



B #:	12676-19
Date:	January 27, 2020
To:	All Participants
Category:	Underwriting
From:	Nicole Tercovich, Director Underwriting Department
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3 (c) (7) restrictions for owners of the following issue: Shackleton 2019-XV CLO, Ltd. / Shackleton 2019-XV CLO, LLC Securities

- (A) CUSIP Number(s):
- | | |
|---------------|------------|
| Class A Notes | 81883M AA1 |
| Class B Notes | 81883M AC7 |
| Class C Notes | 81883M AE3 |
| Class D Notes | 81883M AG8 |
- (B) Security Description(s): U.S.\$256,000,000 Class A Senior Secured Floating Rate Notes Due 2030
U.S.\$42,000,000 Class B Senior Secured Floating Rate Notes Due 2030
U.S.\$30,000,000 Class C Mezzanine Secured Deferrable Floating Rate Notes Due 2030
U.S.\$20,000,000 Class D Mezzanine Secured Deferrable Floating Rate Note Due 2030
- (C) Offering Amount(s): See (B) above
- (D) Managing Underwriter: Barclays Capital Inc.
- (E) Paying Agent: The Bank of New York Mellon Trust Company, National Association
- (F) Closing Date: December 19, 2019

Special Instructions:

Refer to the attachment for important instructions from the Co-Issuers.

Shackleton 2019-XV CLO, Ltd.

c/o Walkers Fiduciary Limited
 Cayman Corporate Centre
 27 Hospital Road
 Grand Cayman, KY1-9008
 Cayman Islands

Shackleton 2019-XV CLO, LLC

c/o Puglisi & Associates
 850 Library Avenue, Suite 204
 Newark, Delaware 19711

Class A Notes	81883M AA1
Class B Notes	81883M AC7
Class C Notes	81883M AE3
Class D Notes	81883M AG8

The Co-Issuers and the Managing Underwriter referred to above are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced securities.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales of the Class A Senior Secured Floating Rate Notes Due 2030 (the "Class A Notes"), the Class B Senior Secured Floating Rate Notes Due 2030 (the "Class B Notes"), the Class C Mezzanine Secured Deferrable Floating Rate Notes Due 2030 (the "Class C Notes") and the Class D Mezzanine Secured Deferrable Floating Rate Notes Due 2030 (the "Class D Notes") (collectively, the "Securities") within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 (or other applicable authorized denomination pursuant to the Indenture) to "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A that are also "qualified purchasers" ("QPs") within the meaning of Section 2(a)(51)(A) of the Investment Company Act, unless otherwise permitted by the Indenture. Each purchaser of Securities (1) represents to and agrees with the Co-Issuers and the Managing Underwriter that (A) (i) the purchaser is a QIB who is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Co-Issuers; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Securities; (vii) the purchaser understands that the Co-Issuers may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Securities outside the United States and (2) acknowledges that the Co-Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Co-Issuers and the Managing Underwriter that, for so long as the Securities are outstanding, unless otherwise permitted by the Indenture, it will not offer, resell, pledge or otherwise transfer the Securities in the United States or to a U.S. Person except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Shackleton 2019-XV CLO, Ltd. Offering Circular.

The charter, bylaws, organizational documents or securities issuance documents of the Co-Issuers provide that the Co-Issuers will have the right to (i) require any holder of Securities that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP,

except as otherwise provided in the Indenture, or (ii) sell such Securities to a purchaser selected by the Issuer. In addition, the Co-Issuers have the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is a U.S. Person who is not both a QIB and a QP, except as otherwise provided in the Indenture. As used herein, the terms “United States” and “U.S. Person” have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Co-Issuers (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Each purchaser of the above-referenced Securities is responsible for determining for itself whether it has the legal power, authority and right to purchase such securities or whether such purchase would subject it to the jurisdiction of any insurance or other regulatory authority. Neither the issuer nor any other person involved in the original offering of the securities expresses any view as to an investor’s legal power, authority or right to purchase such notes or whether such purchase would subject it to the jurisdiction of any insurance or other regulatory authority. Investors are urged to consult their own legal advisors as to such matters.

Any questions or comments regarding this subject may be directed to Barclays Capital Inc. at Barclays Bank PLC, 745 Seventh Avenue, New York, New York 10019 Attention: CLO Structuring–Shackleton 2019-XV CLO, Ltd.