performs its risk oversight responsibilities with the assistance of the Chief Compliance Officer. Our Board of Directors will annually review a written report from the Chief Compliance Officer discussing the adequacy and effectiveness of our compliance policies and procedures and our service providers. The Chief Compliance Officer's annual report will address, at a minimum, (a) the operation of our compliance policies and procedures and our service providers since the last report; (b) any material changes to such policies and procedures since the last report; (c) any recommendations for material changes to such policies and procedures as a result of the Chief Compliance Officer's annual review; and (d) any compliance matter that has occurred since the date of the last report about which our Board of Directors would reasonably need to know to oversee our compliance activities and risks. In addition, the Chief Compliance Officer will meet separately in executive session with the independent directors at least once each year.

We believe that our Board of Director's role in risk oversight is effective and appropriate given the extensive regulation to which we will be subject as a BDC. As a BDC, we are required to comply with certain regulatory requirements that control the levels of risk in our business and operations. For example, our ability to incur indebtedness is limited such that our asset coverage, as defined in the 1940 Act, must equal at least 150% immediately after each time we incur indebtedness, and we generally have to invest at least 70% of our total assets in "qualifying assets." In addition, we are not generally permitted to invest in any portfolio company in which one of our affiliates currently has an investment.

We recognize that different board roles in risk oversight are appropriate for companies in different situations. We intend to re-examine the manners in which our Board of Directors administers its oversight function on an ongoing basis to ensure that they continue to meet our needs.

Committees of the Board of Directors

An Audit Committee and a Nominating and Corporate Governance Committee have been established by our Board of Directors. All directors are expected to attend at least 75% of the aggregate number of meetings of our Board of Directors and of the respective committees on which they serve.

Audit Committee

The members of the Audit Committee are Ms. Binstock and Messrs. Frank, Metz and Shannon, each of whom is financially literate, is not considered an "interested person" of the Company, as that term is defined in Section 2(a)(19) of the 1940 Act, and meets the independence requirements of Rule 10A(m)(3) of the Exchange Act. Mr. Frank serves as Chair of the Audit Committee. Our Board of Directors has determined that Ms. Binstock and Messrs. Frank, Metz and Shannon are each an "audit committee financial expert" as that term is defined under Item 407 of Regulation S-K of the Exchange Act. The Audit Committee operates pursuant to a charter approved by our Board of Directors, which sets forth the responsibilities of the Audit Committee. The Audit Committee's responsibilities include establishing guidelines and making recommendations to our Board of Directors regarding the valuation of certain of our loans and investments, selecting our independent registered public accounting firm, reviewing with such independent registered public accounting firm the planning, scope and results of their audit of our financial statements, pre-approving the fees for services performed, reviewing with the independent registered public accounting firm the adequacy of internal control systems, reviewing our annual financial statements and periodic filings and receiving our audit reports and financial statements.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Ms. Binstock and Messrs. Frank, Metz and Shannon, each of whom is not considered an "interested person" of the Company, as that term is defined in Section 2(a)(19) of the 1940 Act. Ms. Binstock serves as Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee operates pursuant to a charter approved by our Board of Directors.

The Nominating and Corporate Governance Committee is responsible for selecting, researching and nominating qualified nominees to be elected to the Board of Directors, selecting qualified nominees to fill any vacancies on our Board of Directors or a committee of the Board of Directors (consistent with criteria approved by our Board of Directors), developing and recommending to our Board of Directors a set of corporate governance principles applicable to us and overseeing the evaluation of our Board of Directors and our management.

The Nominating and Corporate Governance Committee has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees. In determining whether to recommend a director nominee, the Nominating and Corporate Governance Committee considers and discusses director diversity, among other factors, with a view toward the needs of our Board of Directors as a whole. The Nominating and Corporate Governance Committee generally conceptualizes diversity expansively, including concepts such as race, gender, national origin, differences of viewpoint, professional experience, education, skill and other qualities that contribute to our Board of Directors, when identifying and recommending director nominees. The Nominating and Corporate Governance Committee believes that the inclusion of diversity as one of many factors considered in selecting director nominees is consistent with the Nominating and Corporate Governance Committee's goal of creating a Board of Directors that best serves our needs and the interests of our unitholders.

Indemnification Agreements

We have entered into indemnification agreements with our directors and officers, or the Indemnification Agreements. The Indemnification Agreements are intended to provide our directors and officers the maximum

indemnification permitted under Delaware law and the 1940 Act. Each indemnification agreement provides that we will indemnify the director or officer who is a party to the agreement (an "Indemnitee"), including the advancement of legal expenses, if, by reason of his or her corporate status, the Indemnitee is, or is threatened to be, made a party to or a witness in any threatened, pending, or completed proceeding, to the maximum extent permitted by Delaware law and the 1940 Act.

Investment Committee

The Adviser has established the Investment Committee to be responsible for the Company's investment decisions and it is comprised of senior investment professionals of IM and is chaired by our Chief Executive Officer and President and member of our board of directors, Jeffrey S. Levin. The Investment Committee also serves as the investment committee for the other MS BDCs. All investment decisions are reviewed and approved by the Investment Committee, which has principal responsibility for approving new investments and overseeing the management of existing investments.

With over an average of over 23 years of experience, the members of the Investment Committee have significant investing, leveraged finance and risk management experience and provide valuable diligence insights to the Investment Team. The Investment Team leverages the broad experience-set of the Investment Committee to evaluate transactions and develop a framework for seeking appropriate risk-adjusted returns and risk mitigation strategies for target investments.

The members of the Investment Committee are: David N. Miller, Jeffrey S. Levin, Jeffrey Day, Kunal Soni, David Kulakofsky, Sean Sullivan, Ashwin Krishnan, Henry 'Hank' D'Alessandro, Toby Norris and Peter Ma.

For biographical information of Messrs. Miller and Levin, see "— *Biographical Information — Interested Directors*".

Jeffrey Day is a Managing Director of Morgan Stanley, Head of Direct Lending Capital Markets and Business Development and a member of the executive team for the Direct Lending strategy and a member of the MS Private Credit Investment Committees. Mr. Day joined Morgan Stanley in 2019 and is a Managing Director at IM. He brings more than 24 years of relevant middle market private credit investing and leveraged finance experience. Prior to joining Morgan Stanley, Mr. Day was a Managing Director at Madison Capital Funding and was involved in sponsor coverage, capital markets, and fundraising. Prior to Madison Capital, he worked in various underwriting, portfolio management, capital markets and relationship management roles at JP Morgan Chase, CapitalSource Finance and GE Capital. Mr. Day earned a BBA in Finance from the Goizueta Business School at Emory University and his MBA in Finance and Management & Strategy from the J.L. Kellogg School of Management at Northwestern University.

Kunal Soni is a Managing Director of Morgan Stanley, Head of Direct Lending — Western Region, Head of Direct Lending Technology and a member of the executive team for the Direct Lending strategy and a member of the MS Private Credit Investment Committees. Prior to joining MS Private Credit in December 2019, Mr. Soni was Head of the Western Region and Head of the Technology vertical for The Carlyle Group's Direct Lending strategy from 2015 to 2019. Before joining The Carlyle Group, Mr. Soni was Head of the Western Region for Medley Management ("Medley") from September 2013 to February 2015. Prior to Medley, Mr. Soni was a Founding Partner and Head of the Western Region for THL Credit (the credit affiliate of THL Partners) from 2007 to 2012. Mr. Soni and two other Partners spun off from Bison Capital Asset Management, a structured equity firm focused only on non-sponsored companies, to launch THL Credit in July 2007 (THL Credit went public in April 2010 on the Nasdaq under the ticker symbol "TCRD"). Prior to THL Credit / Bison Capital, Mr. Soni served in the Investment Banking division of J.P. Morgan and Audit and Transaction Services Group of KPMG LLP. Mr. Soni earned his BA from Emory University.

David Kulakofsky is a Managing Director of Morgan Stanley, Head of Direct Lending Underwriting and a member of the executive team for the Direct Lending strategy and a member of the MS Private Credit Investment Committees. Prior to joining MS Private Credit in April 2020, Mr. Kulakofsky was Head of Madison Capital Funding's Software & Technology Services team and a member of Madison's Investment Committee. Mr. Kulakofsky joined Madison Capital at its inception in 2001 as an Associate and was a Vice

President and Underwriting Team Leader before transitioning to an origination role in 2007. Prior to joining Madison Capital, Mr. Kulakofsky was an Analyst in the Investment Banking group at Robert W. Baird & Co., focusing primarily on industrial M&A transactions. Mr. Kulakofsky earned a B.A. in Economics with a minor in Sociology from Northwestern University and an MBA in Analytical Finance from the J.L. Kellogg School of Management at Northwestern University.

Sean Sullivan is a Managing Director of Morgan Stanley, Head of Direct Lending Origination and a member of the executive team for the Direct Lending strategy and a member of the MS Private Credit Investment Committees. Prior to joining MS Private Credit in June 2020, Mr. Sullivan was a Managing Director at Antares Capital, responsible for originating, structuring, and executing private credit investments. Before Antares, Mr. Sullivan was a Managing Director at Solar Capital. Prior to Solar Capital, Mr. Sullivan was a Senior Vice President of Originations at GE Capital focused on the TMT vertical. He also held capital markets structuring and finance positions at GE Capital. Mr. Sullivan graduated from the University of North Carolina — Chapel Hill.

Ashwin Krishnan is Co-Head of North America Private Credit and a Co-Portfolio Manager of the Opportunistic Credit strategy at Morgan Stanley, a Managing Director of Morgan Stanley and a Co-Portfolio Manager of the North Haven Credit Partners strategy. He joined Morgan Stanley in 2003 and has more than 24 years of experience. Prior to joining Morgan Stanley, Mr. Krishnan was in the Communications Investment Banking group at UBS. Mr. Krishnan holds an M.S. in Engineering from Columbia University and a B.S. in Industrial Engineering from Bangalore University, India.

Henry 'Hank' D'Alessandro is a Managing Director of Morgan Stanley, Vice Chair of MS Private Credit, Co-Portfolio Manager and Chief Investment Officer of the North Haven Credit Partners II and III, and Co-Portfolio Manager and Chief Investment Officer of the Senior Loan Fund investment strategy. He brings more than 31 years of private credit investing and leveraged finance experience. Mr. D'Alessandro is Head of Credit Partners' Investment and Valuation Committees and is a member of Morgan Stanley's Private Credit & Equity Executive Committee. He is based in New York. Mr. D'Alessandro joined Morgan Stanley in 1997 and most recently was Vice Chairman of North American Leveraged and Acquisition Finance and Head of U.S. Financial Sponsor Leveraged Finance. Prior to joining Morgan Stanley, he was a Vice President at Chase Securities, Inc. and an Audit Manager at KPMG Peat Marwick. Mr. D'Alessandro holds a B.S., magna cum laude, from Seton Hall University and an MBA from Cornell University. He serves as Vice Chairman of the Seton Hall University Board of Regents. Mr. D'Alessandro is on the board of directors of Strata Worldwide.

Toby Norris is Chief Operating Officer and Head of Risk Management for Private Investing at IM. Mr. Norris joined Morgan Stanley in 2011 and has over 26 years of banking and risk management experience. Prior to this role Mr. Norris was the head of risk for Merchant Banking and Real Estate Investing. Prior to joining the Firm, Mr. Norris was a senior risk executive at Bank of America Merrill Lynch responsible for managing all credit risk exposure to large corporate borrowers in North America in the general industrials, gaming, sports and other sectors. From 2005 to 2008, Mr. Norris held a series of management positions in Global Risk Management at Merrill Lynch, and was a Managing Director with responsibility for global capital commitments prior to the merger with Bank of America. From 1997 to 2005, Mr. Norris was a leveraged finance and media banker at Merrill Lynch. Mr. Norris received a B.A. in economics from Trinity College and an M.B.A. from the Massachusetts Institute of Technology.

Peter Ma is a Managing Director of Morgan Stanley, a member of the executive team for the Credit Partners strategy. Prior to joining MS Private Credit in 2021, Mr. Ma was a Partner and Managing Director at Colbeck Capital, responsible for sourcing opportunities and leading investment execution, including diligence, documentation, and portfolio management. Before Colbeck, Mr. Ma was an investment banker at MESA Securities where he advised media and entertainment companies on mergers, acquisitions, and capital raising, with a focus on structured solutions. Mr. Ma graduated from Harvard University with a Bachelor of Arts in Economics.

The foregoing lists of personnel may not be complete lists and are subject to change, at any time, at the discretion of the Adviser, and no assurance can be given that such personnel will remain in their current positions or retain their current functions with regard to the platform or the Company. Also, the Adviser may change the scope of senior management, portfolio management or the Investment Committee's

responsibilities from time to time, or may conduct periodic portfolio reviews through other internal management committees within guidelines and constraints approved by the Investment Committee. The Adviser undertakes no obligation to update the foregoing description relating to senior management, portfolio management or the Investment Committee in the event of a change in personnel or in the scope of responsibilities.

ITEM 6. EXECUTIVE COMPENSATION

Compensation of Executive Officers

None of our executive officers receive compensation from us. To the extent that the Administrator outsources any of its functions, we will pay the fees associated with such functions on a direct basis without profit to our Administrator.

Compensation of Directors

The Independent Directors receive an annual fee paid quarterly based on our average net asset value at the beginning of the applicable quarter (prorated for any partial period) as follows:

Net Asset Value	Annual Fee
<$250,000,000	$25,000
$250,000,000 – $750,000,000	$50,000
>$750,000,000	$75,000

The chair of the Audit Committee receives an additional annual fee paid quarterly based on our average net asset value at the beginning of the applicable quarter (prorated for any partial period) as follows:

Net Asset Value	Annual Fee
<$250,000,000	$2,500
$250,000,000 – $750,000,000	$5,000
>$750,000,000	$7,500

We are also authorized to pay the reasonable out-of-pocket expenses for each independent director incurred in connection with fulfillment of his or her duties as independent directors.

We have obtained directors' and officers' liability insurance on behalf of our directors and officers. We do not have a profit-sharing or retirement plan, and directors do not receive any pension or retirement benefits. No compensation is paid to directors who are "interested persons." The Board of Directors reviews and determines the compensation of independent directors.

ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Introduction

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities, including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities. In the ordinary course of its business, Morgan Stanley is a full-service investment banking and financial services firm and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of our investors, notwithstanding Morgan Stanley's participation as one of our investors. Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account, on the one hand, and us, on the other hand, may exist and others may arise in connection with our operation. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and us. The discussion below enumerates certain actual, apparent and potential conflicts of interest. There is no assurance that conflicts of interest will be resolved in favor of our investors, and, in fact, they may not be.

Prospective investors should be aware that our vendors and service providers may charge higher fee rates or otherwise contract on terms that are different to those offered to Morgan Stanley or other Morgan Stanley products.

Material Nonpublic Information

It is expected that confidential or material nonpublic information regarding a portfolio company or potential investment opportunity may become available to Morgan Stanley. If such information becomes available to Morgan Stanley, we may be precluded (by trading restrictions in order to comply with applicable law, regulatory restrictions or internal policies or procedures), including without limitation joint transaction restrictions pursuant to the 1940 Act from pursuing an investment or exit opportunity with respect to such portfolio company or investment opportunity. The Adviser and/or Morgan Stanley may also from time to time be subject to contractual "stand-still" obligations and/or confidentiality obligations that may restrict the Adviser's ability to trade in or make certain investments on our behalf. In addition, Morgan Stanley may be precluded from disclosing such information to the Investment Team, even in circumstances in which the information would benefit us if disclosed. Therefore, the Adviser may not be provided access to material nonpublic information in the possession of Morgan Stanley that might be relevant to an investment decision to be made by us, and we may initiate a transaction or sell an investment that, if such information had been known to it, may not have been undertaken. In addition, certain members of the Investment Team and of the Investment Committee may be recused from certain investment-related discussions, including Investment Committee meetings, so that such members do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to us. Furthermore, access to certain parts of Morgan Stanley may be subject to third party confidentiality obligations and to information barriers established by Morgan Stanley in order to manage potential conflicts of interest and regulatory restrictions, including without limitation joint transaction restrictions pursuant to the 1940 Act and internal policies and procedures.

Accordingly, the Company's ability to source investments from other business units within Morgan Stanley may be limited and there can be no assurance that the Company will be able to source any investments from any one or more parts of the Morgan Stanley network.

Investments by Morgan Stanley and Its Affiliated Investment Accounts

Morgan Stanley has advised, and may advise, clients and has sponsored, managed or advised the Affiliated Investment Accounts with a wide variety of investment objectives that in some instances may overlap or conflict with the investment objectives of the Company and present conflicts of interest, including without limitation, the MS BDCs, whose investment objectives overlap with those of the Company. In addition, Morgan Stanley routinely makes equity and debt investments in connection with its global business

and operations. MS Private Credit may also from time to time create new or successor Affiliated Investment Accounts that may compete with the Company for investment opportunities or overlap in terms of investment strategy and may present similar conflicts of interest. Morgan Stanley and/or some of its Affiliated Investment Accounts have routinely made, and will continue to make, investments that fall within the investment objectives of the Company. Certain members of the Investment Team and the Investment Committee may make investment decisions on behalf of Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with those of the Company.

Morgan Stanley currently invests and plans to continue to invest on its own behalf and on behalf of its Affiliated Investment Accounts in a wide variety of investment opportunities in North America, Europe and elsewhere. Morgan Stanley and, to the extent consistent with applicable law and/or exemptive relief, its Affiliated Investment Accounts will be permitted to invest in investment opportunities without making such opportunities available to us beforehand. Subject to the requirements of any applicable exemptive relief, Morgan Stanley may offer investments that fall into the investment objectives of an Affiliated Investment Account to such account or make such investment on its own behalf, even though such investment also falls within our investment objectives. We may invest in opportunities that Morgan Stanley and/or one or more Affiliated Investment Accounts has declined, and vice versa. Certain of these Affiliated Investment Accounts may provide for higher management fees or incentive fees or have greater expense reimbursements or overhead allocations, or permit the Adviser and its affiliates to receive higher origination and other transaction fees, which may create an incentive for the Adviser to favor such Affiliated Investment Accounts. All of the foregoing may reduce the number of investment opportunities available to the Company and may create conflicts of interest in allocating investment opportunities among the Company, itself and the Affiliated Investment Accounts, including the MS BDCs.

To seek to reduce potential conflicts of interest and to attempt to allocate such investment opportunities in a fair and equitable manner, the Adviser has implemented allocation policies and procedures. These policies and procedures are intended to give all applicable clients of the Adviser, including the Company, fair access to new private credit investment opportunities consistent with the requirements of organizational documents, investment strategies, applicable laws and regulations, the fiduciary duties of the Adviser, and to meet the conditions set in the exemptive relief granted by the SEC. The exemptive relief allows certain of the Adviser's clients to participate in negotiated co-investment transactions, subject to the conditions set forth therein as described under "*Co-Investment Transactions*" below. Each applicable client of the Adviser that is subject to the allocation policies and procedures, including the Company, is assigned a portfolio manager by the Adviser. The portfolio managers review potential investment opportunities and will make an initial determination with respect to the allocation of each applicable opportunity taking into account various factors, including, but not limited to those described under "*Co-Investment Transactions*" below. The Adviser is empowered to take into account other considerations it deems appropriate to ensure a fair and equitable allocation of opportunities. The allocation policies and procedures are subject to change. Investors should note that the conflicts inherent in making such allocation decisions may not always be resolved to our advantage. There can be no assurance that we will have an opportunity to participate in certain opportunities that fall within our investment objectives.

It is possible that Morgan Stanley or an Affiliated Investment Account will invest in a company that is or becomes a competitor of a portfolio company of the Company. Such investment could create a conflict between us, on the one hand, and Morgan Stanley or the Affiliated Investment Account, on the other hand. In such a situation, Morgan Stanley may also have a conflict in the allocation of its own resources to the portfolio company. In addition, certain Affiliated Investment Accounts will be focused primarily on investing in other funds which may have strategies that overlap and/or directly conflict and compete with us. In certain cases, we may be unable to invest in attractive opportunities because of the investment by these Affiliated Investment Accounts in such private equity or private credit funds.

It should be noted that Morgan Stanley has, directly or indirectly, made large investments in certain of its Affiliated Investment Accounts, including the MS BDCs, and accordingly Morgan Stanley's investment in the Company may not be a determining factor in the outcome of any of the foregoing conflicts. Nothing herein restricts or in any way limits the activities of Morgan Stanley, including its ability to buy or sell interests in, or provide financing to, equity and/or debt instruments, funds or portfolio companies, for its own accounts or for the accounts of Affiliated Investment Accounts or other investment funds or clients in accordance with applicable law.

We intend to rely on exemptive relief, which has been granted by the SEC to our Adviser and certain of its affiliates, to co-invest with other funds advised by our Adviser or its affiliates, including the MS BDCs and other private funds advised by the Adviser, in a manner consistent with our investment objective positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors. See "Co-Investment Transactions" below.

Our Adviser or its affiliates may engage in certain origination activities and receive arrangement, structuring or similar fees in connection with such activities. See "*Item 1A. Risk Factors — Risks Relating to Our Business and Structure — Conflicts related to obligations the Investment Committee, the Adviser or its affiliates have to other clients and conflicts related to fees and expenses of such other clients.*" Our Adviser's liability is limited under the Investment Advisory Agreement, and we are required to indemnify our Adviser against certain liabilities. These protections may lead our Adviser to act in a riskier manner when acting on our behalf than it would when acting for its own account. See "*Item 1A. Risk Factors — Risks Relating to Our Business and Structure — The liability of each of the Adviser and the Administrator is limited, and we have agreed to indemnify each against certain liabilities, which may lead them to act in a riskier manner on our behalf than each would when acting for its own account*."

Co-Investment Transactions

Our Adviser has received the Order from the SEC that permits us, among other things, to co-invest with certain other persons, including certain Affiliated Investment Accounts advised and controlled by the Adviser, including the MS BDCs. Subject to the 1940 Act and the conditions of any such co-investment order issued by the SEC, we may, under certain circumstances, co-invest with certain Affiliated Investment Account advised by the Adviser in investments that are suitable for the Company and one or more of such Affiliated Investment Account. Even though the Company and any such Affiliated Investment Account co-invest in the same securities, conflicts of interest may still arise. If the Adviser is presented with co-investment opportunities that generally fall within our investment objective and other Board-established criteria and those of one or more Affiliated Investment Accounts advised by the Adviser, whether focused on a debt strategy or otherwise, the Adviser will allocate such opportunities among us and such Affiliated Investment Accounts in a manner consistent with the exemptive relief and our Adviser's allocation policies and procedures, as discussed herein.

Investment opportunities for all other Affiliated Investment Accounts not advised by our Adviser or its affiliates as well as other Morgan Stanley business lines are allocated in accordance with their respective investment advisers' and Morgan Stanley's other allocation policies and procedures. Such policies and procedures may result in certain investment opportunities that are attractive to us being allocated to other funds, accounts or Morgan Stanley business lines that are not advised by our Adviser.

With respect to co-investment transactions conducted under the co-investment exemptive relief, initial internal allocations among us and certain other Affiliated Investment Accounts advised by our Adviser that are party to the exemptive relief, or the Internal Order, will generally be made taking into account a variety of factors which may include factors not limited to: investment guidelines, goals or restrictions of the applicable Affiliated Investment Accounts, capacity and execution capability of the vehicle (i.e. availability of capital), existing allocations to issuers, industry and geographical concentrations, diversification requirements and objectives, leverage covenants or restrictions, tax considerations, desired position sizes, legal or regulatory considerations, investment horizon/life cycle, liquidity requirements, risk concentration limits (if any), prohibitions or restrictions on "joint transactions" for entities regulated under the 1940 Act, compliance with co-investment order conditions pursuant to the Order and other applicable guidance and relief, as applicable. If we invest in a transaction under the co-investment exemptive relief and, immediately before the submission of the order for us and the other participating Affiliated Investment Accounts, the opportunity is oversubscribed, it will generally be allocated on a pro rata basis based on Internal Order's size. Final allocations are approved by an allocation committee comprised of senior management. Our Board of Directors regularly reviews the allocation policies and procedures and code of ethics of the Adviser.

To the extent consistent with applicable law and/or any exemptive relief applicable to us and/or the Adviser, in addition to such co-investments, the Company and Morgan Stanley or an Affiliated Investment Account may, as part of unrelated transactions, invest in either the same or different tiers of a portfolio

company's capital structure or in an affiliate of such portfolio company. To the extent we hold investments in the same portfolio company or in an affiliate thereof that are different (including with respect to their relative seniority) than those held by Morgan Stanley or an Affiliated Investment Account, the Adviser and Morgan Stanley may be presented with decisions when the interests of the two co-investors are in conflict. In circumstances where there is a portfolio company in which we have an equity or debt investment and in which Morgan Stanley or an Affiliated Investment Account has an equity or senior debt investment elsewhere in the portfolio company's capital structure, Morgan Stanley may have conflicting loyalties between its duties to its shareholders, the Affiliated Investment Account, the Company, certain of its other affiliates and the portfolio company. In that regard, actions may be taken for Morgan Stanley or such Affiliated Investment Account that are adverse to us, or actions may or may not be taken by us due to Morgan Stanley's or such Affiliated Investment Account's investment, which action or failure to act may be adverse to us. In addition, it is possible that in a bankruptcy proceeding, our interest may be subordinated or otherwise adversely affected by virtue of Morgan Stanley's or such Affiliated Investment Account's involvement and actions relating to its investment. Decisions about what action should be taken in a troubled situation, including whether to enforce claims, whether to advocate or initiate restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring, raise conflicts of interest. If a portfolio company becomes troubled, we might arguably be best served by a liquidation that would result in its debt being paid, but leave nothing for Morgan Stanley or such Affiliated Investment Accounts. In those circumstances where the Company and Morgan Stanley or such Affiliated Investment Accounts hold investments in different classes of a company's debt or equity, Morgan Stanley may also, to the fullest extent permitted by applicable law, take steps to reduce the potential for adversity between the Company and Morgan Stanley or such Affiliated Investment Accounts, including causing the Company to take certain actions that, in the absence of such conflict, it would not take, such as (A) remaining passive in a restructuring or similar situations (including electing not to vote or voting pro rata with other security-holders), (B) divesting investments or (C) otherwise taking an action designed to reduce adversity. A similar standard generally will apply if Morgan Stanley or such Affiliated Investment Accounts make an investment in a company or asset in which we hold an investment in a different class of such company's debt or equity securities or such asset.

Morgan Stanley Trading and Principal Investing Activities

Notwithstanding anything to the contrary herein, Morgan Stanley will generally conduct its sales and trading businesses, publish research and analysis, and render investment advice without regard for our holdings, although these activities could have an adverse impact on the value of one or more of our investments, or could cause Morgan Stanley to have an interest in one or more portfolio investments that is different from, and potentially adverse to ours.

Morgan Stanley's sales and trading, financing and principal investing businesses (whether or not specifically identified as such, and including Morgan Stanley's trading and principal investing businesses) will not be required to offer any investment opportunities to us. These businesses may encompass, among other things, principal trading activities as well as principal investing.

Morgan Stanley's sales and trading, financing, and principal investing businesses have acquired or invested in, and in the future may acquire or invest in, minority and/or majority control positions in equity or debt instruments of diverse public and/or private companies. Such activities may put Morgan Stanley in a position to exercise contractual, voting, or creditor rights, or management or other control with respect to securities or loans of portfolio companies or other issuers, and in these instances Morgan Stanley may, in its discretion and subject to applicable law, act to protect its own interests or interests of clients, and not our interests.

Subject to the limitations of applicable law and the conditions of the exemptive relief, we may purchase from or sell assets to, or make investments in, companies in which Morgan Stanley has or may acquire an interest, including as an owner, creditor or counterparty.

Morgan Stanley's Investment Banking Activities

Morgan Stanley advises clients on a variety of mergers, acquisitions, go private, hedging and financing transactions. Morgan Stanley may act as an advisor to clients, including other investment funds that may

compete with us, with respect to investments in portfolio companies in which we may invest. Morgan Stanley may give advice and take action with respect to any of its clients or proprietary accounts that may differ from the advice given, or may involve an action of a different timing or nature than the action taken, by us. Morgan Stanley may give advice and provide recommendations to persons competing with us and/or any of our portfolio companies that are contrary to our best interests and/or the best interests of our portfolio companies.

Morgan Stanley could be engaged in financial advising, whether on the buy-side or sell-side, or in financing, lending or hedging assignments that could result in Morgan Stanley's determining in its discretion or being required to act exclusively on behalf of one or more third parties, which could limit our ability to transact with respect to one or more existing or potential investments. Morgan Stanley may have relationships with third-party funds, companies or investors who may have invested in or may look to invest in portfolio companies, and there could be conflicts between our best interests, on the one hand, and the interests of a Morgan Stanley client or counterparty, on the other hand. From time to time, Morgan Stanley's investment banking professionals may introduce a client to us that requires financing to complete an acquisition transaction and may receive a finder's fee to the extent permitted by applicable law.

To the extent that Morgan Stanley advises creditor or debtor companies in the financial restructuring of companies either prior to or after filing for protection under chapter 11 of the Bankruptcy Code or similar laws in other jurisdictions, the Adviser's flexibility in making investments in such restructurings on our behalf may be limited.

Morgan Stanley could provide investment banking services to competitors of portfolio companies, as well as to private equity and/or private credit funds; such activities may present Morgan Stanley with a conflict of interest vis-à-vis our investment and may also result in a conflict in respect of the allocation of investment banking resources to portfolio companies.

Our portfolio companies may engage Morgan Stanley to perform investment banking services, including advice on valuing, structuring, negotiating and arranging financing for certain transactions, and Morgan Stanley may also earn fees in connection with unconsummated transactions. In such situations, Morgan Stanley will generally receive fees based on the prevailing market rates for such services upon the consummation of the investment banking transaction for which it was retained.

Morgan Stanley will not share these fees with us. Morgan Stanley may also make interest-bearing loans to us and our portfolio companies and may act as agent in connection with the placement or syndication of our respective indebtedness.

To the extent permitted by applicable law, Morgan Stanley may provide a broad range of financial services to companies in which we invest, including strategic and financial advisory services, interim acquisition financing and other lending and underwriting or placement of securities, and Morgan Stanley generally will be paid fees (that may include warrants or other securities) for such services.

Morgan Stanley will not share any of the foregoing interest, fees and other compensation received by it (including, for the avoidance of doubt, amounts received by the Adviser) with us or the investors, and the management fees payable by or on our behalf and the behalf of the investors will not be reduced thereby.

Morgan Stanley may be engaged to act as a financial advisor to a company in connection with the sale of such company, or subsidiaries or divisions thereof, may represent potential buyers of businesses through its mergers and acquisition activities and may provide lending and other related financing services in connection with such transactions. Morgan Stanley's compensation for such activities is usually based upon realized consideration and is usually contingent, in substantial part, upon the closing of the transaction. We may be precluded from participating in a loan to the company being sold under these circumstances.

Morgan Stanley's Investment Management Activities

Morgan Stanley conducts a variety of investment management activities, including sponsoring investment funds that are registered under the 1940 Act and subject to its rules and regulations. Such activities also include managing assets of pension funds that are subject to federal pension law and its regulations. Such activities are generally restricted to investments in publicly traded securities and may present

conflicts if we pursue an investment in, or if one of our portfolio companies seeks to acquire or merge with, a public company in which Morgan Stanley's investment management clients and investment companies have previously invested.

Morgan Stanley's Marketing Activities

Morgan Stanley is engaged in the business of underwriting, syndicating, brokering, administering, servicing, arranging and advising on the distribution of a wide variety of alternative structured products and other securities in which we may invest, including, without limitation, royalty-backed bonds and royalty sales, tax receivable agreements, index dividend swaps, synthetic performing loan securitizations, collateralized loan obligations and commercial mortgage-backed securities. Subject to the restrictions of the 1940 Act, including Sections 10(f) and 57(a) thereof, we may invest in transactions in which Morgan Stanley acts as underwriter, placement agent, syndicator, broker, administrative agent, servicer, advisor, arranger or structuring agent and receives fees or other compensation from the sponsors of such products or securities. Any fees earned by Morgan Stanley in such capacity will not be shared with us. Certain conflicts of interest, in addition to the receipt of fees or other compensation, would be inherent in these transactions. Moreover, the interests of one of Morgan Stanley's clients with respect to an issuer of securities in which we have an investment may be adverse to our best interests. In conducting the foregoing activities, Morgan Stanley will be acting for its other clients and will have no obligation to act in our best interests.

Without limiting the generality of the foregoing, in light of our investment strategy, it is anticipated that a portion of our investments will be sourced from various Morgan Stanley business units, including in particular, but without limitation, the IS division, which includes Investment Banking, Sales & Trading, and Global Capital Markets. To the extent permitted by the 1940 Act, IS may serve as a broker to both the counterparty and us. There can be no assurance that we will be able to source investments from other businesses within Morgan Stanley.

Commodities and Global-Structured Products

Morgan Stanley's commodities business will not be required to offer any investment opportunity to us. This business includes or may include in the future (but is not limited to) the ownership (whether directly or indirectly, in whole or in part), financing, hedging, trading, production, storage and delivery of various types of commodities and commodity-related products and commodity-related assets, including, without limitation, energy (power and capacity), coal, emissions, oil and its byproducts, natural gas, metals and minerals, agricultural products, wind-powered energy, renewables, biodiesels, shipping, transmission, port and storage facilities, conversion facilities or any associated land or other facilities and generation.

Morgan Stanley's global-structured products business will not be required to offer any investment opportunity to us. This business is a joint venture among Morgan Stanley's investment banking, fixed income and consolidated equities divisions that pursues structured tax-advantaged transactions primarily on behalf of Morgan Stanley.

Client Relationships

Morgan Stanley has existing and potential relationships with a significant number of corporations, institutions and individuals. In providing services to its clients, Morgan Stanley may face conflicts of interest with respect to activities recommended to or performed for such clients, on the one hand, and us, the investors or the entities in which we invest, on the other hand. In addition, these client relationships may present conflicts of interest in determining whether to offer certain investment opportunities to us.

In acting as principal or in providing advisory and other services to its other clients, Morgan Stanley may engage in or recommend activities with respect to a particular matter that conflict with or are different from activities engaged in or recommended by the Adviser on our behalf.

Principal Investments

To the extent permitted by applicable law, there may be situations in which our interests in a portfolio company may conflict with the interests of one or more general accounts of Morgan Stanley and its affiliates

or accounts advised by Morgan Stanley or their affiliates. This may occur because these accounts hold public and private debt and equity securities of a large number of issuers which may be or become portfolio companies, or from whom portfolio companies may be acquired.

Conflicts with Portfolio Companies

Officers and employees of the Adviser or Morgan Stanley may serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interest of the portfolio company. In certain circumstances, for example in situations involving bankruptcy or near insolvency of the portfolio company, actions that may be in the best interests of the portfolio company may not be in our best interests, and vice versa. In addition, the possibility exists that the companies with which one or more members of the Investment Team or other employees of Morgan Stanley are involved could engage in transactions that would be suitable for us, but in which we might be unable to invest. Accordingly, in these situations, there may be conflicts of interests between such person's duties as an officer or employee of the Adviser or Morgan Stanley and such person's duties as a director of the portfolio company.

Morgan Stanley may invest on behalf of itself and/or its Affiliated Investment Accounts in a portfolio company that is a competitor of one of our portfolio companies or that is a service provider, supplier, customer or other counterparty with respect to one of our portfolio companies. In providing advice and recommendations to, or with respect to, such portfolio companies, and in dealing in their securities on behalf of itself or such Affiliated Investment Accounts, to the extent permitted by law, Morgan Stanley will not take into consideration our best interests or the best interests of our portfolio companies. Accordingly, such advice, recommendations and dealings may result in adverse consequences to us or our portfolio companies. In addition, in providing services to such portfolio companies, the Adviser may come into possession of information that it is prohibited from acting on (including on our behalf) even though such action would be in our best interests. See also "*Material Nonpublic Information*" above.

Transactions with Portfolio Companies of Affiliated Investment Accounts

Our portfolio entities may be counterparties to or participants in agreements, transactions or other arrangements with portfolio companies or other entities of portfolio investments of Affiliated Investment Accounts (for example, one of our portfolio entities may retain a company in which an Affiliated Investment Account invests to provide services or may acquire an asset from such company or vice versa). Certain of these agreements, transactions and arrangements involve fees, servicing payments, rebates and/or other benefits to Morgan Stanley or its affiliates. For example, portfolio entities may, including at the encouragement of Morgan Stanley, enter into agreements regarding group procurement and/or vendor discounts. Morgan Stanley and its affiliates may also participate in these agreements and may realize better pricing or discounts as a result of the participation of portfolio entities. To the extent permitted by applicable law, certain of these agreements may provide for commissions or similar payments and/or discounts or rebates to be paid to a portfolio entity of an Affiliated Investment Account, and such payments or discounts or rebates may also be made directly to Morgan Stanley or its affiliates. Under these arrangements, a particular portfolio company or other entity may benefit to a greater degree than the other participants, and the Morgan Stanley funds, investment vehicles and accounts (which may or may not include us) that own an interest in such entity will receive a greater relative benefit from the arrangements than the Morgan Stanley funds, investment vehicles or accounts that do not own an interest therein. Such fees and compensation received by portfolio companies of Affiliated Investment Accounts described above would not be shared with us.

Broken Deal and Other Expenses

The appropriate allocation of fees and expenses generated in connection with potential portfolio investments that are not consummated with an investment of our assets, including without limitation out-of- pocket fees associated with attorney fees and the fees of other professionals, will be determined based on the policies adopted by the Adviser and we are expected to bear our ratable share of such expenses.

Investments in Portfolio Investments of Other Funds

To the extent permitted by applicable law and/or the terms of the exemptive relief, when we invest in certain companies or other entities, other funds affiliated with the Adviser may have made or may be making an investment in such companies or other entities.

Other funds that have been or may be advised by the Adviser or its affiliated advisers may invest in the companies or other entities in which we have made an investment. Under such circumstances, we and such other funds may have conflicts of interest (e.g., over the terms, exit strategies and related matters, including the exercise of remedies of our respective investments). If the interests held by us are different from (or take priority over) those held by such other funds, the Adviser may be required to make a selection at the time of conflicts between the interests held by such other funds and the interests held by us.

Allocation of Expenses

Expenses may be incurred that are attributable to us and one or more other Affiliated Investment Accounts (including in connection with portfolio companies in which we, and such other Affiliated Investment Accounts have overlapping investments). The allocation of such expenses among such entities raises potential conflicts of interest. The Adviser and its affiliates intend to allocate such common expenses among us and any such other Affiliated Investment Accounts on a pro rata basis or in such other manner as may be required by applicable law.

Temporary Investments

To more efficiently invest short-term cash balances held by us, the Adviser may invest such balances on an overnight "sweep" basis in shares of one or more money market funds or other short-term vehicles. It is anticipated that the investment adviser to these money market funds or other short-term vehicles may be affiliated with the Adviser to the extent permitted by applicable law, including Rule 12d1-1 under the 1940 Act. In such a case, the affiliated investment adviser will receive asset-based fees in respect of our investment (which will reduce the net return realized by us).

Brokerage Activities

The Adviser may, in its discretion, subject to its determination in its discretion that such transactions are on arm's-length terms, and subject to applicable law, choose to execute trades with Morgan Stanley acting as agent and charging a commission to us.

Restructuring Activities

Morgan Stanley may also represent creditor or debtor companies in proceedings under chapter 11 of the U.S. Bankruptcy Code (and equivalent non-U.S. bankruptcy laws) or prior to these proceedings. From time to time, Morgan Stanley may serve on creditor or equity committees. These actions, for which Morgan Stanley may be compensated, may limit or preclude the flexibility that we may otherwise have to buy or sell securities issued by those companies, as well as certain other assets.

Other Affiliate Transactions

We may borrow money from multiple lenders, including Morgan Stanley, from time to time as permitted by applicable law. In addition, our portfolio companies also may participate as a counterparty with, or as a counterparty to, Morgan Stanley or an investment vehicle formed by it in connection with currency and interest rate hedging, derivatives (including swaps and forwards of all types), obtaining leverage and other transactions. The Adviser, which is responsible for pursuing our investment objectives, is under control of Morgan Stanley and may encounter conflicts where, for example, a decision regarding the acquisition, holding or disposition of an investment is considered attractive or advantageous for us yet poses a risk of economic loss to Morgan Stanley. If such conflicts arise, potential investors should be aware that, while the Adviser has a fiduciary duty to us, Morgan Stanley may act to protect its own interests to the extent permitted by applicable law ahead of our investment interests. Note that Morgan Stanley's ability to serve as a lender to us or our portfolio companies or counterparty to our portfolio companies has been and is likely to be restricted by the Volcker Rule.

As of September 30, 2023, Mitsubishi UFJ Financial Group ("MUFG") owns an approximate 22.9% interest in Morgan Stanley. Morgan Stanley and MUFG have agreed to pursue a global strategic alliance and have identified numerous areas of collaboration, including asset management, capital markets and

corporate and retail banking. While we may transact business with MUFG and its affiliates to the extent permitted by applicable law, such transactions will be on an arm's-length basis.

Management of the Company

The members of the Investment Team will generally devote such time as Morgan Stanley, in its sole discretion, deems necessary to carry out our operations effectively. The members of the Investment Team may also work on projects for Morgan Stanley (including the MS BDCs and other Affiliated Investment Accounts), and conflicts of interest may arise in allocating management time, services or functions among such affiliates. Certain members of the Investment Team, including senior members thereof, are not expected to be involved in each aspect of the Company, including in evaluating and reviewing certain types of investments made by us. Morgan Stanley (including the Adviser, members of the Investment Team and members of the Investment Committee) will not be precluded from conducting activities unrelated to us.

Relationship among the Company, the Adviser and the Investment Team

To the extent permitted by applicable law, we may engage in agency transactions involving Morgan Stanley, and principal cross transactions involving certain funds advised by Morgan Stanley as counterparty, in all cases subject to applicable law, including the 1940 Act, the Advisers Act and Dodd-Frank. These transactions may create a conflict of interest between the interests of the Adviser in assuring that we receive the best execution on all transactions and in limiting or reducing the fees paid by us, and its interest in generating profits and fees for Morgan Stanley.

The Investment Committee

The Investment Committee has principal responsibility for approving new investments and oversight over portfolio construction and management of existing investments. The Investment Committee is composed of senior members of the Investment Team and other Morgan Stanley investment professionals and executives. There is no assurance that all members of the Investment Committee will be present at every meeting of the Investment Committee, or otherwise involved in all decisions of the Investment Committee. Most of the members of the Investment Committee will be involved in business activities of Morgan Stanley other than activities with respect to the Company.

For example, the Investment Committee also serves the Adviser in its capacity as the investment adviser to the MS BDCs. Conflicts of interest may arise between Morgan Stanley or its clients, on the one hand, and us, on the other hand. Members of the Investment Committee may be affected by such conflicts of interest as a result of their other activities for Morgan Stanley. One or more members of the Investment Committee may recuse themselves from attendance at one or more meetings of the Investment Committee or from participation in certain of its activities, with a view to mitigating actual or potential conflicts of interest, even where such individual has relevant knowledge or experience with respect to the matters under consideration that would have assisted the Investment Committee in making its decisions. Also, a member of the Investment Committee may be precluded from attending, or may decide not to attend, meetings of the Investment Committee as a result of regulatory or other requirements affecting such individual. To the extent that one or more members of the Investment Committee does not participate in the meetings or activities of the Investment Committee for any reason, this may result in the Investment Committee making different decisions than those that it would have made had such member(s) participated (including, without limitation, investment decisions), which may have adverse consequences for us. Conversely, a member of the Investment Committee may, to the extent permitted by Morgan Stanley's internal policies and applicable law, attend and participate in meetings of the Investment Committee notwithstanding that such individual is affected by conflicts of interest as contemplated in this paragraph. In such a case, the Investment Committee may reach different conclusions with respect to matters affecting us (including without limitation investment decisions) than it would have reached had such member either not been affected by such conflict of interest or had recused himself or herself from participating in such decision, which may have adverse consequences for us. Furthermore, the Adviser may change the composition of the Investment Committee from time to time. There can be no assurance that any replacement members of the Investment Committee will be of comparable experience and seniority to current members of the Investment Committee.

Company Creditworthiness

We will be required to establish business relationships with counterparties based on our own credit standing. Morgan Stanley will not have any obligation to allow its credit to be used in connection with our establishment of our business relationships, nor is it expected that our counterparties will rely on the credit of Morgan Stanley in evaluating our creditworthiness.

Disparate Fee Arrangements with Service Providers

Certain of our advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants and investment or commercial banking firms) and our portfolio entities also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the Adviser or their affiliates. Such advisors and other service providers may be investors in us, former employees of Morgan Stanley, affiliates of the Adviser, sources of investment opportunities or co-investors or counterparties therewith. Morgan Stanley may receive discounts from such advisors and other service providers due to certain economies of scale.

Notwithstanding the foregoing, investment transactions for us that require the use of a service provider will generally be allocated to service providers on the basis of best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Adviser believes to be of benefit to us. In certain circumstances, advisors and other service providers, or their affiliates, charge different rates or have different arrangements for services provided to Morgan Stanley, the Adviser or their affiliates as compared to services provided to us and our portfolio entities, which may result in more favorable rates or arrangements than those payable by us or such portfolio entities. In connection with the engagement of any such service provider (including accountants), it is likely that we, the Adviser and our respective affiliates will need to acknowledge that to the fullest extent permitted by law, such service provider does not represent or owe any duty to any investor or to the investors as a group in connection with such retention.

Morgan Stanley Policies and Procedures

Specified policies and procedures implemented by Morgan Stanley reasonably designed to mitigate potential conflicts of interest and address certain legal and regulatory requirements including money laundering and corruption-related requirements and reflecting the increasing relevance of environmental, social and corporate governance issues (including adoption of an environmental policy statement and a statement on human rights), contractual restrictions and/or reputation-driven concerns may limit the Adviser's ability to pursue certain investment opportunities and reduce the synergies across Morgan Stanley's various businesses that we expect to draw on for purposes of pursuing attractive investment opportunities. Because Morgan Stanley has many different principal, asset management and advisory businesses, it is subject to a number of actual, potential and perceived conflicts of interest, greater regulatory oversight and more legal, regulatory and contractual restrictions than those to which it would otherwise be subject if it had just one line of business. In addressing these conflicts and regulatory, legal and contractual requirements across its various businesses, Morgan Stanley has implemented certain policies and procedures (e.g., information walls) and established a global conflicts management office to review conflicts and potential conflicts between various Morgan Stanley businesses, and these may reduce the positive synergies that we expect to utilize for purposes of finding, managing and disposing of attractive investments. For example, Morgan Stanley may come into possession of material non-public information with respect to entities in which we may be considering making an investment. As a consequence, that information, which could be of benefit to us, might become unavailable to us; in some instances, the investment opportunities may no longer be made available to us.

Morgan Stanley has implemented a number of policies impacting us and the Adviser aimed at mitigating franchise risk, preventing money laundering and corruption, and reflecting the increasing relevance of environmental, social and corporate governance issues (including adoption of an environmental policy statement and a statement on human rights).

Certain Related Transactions

We have entered into a number of business relationships with affiliated or related parties, including the following:

- the Investment Advisory Agreement;
- the Administration Agreement;
- the Expense Support and Waiver Agreement; and
- Indemnification Agreements

Director Independence

The 1940 Act requires that at least a majority of our directors not be "interested persons" (as defined in the 1940 Act) of the Company. On an annual basis, each member of our Board of Directors is required to complete an independence questionnaire designed to provide information to assist our Board of Directors in determining whether the director is independent under the 1940 Act and our corporate governance guidelines. Our Board of Directors has and determined that each of our directors, other than Messrs. Miller and Levin, is independent under the Exchange Act and the 1940 Act. Our governance guidelines require any director who has previously been determined to be independent to inform the Chair of the Board of Directors, the Chair of the Nominating and Corporate Governance Committee and our corporate secretary of any change in circumstance that may cause his or her status as an independent director to change. Our Board of Directors limits membership on the Audit Committee and the Nominating and Corporate Governance Committee to Independent Directors.

ITEM 8. LEGAL PROCEEDINGS

Neither we nor our Adviser or Administrator is currently subject to any material legal proceedings, nor, to our knowledge, is any material legal proceeding that would affect our business threatened against us, or against our Adviser or Administrator.

From time to time, we, our Adviser or Administrator may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts with our portfolio companies. While the outcome of such legal proceedings cannot be predicted with certainty, we do not expect that these proceedings would have a material effect upon our financial condition or results of operations.

From time to time, we are involved in various legal proceedings, lawsuits and claims incidental to the conduct of our business. Our businesses are also subject to extensive regulation, which may result in regulatory proceedings against us.

ITEM 9. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Our Units are offered and sold in private offerings exempt from registration under the Securities Act under Regulation S and other exemptions of similar import in the laws of the jurisdictions where the offering will be made, and we are authorized to offer and sell an unlimited number of our Units in such offering. See "*Item 10. Recent Sales of Unregistered Securities*" for more information. There is no public market for our Units currently, nor can we give any assurance that one will develop.

Because Units are being acquired by investors in one or more transactions "not involving a public offering," they are "restricted securities" and may be required to be held indefinitely. Our Units may not be sold, transferred, assigned, pledged or otherwise disposed of unless the Units are registered under applicable securities laws or specifically exempted from registration (in which case the holders may, at our option, be required to provide us with a legal opinion, in form and substance satisfactory to us, that registration is not required). Accordingly, investors must be willing to bear the economic risk of investment in the Units

until we are liquidated. No sale, transfer, assignment, pledge or other disposition, whether voluntary or involuntary, of Units may be made except by registration of the transfer on our books. Each transferee will be required to execute the LLC Agreement pursuant to which they will agree to be bound by these restrictions and the other restrictions imposed on the Units and to execute such other instruments or certifications as are reasonably required by us.

Holders

Please see "*Item 4. Security Ownership of Certain Beneficial Owners and Management*" for disclosure regarding the holders of our Units.

Distribution Policy

To the extent that we have income available, we intend to make monthly distributions to holders of our Units out of assets legally available for distribution. We intend to elect to be taxed as a RIC under Subchapter M of the Code. To obtain and maintain our RIC tax status, we intend to distribute at least 90% of our investment company taxable income (as defined by the Code, which generally includes net ordinary income and net short-term taxable gains) to holders of our Units in respect of each taxable year and to distribute net capital gains (that is, net long-term capital gains in excess of net short-term capital losses), if any, at least annually out of the assets legally available for such distributions as well as satisfy other applicable requirements under the Code. See "*Item 1. Business — Certain U.S. Federal Income Tax Considerations*."

We cannot assure you that we will achieve results that will permit us to pay any cash distributions and we will be prohibited from making distributions if doing so would cause us to fail to maintain the asset coverage ratios stipulated by the 1940 Act.

Distribution Reinvestment Plan

We have adopted an opt in DRIP. As a result, if we declare a cash distribution, unitholders that specifically opt into the DRIP will have their cash distributions automatically reinvested in additional Units.

A registered holder of Units may elect to opt in to the DRIP by notifying the plan administrator and our transfer agent and registrar, currently State Street Bank and Trust Company, in writing so that such notice is received by the plan administrator no later than ten days prior to the record date for a distribution to common unitholders in order to have their distributions automatically reinvested in our Units. The plan administrator will set up an account for each unitholder who opts in to the DRIP in order to acquire Units in non-certificated form through the plan. Unitholders who hold Units through a broker or other financial intermediary may opt in to the DRIP by notifying their broker or other financial intermediary of their election.

We expect to use newly issued Units to implement the DRIP, with such Units to be issued at the most recent price per Unit as determined by the Company or, if more recent, the most recent net asset value of the Units as determined by the Board of Directors (including any committee thereof), subject, in each case, to adjustment to the extent necessary to comply with Section 23 of the 1940 Act. The number of Units to be issued to a unitholder is determined by dividing the total dollar amount of the distribution payable to such unitholder by the price per Unit. Any Units received in a distribution will have a new holding period for tax purposes commencing on the day following the day on which such Units are credited to the U.S. holder's account.

There will be no brokerage or other charges to unitholders who participate in the plan. The DRIP administrator's fees under the plan will be paid by us and, therefore, will be borne by our unitholders.

Unitholders who elect to receive distributions in the form of Units are generally subject to the same U.S. federal, state and local tax consequences as are unitholders who receive their distributions in cash. However, since a participating unitholder's cash distributions would be reinvested in Units, such unitholder will not receive cash with which to pay applicable taxes on reinvested distributions. A unitholder's basis for determining gain or loss upon the sale of Units received in a distribution from us will generally be equal to the cash that would have been received if the unitholder had received the distribution in cash. Any Units received in a

distribution will have a new holding period for tax purposes commencing on the day following the day on which such Units are credited to the U.S. holder's account.

We may terminate the DRIP upon notice in writing mailed to each participant at least 30 days prior to any record date for the payment of any distribution by us.

ITEM 10. RECENT SALES OF UNREGISTERED SECURITIES

In conjunction with our formation, on April 28, 2023, MS Credit Partners Holdings Inc., an affiliate of the Adviser, purchased 1,250 Units at a price per Unit of $20 for an aggregate purchase price of $25,000. Concurrent with our initial closing, MS Credit Partners Holdings Inc. sold such Units to an unaffiliated third-party for an aggregate purchase price of $25,000.

ITEM 11. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The following description is based on relevant portions of the Delaware Act and of our LLC Agreement. This summary is not necessarily complete, and we refer you to the Delaware Act and our LLC Agreement for a more detailed description of the provisions summarized below.

General

Under the terms of our LLC Agreement, we are authorized to issue an unlimited number of common units (the "Units") and preferred units. As of November 1, 2023, there were 1,250 Units outstanding and no preferred units outstanding. There is currently no market for our Units, and we can offer no assurances that a market for our Units will develop in the future. We do not intend for the Units offered pursuant to the Private Offering to be listed on any national securities exchange. There are no outstanding options or warrants to purchase our Units. No Units have been authorized for issuance under any equity compensation plans.

Description of our Units

Common Units

Under the terms of the LLC Agreement, we retain the right to accept subscriptions for our Units. In addition, holders of Units are entitled to one vote for each Unit held on all matters submitted to a vote of unitholders and do not have cumulative voting rights. Unitholders are entitled to receive proportionately any distributions declared by the Board of Directors, subject to any preferential dividend rights of outstanding preferred units. Upon our liquidation, dissolution or winding up, the unitholders will be entitled to receive ratably our net assets available after the payment of (or establishment of reserves for) all debts and other liabilities and will be subject to the prior rights of any outstanding preferred units. Unitholders have no redemption or preemptive rights. The rights, preferences and privileges of unitholders are subject to the rights of the holders of any preferred units that we may designate and issue in the future.

Preferred Units

The Private Offering does not include an offering of preferred units. However, under the terms of the LLC Agreement, our Board of Directors is authorized to issue one class of preferred units without approval of the common unitholders. Prior to the issuance of a series of preferred units, the Board of Directors is required by the LLC Agreement to set the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms or conditions of redemption. The 1940 Act limits our flexibility as certain rights and preferences of the preferred units require, among other things:

(i) immediately after issuance and before any distribution is made with respect to the preferred units, we must meet an asset coverage ratio of total assets to total senior securities, which include all of our borrowings and any preferred units; and

(ii) at any time when there are outstanding preferred units, the holders of preferred units, if any are issued, must be entitled as a class to elect two directors at all times, which directors may be additional directors or existing directors designated by the Board of Directors to be elected by the preferred

unitholders, and to elect a majority of the directors if and for so long as dividends on the preferred units are unpaid in an amount equal to two full years of dividends on the preferred units.

Transfer and Resale Restrictions

We intend to sell our Units in private offerings in the United States under the exemption provided by Regulation S under the Securities Act and other exemptions from the registration requirements of the Securities Act. Investors who acquire our Units in such private offerings are required to complete, execute and deliver a Subscription Agreement, a joinder to our LLC Agreement and related documentation, which includes customary representations and warranties, certain covenants and restrictions and indemnification provisions. Additionally, such investors may be required to provide due diligence information to us for compliance with certain legal requirements. We may, from time to time, engage offering or distribution agents and incur offering or distribution fees or sales commissions in connection with the private offering of our Units in certain jurisdictions outside the United States. The cost of any such offering or distribution fees may be borne by an affiliate of the Adviser. We will not incur any such fees or commissions if our net proceeds received upon a sale of our Units after such costs would be less than the net asset value per Unit.

No transfer of our Units may be made without (a) registration of the transfer on our books and (b) our prior written consent, which may be given or withheld in our sole discretion for any or no reason. In any event, our consent may be withheld including, without limitation, (1) if the creditworthiness of the proposed transferee, as determined by us in our sole discretion, is not sufficient to satisfy all obligations under the Subscription Agreement or (2) if we do not receive an opinion of counsel (who may be counsel for the Company) satisfactory in form and substance to us that provides:

- (i) such transfer would not violate the Securities Act or any state (or other jurisdiction) securities or "blue sky" laws applicable to us or the Units to be transferred; and
- (ii) in the case of a transfer to an "employee benefit plan" as defined in the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), that is subject to the fiduciary responsibility provisions of Title I of ERISA or a "controlling person" as defined in ERISA, such transfer would not be a non-exempt "prohibited transaction" under ERISA or Section 4975 of the Code or cause all or any portion of the assets of the Company to constitute "plan assets" under ERISA or Section 4975 of the Code.

Limited Liability of the Members

No common unitholder or former common unitholder, in its capacity as such, will be liable for any of our debts, liabilities or obligations except as provided hereunder and to the extent otherwise required by law. Each common unitholder and former common unitholder will be required to pay to us any unpaid balance of any payments that he, she or it is expressly required to make to us pursuant to the LLC Agreement or pursuant to such common unitholder's Subscription Agreement, as the case may be.

Delaware Law and Certain Limited Liability Company Agreement Provisions

Organization and Duration

We were formed as a Delaware limited liability company on February 7, 2023 with the name "LTMS Fund LLC". We changed our name to "LGAM Private Credit LLC" on March 20, 2023. We will remain in existence until dissolved in accordance with the LLC Agreement or pursuant to Delaware law.

Purpose

Under the LLC Agreement, we are permitted to engage in any business activity that lawfully may be conducted by a limited liability company organized under Delaware law and, in connection therewith, to exercise all of the rights and powers conferred upon it pursuant to the agreements relating to such business activity.

Agreement to be Bound by the LLC Agreement; Power of Attorney

By executing the Subscription Agreement (which signature page constitutes a counterpart signature page to the LLC Agreement), each investor accepted by the Company is agreeing to be admitted as a

member of the Company and bound by the terms of the LLC Agreement. Pursuant to the LLC Agreement, each common unitholder and each person who acquires Units from a common unitholder grants to certain of our officers (and, if appointed, a liquidator) a power of attorney to, among other things, execute and file documents required for our qualification, continuance or dissolution. The power of attorney also grants the Board of Directors the authority to make certain amendments to, and to make consents and waivers under and in accordance with, the LLC Agreement.

Resignation and Removal of Directors; Procedures for Vacancies

Any director may resign at any time by submitting his or her written resignation to the Board of Directors or secretary of the Company. Such resignation will take effect at the time of its receipt by the Company unless another time be fixed in the resignation, in which case it will become effective at the time so fixed. The acceptance of a resignation is not required to make it effective. Any or all of the directors may be removed by either (a) the affirmative vote of a majority of the full Board of Directors or (b) by the affirmative vote of at least 50% in voting power of the then-outstanding Units and preferred units voting together as a single class, at a meeting of the members; provided, that any or all directors appointed by preferred unitholders may be removed only by the affirmative vote of at least 66⅔% in voting power of all our then-outstanding preferred units.

Except as otherwise provided by applicable law, including the 1940 Act, any newly created directorship on the Board of Directors that results from an increase in the number of directors, and any vacancy occurring in the Board of Directors that results from the death, resignation, retirement, disqualification or removal of a director or other cause, will be filled by either (a) the appointment and affirmative vote of a majority of the remaining directors in office, although less than a quorum (with a quorum being a majority of the total number of directors), or by a sole remaining director or (b) a majority in-interest of the common unitholders and preferred unitholders, voting together as a single class, at a meeting of the members; provided, that any vacancy of a director appointed by preferred unitholders shall be filled by a majority-in interest of the then outstanding preferred units, voting together as a separate class. Any director elected to fill a vacancy or newly created directorship will hold office for the remainder of the full term of the directorship in which the vacancy occurred and until a successor is duly elected and qualified, or until his or her death, resignation, retirement, disqualification or removal.

Action by Unitholders

Under the LLC Agreement, unitholder action can be taken only at a meeting of unitholders or by written consent in lieu of a meeting by unitholders representing at least the number of Units required to approve the matter in question.

Our Board of Directors, the Chair of the Board of Directors, our Chief Executive Officer or members holding a majority of the Units entitled to vote at the meeting may call a meeting of unitholders. Only business specified in our notice of meeting (or supplement thereto) may be conducted at a meeting of unitholders.

Amendment of the LLC Agreement

Except as otherwise provided in the LLC Agreement, the terms and provisions of the LLC Agreement may be amended with the consent of the Board of Directors (which term includes any waiver, modification, or deletion of the LLC Agreement) during or after the term of the Company, together with the prior written consent of:

a. If no preferred units have been issued and are outstanding, the holders of a majority of the Units; and

b. If preferred units have been issued and are outstanding, (i) in the case of an amendment not affecting the rights of preferred unitholders, the holders of a majority of the Units, (ii) in the case of an amendment not affecting the rights of the common unitholders (including rights or protections with respect to tax consequences of common unitholders), the holders of a majority of the preferred units, and (iii) in case of an amendment affecting the rights (including rights or

protections with respect to tax consequences of common unitholders) of both the common unitholders and preferred unitholders, the holders of a majority of the Units and the holders of a majority of the preferred units.

Notwithstanding clauses (a) or (b) above, certain limited amendments, as set forth in the LLC Agreement, may be made with the consent of the Board of Directors and without the need to seek the consent of any common unitholder or preferred unitholder.

Merger, Sale or Other Disposition of Assets

Subject to any restrictions of the 1940 Act and applicable law, the Board of Directors may, without the approval of our unitholders, cause us to, among other things, sell, exchange or otherwise dispose of all or substantially all of our assets in a single transaction or series of transactions, or approve on our behalf, the sale, exchange or disposition of all or substantially all of our assets. Our Board of Directors may also cause the sale of all or substantially all of our assets under a foreclosure or other realization without unitholder approval. Unitholders are not entitled to dissenters' rights of appraisal under the LLC Agreement or applicable Delaware law in the event of a merger or consolidation, a sale of all or substantially all of our assets or any other similar transaction or event.

Submission to Jurisdiction; Waiver of Jury Trial

Pursuant to the LLC Agreement, each holder of Units accepts the non-exclusive jurisdiction of courts of the State of New York located in New York County or the U.S. District Court for the Southern District of New York located in New York County. However, this provision does not apply to claims arising under the federal securities laws, including, without limitation, the 1940 Act. Submission to such jurisdiction may result in litigation in a venue that a unitholder could view as inconvenient or less favorable in the absence of such provision. Furthermore, each holder of Units, by becoming a member of the Company and agreeing to be bound by the terms of the LLC Agreement waives its right to a trial by jury to the fullest extent permitted by law in any claim or cause of action directly or indirectly based upon or arising out of the LLC Agreement.

Books and Reports

We are required to keep appropriate books of our business at our principal offices. The books will be maintained for both tax and financial reporting purposes on an accrual basis in accordance with U.S. GAAP. For financial reporting purposes, our fiscal year is a calendar year ending December 31.

ITEM 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The LLC Agreement provides that, to the fullest extent permitted by applicable law, none of our officers, directors or employees will be liable to us or to any unitholder for any act or omission performed or omitted by any such person (including any acts or omissions of or by another officer, director or employee), in the absence of willful misfeasance, bad faith, gross negligence or reckless disregard of the obligations and duties involved in the conduct of his or her office.

The LLC Agreement provides that we will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he or she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

In addition, we will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment

in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, except that no indemnification will be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Under the indemnification provision of the LLC Agreement, expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Company pursuant to the provisions of the LLC Agreement.

So long as we are regulated under the 1940 Act, the above indemnification and limitation of liability is limited by the 1940 Act or by any valid rule, regulation or order of the SEC thereunder. The 1940 Act provides, among other things, that a company may not indemnify any director or officer against liability to it or its security holders to which he or she might otherwise be subject by reason of his or her willful misfeasance, bad faith, gross negligence or reckless disregard of the obligations and duties involved in the conduct of his or her office unless a determination is made by final decision of a court, by vote of a majority of a quorum of directors who are disinterested, non-party directors or by independent legal counsel that the liability for which indemnification is sought did not arise out of the foregoing conduct. In addition, we have obtained liability insurance for our officers and directors.

ITEM 13. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Set forth below is an index to our financial statements attached to this Registration Statement.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
LGAM Private Credit LLC

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Report of Independent Registered Public Accounting Firm

To the Member and the Board of Directors of LGAM Private Credit LLC

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statement of financial condition of LGAM Private Credit LLC and its subsidiaries (the "Company") as of October 31, 2023, and the related consolidated statements of operations, changes in member's capital, and cash flows for the period from February 7, 2023 (inception) through October 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of October 31, 2023, and the results of its operations, changes in member's capital, and its cash flows for the period from February 7, 2023 (inception) through October 31, 2023 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

New York, New York
December 1, 2023
We have served as the Company's auditor since 2023

LGAM PRIVATE CREDIT LLC

CONSOLIDATED STATEMENT OF FINANCIAL CONDITION

	As of October 31, 2023
Assets	
Cash	$ 25,000
Deferred offering costs	33,792
Total Assets	58,792
Liabilities	
Payable to affiliate	258,262
Accrued expenses	16,466
Total Liabilities	274,728
Commitment and contingencies	
Total Member's Capital	$(215,936)
Total Liabilities and Member's Capital	$ 58,792

The accompanying notes are an integral part of these consolidated financial statements.

LGAM PRIVATE CREDIT LLC

CONSOLIDATED STATEMENT OF OPERATIONS

	For the period from February 7, 2023 (inception) through October 31, 2023
Revenue	$ —
Expenses:	
Organization costs	240,936
Total Expenses	240,936
Net Loss	$(240,936)

The accompanying notes are an integral part of these consolidated financial statements.

LGAM PRIVATE CREDIT LLC

CONSOLIDATED STATEMENT OF CHANGES IN MEMBER'S CAPITAL

	For the period from February 7, 2023 (inception) through October 31, 2023
Member's Capital at beginning of period:	$ —
Net loss:	(240,936)
Capital transactions:	
Capital contribution	25,000
Net increase in Member's Capital resulting from capital transactions	25,000
Total decrease in Member's Capital	(215,936)
Member's Capital at end of period	$(215,936)

The accompanying notes are an integral part of these consolidated financial statements.

LGAM PRIVATE CREDIT LLC

CONSOLIDATED STATEMENT OF CASH FLOWS

	For the period from February 7, 2023 (inception) through October 31, 2023
Cash flows from operating activities	
Net decrease in member's capital resulting from operations	$(240,936)
Adjustments to reconcile net decrease in member's capital resulting from operations to net cash provided by (used in) operating activities	
Change in deferred offering costs	(33,792)
Change in payable to affiliate	258,262
Change in accrued expenses	16,466
Net cash provided by (used in) operating activities:	—
Cash flows from financing activities:	
Proceeds from member's capital contribution	25,000
Net cash provided by (used in) financing activities:	25,000
Net increase (decrease) in cash	25,000
Cash at beginning of period	—
Cash at end of period	$ 25,000

The accompanying notes are an integral part of these consolidated financial statements.

LGAM PRIVATE CREDIT LLC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(1) Organization

LGAM Private Credit LLC (the "Company") is an externally managed specialty finance company that intends to focus on lending to middle market companies. The Company intends to elect to be regulated as a business development company ("BDC") under the Investment Company Act of 1940 Act, as amended (the "1940 Act"). In addition, for US federal income tax purposes, the Company intends to elect to be treated, and to comply with the requirements to qualify annually, as a regulated investment company ("RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended.

The Company was formed as a Delaware limited liability company on February 7, 2023 with the name "LTMS Fund LLC". The Company changed its name to "LGAM Private Credit LLC" on March 20, 2023. The Company expects to commence operations as early as the fourth quarter of 2023.

The Company's investment objective is to achieve attractive risk-adjusted returns via current income and, to a lesser extent, capital appreciation by investing primarily in directly originated senior secured term loans issued by U.S. middle market companies backed by private equity sponsors.

The Company intends to achieve its investment objective by investing primarily in directly originated senior secured term loans including first lien senior secured term loans (including unitranche loans), second lien senior secured term loans, with the balance of its investments expected to be in higher-yielding assets such as mezzanine debt, unsecured debt, equity investments and other opportunistic asset purchases.

The Company may also make investments in traded bank loans and other liquid debt securities of U.S. corporate issuers, including in broadly syndicated loans, which may provide more liquidity than private credit investments, for cash management purposes, including to manage payment obligations under the unit repurchase program. Depending on various factors, including cash flows and the market for middle market company debt investments, the Company expects that its liquid loan portfolio could represent a material portion of investments from time to time.

The Company intends to conduct a continuous private offering (the "Private Offering") of its units in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), including the exemption provided by Regulation S under the Securities Act and other exemptions from the registration requirements of the Securities Act. The Company is offering one class of its units (the "Units").

The Company has formed wholly-owned subsidiaries for the purpose of holding certain investments in portfolio companies made by the Company. As of October 31, 2023, the Company's wholly owned subsidiaries were formed as Delaware limited liability companies and included: LGAM CA SPV LLC ("CA SPV") and LGAM Financing SPV LLC ("LGAM SPV LLC" and together with CA SPV, the "subsidiaries")." The Company consolidates its wholly-owned subsidiaries in these consolidated financial statements from the date of the respective subsidiary's formation.

As of the date of these consolidated financial statements, the Company has not commenced investing activities. The Company has incurred certain costs related to organization and offering expenses.

The Company's first fiscal period ended will be December 31, 2023.

(2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America. This requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the accompanying notes. Such amounts could differ from those estimates and such differences could be material.

Consolidation

As provided under Accounting Standards Codification ("ASC") Topic 946, the Company will not consolidate its investment in a company other than an investment company subsidiary or a controlled operating company whose business consists of providing services to the Company. Accordingly, the Company consolidated the accounts of the Company's wholly owned subsidiaries in its consolidated financial statements. All intercompany balances and transactions have been eliminated in consolidation.

Cash

Cash is carried at cost, which approximates fair value. The Company deposits its cash with multiple financial institutions and, at times, may exceed the Federal Deposit Insurance Corporation insured limit.

Organization and Offering Costs

Organization costs include costs relating to the formation and organization of the Company. These costs are expensed as incurred.

Costs associated with the Company's intended offering of Units are capitalized and included as deferred offering costs on the Consolidated Statement of Financial Condition and will be amortized over a twelve-month period from incurrence of such offering of Units.

As of October 31, 2023, organization and offering costs are included in payable to affiliate and accrued expenses on the Consolidated Statement of Financial Condition.

Expenses

The Company is responsible for investment expenses, legal expenses, auditing fees and other expenses related to the Company's operations. The Company will pay MS Private Credit Administrative Services LLC (the "Administrator") the Company's allocable portion of certain expenses incurred by the Administrator in performing its obligations under the administration agreement between the Company and the Administrator (the "Administration Agreement"), including the Company's allocable portion of the cost of its Chief Financial Officer and Chief Compliance Officer. The Administrator will be reimbursed for certain expenses it incurs on the Company's behalf. The Administrator is an indirect, wholly owned subsidiary of Morgan Stanley.

Income Taxes

Following its election to be regulated as a BDC under the 1940 Act, the Company intends to elect to be treated as a RIC and will file its tax return for the year ending December 31, 2023 as a RIC. So long as the Company maintains its status as a RIC, it generally will not pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that it distributes at least annually to its unitholders as distributions. Rather, any tax liability related to income distributed by the Company represents obligations of the Company's unitholders and will not be reflected on the Statement of Financial Condition of the Company.

New Accounting Standards

Management does not believe any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying consolidated financial statements.

(3) Agreements and Related Party Transactions

The Company expects to enter into an investment advisory agreement (the "Investment Advisory Agreement") with MS Capital Partners Adviser Inc. ("the "Adviser"). Pursuant to the Investment Advisory Agreement, the Company intends to reimburse the Adviser for the third party costs the Adviser incurs on the Company's behalf in connection with the formation and the initial closing of the Private Offering of its Units. Reflected in payable to affiliate and accrued expenses on the Consolidated Statement of Financial Condition is $274,728 of organization and offering costs incurred by the Adviser on behalf of the Company

through October 31, 2023. Of this amount, $240,936 of organization costs was included on the Consolidated Statement of Operations, and the remaining balance of offering costs was capitalized.

The Company expects to enter into the Administration Agreement with the Administrator. Pursuant to the Administration Agreement, the Company intends to reimburse the Administrator for certain expenses and the Company's allocable portion of certain expenses incurred by the Administrator in performing its obligations under the Administration Agreement. Reimbursements under the Administration Agreement are expected to be made quarterly in arrears beginning with the quarter in which the Company commences investment operations.

The Company expects to enter into an Expense Support and Conditional Reimbursement Agreement (the "Expense Support Agreement") with the Adviser. The Adviser may elect to pay certain of the Company's expenses on its behalf (each, an "Expense Payment"), provided that no portion of the payment will be used to pay any of the Company's interest expense. The Expense Support Agreement may require the Company to repay the Adviser for previously waived reimbursement of expense payments under certain circumstances. The previously waived expenses are potentially subject to repayment by the Company, if at all, within a period not to exceed three years from the date of the relevant waiver.

The sole member of the Company, MS Credit Partners Holdings Inc., an affiliate of the Adviser, made an equity contribution of $25,000 to the Company on April 28, 2023.

(4) Commitments and Contingencies

In the normal course of business, the Company may enter into contracts that provide a variety of general indemnifications. Any exposure to the Company under these arrangements could involve future claims that may be made against the Company. Currently, no such claims exist or are expected to arise, and accordingly, the Company has not accrued any liability in connection with such indemnifications.

Warehouse Transaction

On March 8, 2023 (which was further amended on July 6, 2023 and October 6, 2023), the Company entered into a facility agreement with an unaffiliated third party to acquire its initial portfolio investments by purchasing certain investments owned and held by such third party concurrently with the initial closing of the Private Offering. The Company's obligation to purchase such investments is conditional upon satisfying certain conditions, namely (1) the earlier of (a) September 1, 2023, so long as the Company has received aggregate subscriptions of $75 million or greater, or (b) the receipt of aggregate subscriptions of $500 million or greater, and (2) the Board of Directors' approval of the Company's acceptance of such capital subscriptions. As of the date of these consolidated financial statements, none of the conditions have been met.

(5) Subsequent Events

The Company has evaluated subsequent events for adjustments to or disclosure in the Company's financial statement through November 30, 2023. There have been no subsequent events that require recognition or disclosure through the date the financial statement was issued.

ITEM 14. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There are not and have not been any disagreements between us and our accountant on any matter of accounting principles, practices, or financial statement disclosure.

ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS

(a) List separately all financial statements filed

The financial statements attached to this Registration Statement are listed under *"Item 13. Financial Statements and Supplementary Data."*

(b) Exhibits

Exhibit Index

3.1	Certificate of Formation of the Company.
3.2	Certificate of Amendment of Certificate of Formation of the Company, dated as of March 20, 2023
3.3	First Amended and Restated Limited Liability Company Agreement of the Company, dated as of December 1, 2023.
10.1	Investment Advisory Agreement, dated as of December 1, 2023.
10.2	Administration Agreement, dated as of December 1, 2023.
10.3	Form of Indemnification Agreement.
10.4	Master Custodian Agreement by and among each business development company identified on Appendix A thereto and State Street Bank and Trust Company, dated as of September 25, 2019.(1)
10.5	Form of Joinder to Master Custodian Agreement by and among each business development company identified on Appendix A thereto and State Street Bank and Trust Company, dated as of March 21, 2023.
10.6	Distribution Reinvestment Plan.
10.7	Form of Subscription Agreement.
10.8	Expense Support and Conditional Reimbursement Agreement, dated as of December 1, 2023
14.1	Code of Ethics of the Company.(2)
14.2	Code of Ethics of MS Capital Partners Adviser Inc.(2)

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(1) Incorporated by reference to the Registration Statemnet on Form 10 filed by North Haven Private Income Fund LLC on January 21, 2022 (File No. 000-56388).

(2) Incorporated by reference to the Registration Statement on Form 10 filed by North Haven Private Income Fund A LLC on July 13, 2023 (File No. 000-56571).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LGAM Private Credit LLC

By: /s/ Orit Mizrachi

Name: Orit Mizrachi
Title: Chief Operating Officer

Date: December 1, 2023

ANNEXURE 2

Application Form

La Trobe US Private Credit Trust Class A
Application Form

La Trobe Financial Asset Management Limited ACN 007 332 363 Australian Financial Services Licence No. 222213

Important Information

The Trust has not been registered under the U.S. Securities Act of 1933, as amended (the Securities Act) and Units in the Trust may not be offered or sold in the United States of America or to U.S. Persons[1], as defined in 'Regulation S' of the Securities Act. This Application Form is not for use in, and may not be delivered to or inside, the United States of America.

An investment in 'Class A – Wholesale Units' (Units) in the La Trobe US Private Credit Trust (Trust) (the Offer), is only available to persons who are wholesale clients as defined in section 761G of the Corporations Act 2001 (Cth) (Corporations Act).

Completing the Application Form

Please complete this Application Form and provide the relevant information or documentation (including certified copies of identification as noted below).

Applicant Type	Identification required	Additional documentation required	Sections to complete on Application Form	TFN	Signature required
Individual	Electronic identification required or a certified copy of one (1) of the following documents that contain your photo(s) and full name(s): • Australian driver's licence (current) • Australian passport (current or expired less than 2 years) • Australian State or Territory photo ID card (current)	If investing less than $500,000 and not a professional investor, accountant's certificate* required.	Sections A, B, D, E, (F & G) [if applicable] & H, I	The applicant	The applicant
Joint		See above.	Sections A, B, D, E, (F & G) [if applicable] & H, I	Each applicant	Each applicant
Superannuation Fund	Individual trustee – for each trustee, same as individual Corporate trustee – for each company director or person purporting to act on behalf of the corporate trustee (**Agent**), same as individual	ABN (if applicable) ACN (if corporate trustee) Certified copy of trust deed or certified extract showing: • Name of super fund/trust • Name of trustees and beneficiaries • Place of establishment of super fund/trust Certified evidence of authorisation of Agent to act on behalf of corporate trustee. If investing less than $500,000 and not a professional investor, accountant's certificate* required.	Sections A, B, C, D, E, (F & G) [if applicable] & H, I	The super fund	The trustee(s)
Trust				The trust	The trustee(s)
Company	For each director, secretary, or person purporting to act on behalf of the company (Agent), the same as individual	Certified evidence of authorisation of Agent to act on behalf of company. If investing less than $500,000 and not a professional investor, accountant's certificate* required.	Sections A, B, C, D, E, (F & G) [if applicable] & H, I	The company	Two directors; or if one director company, sole director
Partnership	For each partner or person purporting to act on behalf of the partnership (Agent), same as individual	Certified copy or extract of partnership agreement or certified copy or extract of minutes of meeting Certified evidence of authorisation of Agent to act on behalf of Partnership. If investing less than $500,000 and not a professional investor, accountant's certificate* required.	Sections A, B, C, D, E, F (G, H & I) [if applicable] & J, K	The partnership	All partners
Estate	For each executor, same as individual	Certified copy of death certificate Certified copy of grant of probate or letters of administration If investing less than $500,000 and not a professional investor, accountant's certificate* required.	Sections A, B, C, D, E, (F & G) & H) [if applicable] & I	The deceased person	The executor(s)

* A certificate from a qualified accountant, obtained within the prior two years, that states that the applicant has net assets of at least $2.5m or has a gross income for each of the last two financial years of at least $250,000.

1. Under the Securities Act, "U.S. Persons" include: any natural person resident in the United States of America, any partnership or corporation organized or incorporated under the laws of the United States of America, any estate of which any executor or administrator is a U.S. Person, any trust of which any trustee is a U.S. Person, any agency or branch of a foreign entity located in the United States of America, any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person, any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States of America, any partnership or corporation if organised or incorporated under the laws of any foreign jurisdiction and formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the Securities Act) who are not natural persons, estates or trusts.

Identification Requirements

If you are a new investor, you will need to supply information or documentation to allow La Trobe Financial to complete identification requirements. This will include supplying either your driver's licence/passport numbers to La Trobe Financial to complete an electronic identification (Section H of the Application Form) or provide certified copies of the relevant identification documents and attach these to the completed Application Form. Documents not in English must be accompanied by an English translation prepared by an accredited translator.

Identity Verification for Australian Residents

Electronic identification requirements include:

- Australian State or Territory Driver's Licence number; ***OR***
- Australian Passport number.

If you do not wish to complete electronic identification then the following forms of identification will need to be provided:

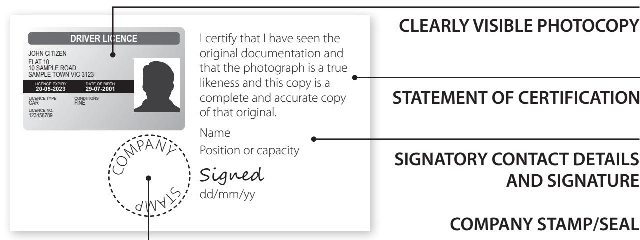
- One certified primary photographic identification document (Category A); ***OR***
- One certified primary non-photographic identification document **PLUS** one secondary identification document (Category B).

Category A:

A certified copy of **ONE** of the following documents that contains your photo and full name:

- Australian driver's licence (current)
- Australian passport (current or expired less than 2 years)
- Current Australian State or Territory photo ID card

Example:



OR

Category B:

A certified copy of **ONE** document from **BOTH** i and ii below:

i
- Australian birth certificate
- Australian citizenship certificate
- Pension card issued by Centrelink
- Medicare Card
- Health care card issued by Federal or State Government; ***AND***

ii A notice that contains your name and residential address which was issued to you by **EITHER**:

- The Commonwealth or a State or Territory within the preceding 12 months and records the provision of financial benefits; ***OR***
- The Australian Taxation Office within the preceding 12 months and records a debt payable by or to you; ***OR***
- A local government body or utilities provider within the preceding three months and records the provision of services to you at your residential address.

Please contact La Trobe Financial for other categories.

Identity Verification for Non-Australian Residents

Category A:

A certified copy of **ONE** of the following current documents:

- Foreign passport bearing your photograph and your signature or a unique identifier (current)
- National identity card issued by a foreign government bearing your photograph and either a signature or a unique identifier
- Foreign driver's licence that contains your photograph

OR

Category B:

If you cannot provide one of the documents in Category A, please provide certified copies of **TWO** of the following current documents:

- Citizenship certificate issued by a foreign government
- Birth certificate issued by a foreign government
- Pension card issued by a foreign authority
- Health concession card issued by a foreign authority

Please contact La Trobe Financial for other categories.

Certification of documents

Who can certify?

Anyone listed on the Federal Attorney General's website may certify a document, which includes persons who are licensed or registered to practice the following occupations:

- Chiropractor
- Dentist
- Legal practitioner
- Medical practitioner
- Nurse
- Optometrist
- Patent attorney
- Pharmacist
- Physiotherapist
- Psychologist
- Trade marks attorney
- Veterinary surgeon

If you need a document certified **outside Australia** we will accept a document certified by the following:

- a staff member at an Australian Consulate
- a person authorised by law in that jurisdiction to administer oaths or affirmations or to authenticate documents (for example, a Notary Public or a lawyer)

What must the certifying officer do?

A person authorised to certify a document (see above) must:

1. Attest that the document is a true copy of the original by:

(a) For a document with a photo:
"I certify that I have seen the original documentation and that the photograph is a true likeness and this copy is a complete and accurate copy of that original."

(b) For a document without a photo:
"I certify that I have seen the original documentation and this copy is a complete and accurate copy of that original."

2. Sign and date the copy of the document they are certifying

3. Add their name along with the position or capacity to the document

4. Affix their official stamp or steal (if applicable)

Section A

Wholesale Investor Confirmation

This section requires you to confirm your status as a wholesale investor and should be completed by all Investors. It also requires you to confirm whether you are an existing Investor in the La Trobe Australian Credit Fund or the La Trobe US Private Credit Trust. We may not require identification documents where this is the case.

Section B

Individual Investor Details

If there are more than 2 applicants, please provide details on a separate page.

For each applicant, we require confirmation of your tax residency and for applicants that are not Tax Resident in Australia Only, completion of the additional FATCA/CRS form.

Please note that all communications with you will be via email. If you do not provide us with your email address, you will receive your Investor Activity Statements via post which will be issued annually each July for the previous financial year.

Section C

Organisation/Trust Details

If you are investing in the name of a company, trust, partnership, association, co-operative, Government body or other you must complete both sections B and C.

For each Entity application, we require confirmation of your tax residency, and we may require completion of the additional FATCA/CRS form depending on which option you select under section C of the Application Form. No FATCA/CRS form is required in connection with completing section B of the form for an Entity application. U.S. Persons must not apply for Units (see page 1 of this Application Form).

Section B is required to be completed for all beneficial owners, being those individuals who directly or indirectly own 25% or more of the Entity, or who control the Entity.

Account Authorities applies to joint company and organisation investors and identifies the number of signatories who can authorise transactions on the account, such as withdrawals and changes to account details. If left blank, we will assume one signature only is required.

Section D

Investment Details

Please indicate your investment amount and payment method, noting that there is a minimum investment amount of AUD$10,000 for an initial acquisition of Units and AUD$5,000 for any subsequent acquisition of Units.

Section E

Payment of Distributions

This bank account will be your nominated account with La Trobe Financial for the payment of distributions and/or redemption proceeds.

Section F

Financial Adviser details

If you have been referred to the Trust by a financial adviser you should ask them to complete this section.

IMPORTANT: Unless you instruct us otherwise, your financial adviser will have access to your account information and your financial records in relation to your investment(s).

Section G

Investor Representative

If you wish to appoint a financial adviser, solicitor, accountant or another trusted person to discuss and/or deal with your investments in the Trust, please complete this section. This section is optional and you do not have to appoint an Investor Representative.

Section H

Verification of Identity

Verification of identity must be completed electronically or manually by supplying information or certified identity documents to La Trobe Financial. You will be required to provide your consent to La Trobe Financial disclosing your personal information to a third party agency if you choose to have your identification verified electronically. Please confirm that you consent to La Trobe Financial providing your information to credit reporting agencies for verification purposes. These checks do not impact your credit rating.

Section I

Declaration & Signature

The Application Form must be signed by all relevant parties.

Section J

Payment to La Trobe Financial

Fund your investment using the available payment methods.

Issuer and Trustee:

La Trobe Financial Asset Management Limited (La Trobe Financial) (ABN 27 007 332 363, AFSL 222213).

Class A– Wholesale Units (Units) in the Trust will only be issued following our acceptance of an application form issued with the Information Memorandum current at the date of signing this form (or other such application form as we may provide at the relevant time).

Print clearly in capital letters using **black or blue ink** if completing this form by hand. Place a cross **X** within the appropriate box when selecting an option.

If insufficient space, please attach additional pages. Do not sign this application form unless all necessary sections have been fully and accurately completed.

Investment Accounts are able to be opened by the following:

1. How to apply:

Please email all completed applications through to:

investor@latrobefinancial.com.au

OR

Post your application to:

ATT: Investor Services
La Trobe Financial
GPO Box 2289
Melbourne Victoria 3001 Australia

2. Calling our team:

Our Asset Management Team are available to help you with your application.

Phone 1800 818 818.

3. Completing this form

Please note that by completing this Application Form, investors must supply either information to complete electronic identification, or certified copies of identification will need to be provided for all individuals identified in Sections B and C. The identification requirements are set out in detail in the pages below.

You should consider the appropriateness of an investment in the Units, having regards to your own objectives, financial situation and needs and seek professional financial advice tailored to your personal circumstances before making an investment decision.

SECTION A – WHOLESALE INVESTOR CONFIRMATION (All Investors)

This Offer, and an investment in the Trust, is only available to persons who are wholesale clients as defined in section 761G of the Corporations Act. Please confirm your wholesale client category **(Investor Type)** below:

☐ I am investing at least $500,000 or more in the Trust; or

☐ I am investing less than $500,000 and confirm that (a) I am not acquiring units in connection with a business; and (b) have provided a certificate from a qualified accountant, certified within the prior two years, that states that I have net assets of at least $2.5m or have had a gross income for each of the last two financial years of at least $250,000; or

☐ I am a professional investor (as defined in the Corporations Act) and attach documents supporting my status in this respect.

Applicant 1

Existing Investor Number

Applicant 2

Existing Investor Number

SECTION B – INDIVIDUAL INVESTOR DETAILS

Please note details of Company directors, Trustees and Partners required below if completing on behalf of corporation/organisation as per Section C.

Applicant 1

Investor type: ☐ Individual ☐ Joint ☐ Company Director ☐ Agent ☐ Trustee ☐ Partner

Title

Surname

Given names

Other names known by

Date of birth

Country of citizenship/s

Tax File Number or Exemption Reason^

Tax Residence Country (Not Applicable for Entity Application)

Please select from the below (Not Applicable for Entity Application):

☐ Tax Resident in Australia Only

☐ US Citizen or resident of the US for Tax Purposes, noting U.S. Persons must not apply for Units (see page 1 of this Application Form)*

☐ Resident of another country outside of Australia and US*

**Please complete the FATCA and CRS Details form available at www.latrobefinancial.com.au and submit with your Application Form.*

Applicant 2

Investor type: ☐ Individual ☐ Joint ☐ Company Director ☐ Agent ☐ Trustee ☐ Partner

Title

Surname

Given names

Other names known by

Date of birth

Country of citizenship/s

Tax File Number or Exemption Reason^

Tax Residence Country (Not Applicable for Entity Application)

Please select from the below (Not Applicable for Entity Application):

☐ Tax Resident in Australia Only

☐ US Citizen or resident of the US for Tax Purposes, noting U.S. Persons must not apply for Units (see page 1 of this Application Form)*

☐ Resident of another country outside of Australia and US*

**Please complete the FATCA and CRS Details form available at www.latrobefinancial.com.au and submit with your Application Form.*

If there are more than two (2) applicants, including trustees or company directors, please provide their full details on a separate page.

^The Applicant is not required to quote its tax file number, however, if a tax file number is not quoted, tax may be deducted from payments of interest at the highest marginal tax rate (plus any applicable government levy) if required by law. Tax will not be deducted if the Applicant supplies an Australian business number (if applicable) or an appropriate exemption applies to its investment. The use and disclosure of tax file numbers is strictly regulated by tax and privacy laws.

CONTACT DETAILS

Applicant 1

Residential street address

City, State, Province & Postcode

Country (if not Australia)

PO Box or postal address (if different to residential address)

Phone (business)

Mobile

Email

Applicant 2

Residential street address ☐ Same as Applicant 1

City, State, Province & Postcode

Country (if not Australia)

PO Box or postal address (if different to residential address)

Phone (business)

Mobile

Email

E-CONSENT: By providing your email address, you agree to receive all communications, including statements, electronically. In certain circumstances, we may still need to send you letters in the post. Your communication preferences can be changed at any time by contacting us.

SECTION C – INVESTOR DETAILS (ORGANISATION/TRUST DETAILS/SMSF/ASSOCIATIONS)

Note: *Section A is required to be completed for Individual Trustees.*

If you are investing in the name of a company, trust, partnership or other entity, please complete the following:

Entity type: ☐ Company ☐ Trust ☐ SMSF ☐ Partnership ☐ Sole Trader ☐ Association ☐ Custodian ☐ Other

Full name of Entity

Trustee Name (if applicable)

Type of Trust (if applicable)

Settlor of Trust (if applicable)

ACN/ARBN

ABN

Tax File Number or Exemption Reason^

Tax Residence Country

U.S. Persons must not apply for Units (see page 1 of this Application Form).

Please select the most appropriate box from the below:

☐ Australian superannuation fund (i.e. a superannuation entity or public sector superannuation scheme (including an exempt public sector superannuation scheme or self-managed superannuation fund); or

☐ Australian "Financial Institution" for FATCA and CRS purposes; or

☐ Listed public company the stock of which is regularly traded on an established securities market; or

☐ Tax Resident in Australia only, Non Financial Institution whose:
- earnings from 'Investment income (including property)' was < 50% of the Entity's revenues in the preceding reporting period; and
- assets that generate such income were < 50% of the Entity's assets in that period, (i.e Active NFFE/NFE for FATCA/CRS purposes); or

☐ None of the above*

**Please complete the FATCA and CRS Details form available at www.latrobefinancial.com and submit with your Application Form.*

^The Applicant is not required to quote its tax file number, however, if a tax file number is not quoted, tax may be deducted from payments of interest at the highest marginal tax rate (plus any applicable government levy) if required by law. Tax will not be deducted if the Applicant supplies an Australian business number (if applicable) or an appropriate exemption applies to its investment. The use and disclosure of tax file numbers is strictly regulated by tax and privacy laws.

Country of incorporation, formation or registration and name of relevant registered body (if applicable)

Registration or Identification Number

Type of Government body, level of Government and Jurisdiction (Government bodies only)

OWNERSHIP/DIRECTORS (Please Note: Section A is required to be completed for all individuals below)

Directors, any individuals/beneficiaries that have 25% or more ownership of the company, trust or partnership, and any individual who purports to act on behalf of the customer (Agent).

Individual 1 name

Individual 2 name

Individual 3 name

Individual 4 name

☐ Certified copies of Trust Deeds (and any variations thereto) MUST be supplied with the Application.

☐ Certified copy of authority for Agent to act on behalf of the entity MUST be supplied.

ADDRESS DETAILS

Registered Office

Street address

City, State, Province & Postcode

Country (if not Australia)

Principal Place of Business ☐ Same as Registered Office

Street address

City, State, Province & Postcode

Country (if not Australia)

ASSOCIATIONS

Full name and address of the chairman, secretary and treasurer (or equivalent of these positions)

Chairman

Address

Secretary

Address

Treasurer

Address

Other

Address

ACCOUNT AUTHORITIES (Optional)

Authorisation for account changes and redemptions:

☐ One signatory ☐ All signatories ☐ Other (please specify)

SECTION D – INVESTMENT DETAILS

Please indicate your investment amount and the payment method. We accept payment in Australian dollars only.

A minimum initial amount of AUD$10,000 applies and AUD$5,000 for any subsequent acquisition of Units. The Trustee may elect a different amount from time to time, as set out in the Information Memorandum.

Investment Amount (minimum investment amount $10,000) $ ____________________

SECTION E – NOMINATED BANK ACCOUNT

Please provide details of the bank account into which distributions and/or redemption proceeds are to be paid.

Account name ____________________

Name of financial institution ____________________

BSB ____________________ Account number ____________________

Branch address ____________________

SECTION F – FINANCIAL ADVISER RELATIONSHIPS (Advisers only)

Adviser details

Information relating to your investment is provided to your Financial Adviser unless you leave this section blank or tell us otherwise. You may wish to provide further authority for your Financial Adviser to transact on your behalf. See Section G.

La Trobe Financial Adviser Number ____________________ Name ____________________

Company ____________________ Dealer group ____________________

Contact name ____________________ Contact phone ____________________

Email ____________________

Identity verification declaration

In accordance with the Financial Services Council/Financial Planning Association Industry Guidance Note 24, I confirm that customer identification has taken place under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (**Act**) and that I will provide La Trobe Financial with access to the records as required, or that the industry agreed 'Customer Identification Form' confirming compliance is attached. I also agree to forward these documents to La Trobe Financial if I ever become unable to retain the documents. I understand and agree that La Trobe Financial is authorised to conduct random audits of these records in accordance with its obligations under the Act.

Signature of Financial Adviser ____________________ **Date** ____________________

SECTION G – APPOINTING SOMEONE TO BE YOUR INVESTOR REPRESENTATIVE (Optional)

TO BE COMPLETED BY INVESTOR(S)

You may appoint someone to represent you in dealing with your investments with La Trobe Financial. If you would like to do this, please complete the following steps:

A. Name and Signature of Investor Representative

Full name ____________________ Signature ____________________

B. Level of authority

There are three types of authority that you can provide to your Investor Representative. Please select your preferred level of authority.

- ☐ **Enquiry Only:** I/we authorise you as our Investor Representative to make enquiries and receive information from La Trobe Financial in relation to my investment in the Trust.
- ☐ **Full Transaction Authority:** I/we authorise you as my/our Investor Representative to transact on my behalf in relation to my investment in the Trust, as if you were the legal and beneficial owner of the Units, including by making further investments, transfers or redemption requests.
- ☐ **Power of Attorney:** I/we authorise you as my/our Power of Attorney to transact on my/our behalf in relation to my investment in the Trust, as if you were the legal and beneficial owner of the Units, including by making further investments, transfers or redemption requests.

We require a certified copy of the Power of Attorney documentation along with Certified ID/Electronic Verification for the individual acting as the Power of Attorney.

Note: *Bank Account amendments will require verbal confirmation from investment account holder(s)/Power of Attorney in all instances.*

C. Release and Indemnity

I/we hereby release, discharge and agree to indemnify La Trobe Financial and the Investment Manager from and against all actions, proceedings, accounts, claims and demands, however arising, resulting from La Trobe Financial and/or the Investment Manager acting upon the instructions of my/our Investor Representative, other than where arising from the negligence, wilful misconduct or fraud of La Trobe Financial, their employees, officers, contractors, agents or appointed receivers or that of the Investment Manager or their employees, officers, contractors, agents or appointed receivers.

Signature of Investor ____________________ **Signature of Investor** ____________________

Date ____________________ Date ____________________

SECTION H – VERIFYING YOUR IDENTITY

La Trobe Financial is required by law to collect and verify information about your identity before providing services to you. Please tick your preferred option for us to verify your identity:

☐ **1. Online verification (Australian ID documents only):** To complete electronic identity verification you will be required to provide the following information: Driver's Licence/Australian Passport details. By ticking this box, you confirm that you are authorised to provide the personal information presented (including name, residential address, date of birth and Driver's Licence/Passport number) and consent to that information being disclosed to a Credit Reporting Body, the document issuer or official record holder including via third party systems for the purpose of confirming and verifying my/our identity. You agree that La Trobe Financial may keep full and proper records of all such disclosures, confirmations and consents as necessary or required to comply with its obligations under law;

OR

☐ **2. Certified copy of identification:** Certified copy of identification for each Applicant (Section A) or individual (Section B) MUST be attached to the application if this method is selected. Refer to the section 'Completing the Application Form' above, for further details.

APPLICANTS

Individual 1

☐ Australian Driver's Licence no.

Card no.

State | Expiry date

☐ Australian Passport no.

or ☐ Certified copy of identity documents

Individual 2

☐ Australian Driver's Licence no.

Card no.

State | Expiry date

☐ Australian Passport no.

or ☐ Certified copy of identity documents

Individual 3

☐ Australian Driver's Licence no.

Card no.

State | Expiry date

☐ Australian Passport no.

or ☐ Certified copy of identity documents

Individual 4

☐ Australian Driver's Licence no.

Card no.

State | Expiry date

☐ Australian Passport no.

or ☐ Certified copy of identity documents

We will be unable to accept applications for units until the verification of identity process has been completed.

Please note that by signing this Application Form, you will be consenting to La Trobe Financial collecting information about you for the purposes of verifying you. This may include sending your information to credit reporting agencies for the purpose of verification.

SECTION I – DECLARATION AND SIGNATURE

All Investors (or their agents or attorneys, if applicable) must sign this declaration. We cannot process your application without the relevant signatures.

1. I/We wish to apply for fully paid Class A – Wholesale Units (**Units**) in the Trust. I/We declare that I/we have received a paper or electronic copy of the Information Memorandum dated 15 December 2023 at the same time as I/we received this form.
2. I/We confirm that I/we have read the Information Memorandum for the Trust and the details in the Application Form are true and correct.
3. I/We agree to be bound by the provisions of the Information Memorandum and the trust deed for the Trust dated 30 October 2023 as amended from time to time, a copy of which is available for my/our inspection and acknowledge the terms of La Trobe Financial's privacy policy available at www.latrobefinancial.com.au.
4. I/We confirm that in considering whether or not to subscribe for Units, I/we have conducted and relied on my/our own investigations and analysis and/or the investigations and analysis conducted by my/our Financial Adviser (if applicable).
5. I/We represent that I/we have the experience necessary to evaluate and understand the financial, investment and other risks associated with an investment in the Trust.
6. I/We acknowledge that investments in the Trust are subject to investment risks, which could include delays in repayments, and loss of income and capital invested, and that La Trobe Financial does not guarantee the performance of the Trust or any particular rate of return or the repayment of capital out of the Trust.
7. I/We confirm that I/we am/are a wholesale client for the purposes of section 761G of the Corporations Act in respect of my/our investment in Units in the Trust, and any financial service provided by La Trobe Financial in connection with the Trust. I/We will promptly notify La Trobe Financial if my/our status as a wholesale client changes.
8. I/We acknowledge and understand that the offer of Units in the Trust is only being made to persons who are wholesale clients and that the Information Memorandum is not a disclosure document or Product Disclosure Statement for Corporations Act purposes.
9. I/We confirm that I/we am/are not a 'U.S. Person' or 'U.S. Persons' (see page 1 of this Application Form).
10. I/We consent to the Tax File Number (**TFN**), Australian Business Number (**ABN**) or Exemption Reason (if applicable) provided in this application form being applied to all of my/our future investments in the Fund.
11. I/We will provide all additional information, documentation and assistance that La Trobe Financial may reasonably request in order for La Trobe Financial and/or the Trust to comply with its obligations under the intergovernmental agreement (**IGA**) entered into between the Australian and U.S. Governments in relation to the U.S. Foreign Account Tax Compliance Act (**FATCA**) on 28 April 2014, Subdivisions 396-A (FATCA) and 396-C (Common Reporting Standard) of Schedule 1 to the Taxation Administration Act 1953 (Cth) or any amendment or replacement of those provisions.
12. I/We will promptly provide an updated application within 30 days and notify La Trobe Financial if a change in my/our circumstances means that any of the information or documentation provided for FATCA or CRS purposes (including without limitation tax residence details) is no longer correct.

SECTION I – DECLARATION AND SIGNATURE (cont.)

13. I/We acknowledge that by completing this application, including the FATCA and CRS Details form, I/we am/are providing a self-certification in accordance with FATCA and the CRS.
14. I/We declare and agree that any information and documents that will be used for the purposes of this application (whether or not provided on or with this application) are complete and correct, and if they are about another person, have been provided with the consent of that person.
15. I/We acknowledge that it is a criminal offence to knowingly provide false or misleading information or documents in connection with this application.
16. I/We acknowledge and agree that La Trobe Financial may accept or reject my/our subscription for Units in the Trust under this form in whole or part in its absolute discretion.
17. I/We hereby acknowledge that neither La Trobe Financial has provided me/us with any financial product advice (other than under the Information Memorandum for the Trust), made any representation or given any guarantee as to the performance of the Trust, the maintenance of capital or any particular rate of Investor return.
18. If signed under a power of attorney, I/we declare that I/we have no knowledge of the revocation of that power of attorney.
19. If applying as a custodian, I/We declare that I am/we are acting in the capacity as a trustee, am/are licensed to provide custodial services and are providing the same in the ordinary course of carrying on a business providing such custodial services, and have carried out all requisite customer identification procedures and ongoing customer due diligence in relation to the customers to whom I/we are providing custodial services.

Privacy and Anti-Money Laundering declarations

20. I/We authorise the disclosure to my/our Financial Adviser, Authorised Representative or Referrer and/or other service provider of any information in relation to this application or my/our investment (personal information) and I/we consent to the payment of fees to the Financial Adviser, Authorised Representative or Referrer as set out in this Application Form, the Information Memorandum or in subsequent disclosure.
21. I/We understand and agree that La Trobe Financial may disclose information about me/us to courts, tribunals or as required by law, including to verify my/our identity as necessary for La Trobe Financial to comply with its obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act.
22. I/We agree to information about me/us being collected, used and disclosed in accordance with the privacy statement contained in the Information Memorandum.
23. I/We understand that La Trobe Financial may use my/our personal information for marketing to me/us products and services offered by it and organisations with which it is affiliated or which it represents. I/We have the right not to receive marketing material by contacting La Trobe Financial.
24. I/We understand and agree that La Trobe Financial may provide personal information to an external organisation that provides information technology services for the purposes of the Trust.

Digital signatures are currently accepted on our application forms.

Signature of Investor

Date

Name

Capacity to execute:

☐ Applicant ☐ Director

☐ Power of Attorney ☐ Trustee

Signature of Investor

Date

Name

Capacity to execute:

☐ Applicant ☐ Director

☐ Power of Attorney ☐ Trustee

Please do not use this Application Form unless accompanied by the Information Memorandum.

Post your application to:

La Trobe Financial
GPO Box 2289,
Melbourne Victoria 3001 Australia

Email your application to:

investor@latrobefinancial.com.au

La Trobe Financial Authorised Representative Details (if applicable)

Name

Number

SECTION J – PAYMENT

All application amounts for the La Trobe US Private Credit Trust must be deposited into the La Trobe Financial - Applications Trust Account.

Via Electronic Funds Transfer EFT:

Account Name: La Trobe Financial – Applications Trust Account
BSB: 063-000
Account Number: 14446796
Reference: Please note your Full Name and/or Investor Account Number

Via Cheque:

All cheques must be made payable to:
La Trobe Financial – Applications Trust Account

1800 818 818 | latrobefinancial.com.au

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