

to future facts and conditions, which may be difficult to accurately make and involve the assessment of events beyond the control of the Issuer or the Portfolio Advisor. Caution must be exercised in relying on forward-looking statements. Due to various risks and uncertainties, including those set forth in Section 12, "Certain Risk Factors" and Section 13, "Conflicts of Interest", actual events or results or the actual performance of the Portfolio may differ materially from those reflected or contemplated in such forward-looking statements. The forward-looking statements contained in this Memorandum are made as of the date hereof, and none of the Issuer, the Co-Issuer, the Portfolio Advisor or the Placement Agents undertakes any obligation to update any forward-looking statement to reflect subsequent events, new information or circumstances arising after the date hereof.

In this Memorandum, "\$", "USD" and "dollars" refers to the lawful currency of the United States, and "United States", "U.S" and "US" refers to the United States of America.