



*Important Notice*

**The Depository Trust Company**

<b>B #:</b>	14328-20
<b>Date:</b>	November 23, 2020
<b>To:</b>	All Participants
<b>Category:</b>	Underwriting
<b>From:</b>	Underwriting Operations
<b>Attention:</b>	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
<b>Subject:</b>	Section 3 (c) (7) restrictions for owners of the following issue: ABPCI Direct Lending Fund CLO IX Ltd. / ABPCI Direct Lending Fund CLO IX LLC

(A) CUSIP Number(s):

Class A-1 Notes .....	000806 AA7
Class A-2 Notes .....	000806 AC3
Class B Notes .....	000806 AE9
Class C Notes .....	000806 AG4

(B) Security Description:

ABPCI Direct Lending Fund CLO IX Ltd  
 ABPCI Direct Lending Fund CLO IX LLC  
 ABPCI Direct Lending Fund CLO IX First Static Subsidiary Ltd  
 ABPCI Direct Lending Fund CLO IX Second Static Subsidiary Ltd  
 U.S.\$196,000,000 Class A-1 Senior Secured Floating Rate Notes due 2031  
 U.S.\$38,500,000 Class A-2 Senior Secured Floating Rate Notes due 2031  
 U.S.\$28,000,000 Class B Secured Deferrable Floating Rate Notes due 2031

U.S.\$17,500,000 Class C Secured Deferrable Floating Rate Notes  
due 2031

- (C) Offer Amount: See (B) above
- (D) Managing Underwriter: Barclays Capital Inc.
- (E) Paying Agent: U.S. Bank National Association
- (F) Closing Date: November 18, 2020

**Special Instructions:**

**Refer to the attachments for important instructions from the Issuer, the Co-Issuer and the Issuer Subsidiaries.**

ABPCI Direct Lending Fund CLO IX Ltd  
c/o MaplesFS Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands

ABPCI Direct Lending Fund CLO IX LLC  
c/o Maples Fiduciary Services (Delaware) Inc.  
4001 Kennett Pike, Suite 302  
Wilmington, DE 19807

ABPCI Direct Lending Fund CLO IX First Static Subsidiary Ltd  
c/o MaplesFS Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands

ABPCI Direct Lending Fund CLO IX Second Static Subsidiary Ltd  
c/o MaplesFS Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands

Security Description: ABPCI Direct Lending Fund CLO IX Ltd  
ABPCI Direct Lending Fund CLO IX LLC  
ABPCI Direct Lending Fund CLO IX First Static Subsidiary Ltd  
ABPCI Direct Lending Fund CLO IX Second Static Subsidiary  
Ltd

U.S.\$196,000,000 Class A-1 Senior Secured Floating Rate Notes due 2031  
U.S.\$38,500,000 Class A-2 Senior Secured Floating Rate Notes due 2031  
U.S.\$28,000,000 Class B Secured Deferrable Floating Rate Notes due 2031  
U.S.\$17,500,000 Class C Secured Deferrable Floating Rate Notes due 2031

CUSIP Number(s): 000806 AA7, 000806 AC3, 000806 AE9, 000806 AG4

The Issuer, the Co-Issuer, the Issuer Subsidiaries and the Initial Purchaser are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced Notes.

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-1 Senior Secured Floating Rate Notes due November 18, 2031, the Class A-2 Senior Secured Floating Rate Notes due November 18, 2031, the Class B Secured Deferrable Floating Rate Notes due November 18, 2031 and the Class C Secured Deferrable Floating Rate Notes due November 18, 2031 (collectively, the "Notes") within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 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. Each purchaser of Notes (1) represents to and agrees with the Issuer, the Issuer Subsidiaries and the Initial Purchaser 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 Issuer and the Issuer Subsidiaries; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Notes; (vii) the purchaser understands that the Issuer and the Issuer Subsidiaries may receive a list of participants holding positions in their 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 Notes outside the United States and (2) acknowledges that the Issuer and the Issuer Subsidiaries have not been registered under the Investment Company Act and the Notes have not been registered under the Securities Act and represents to and agrees with the Issuer, the Issuer Subsidiaries and the Initial Purchaser that, for so long as the Notes are outstanding, it will not offer, resell, pledge or otherwise transfer the Notes in the United States or to a U.S. Person except to a QIB/QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Notes will bear a legend with respect to such transfer restrictions. See "*Transfer Restrictions*" in the Offering Circular.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer and the Issuer Subsidiaries provide that the Issuer and the Issuer Subsidiaries will have the right to (i) require any holder of Notes that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Notes to a QIB/QP or (ii) redeem any Notes held by such a holder on specified terms. In addition, the Issuer and the Issuer Subsidiaries have the right to refuse to register or otherwise honor a transfer of Notes to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. 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 Issuer and the Issuer Subsidiaries (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to the Issuer at (345) 945-7099.