



*Important Notice*  
The Depository Trust Company

<b>B #:</b>	16899-22
<b>Date:</b>	May 24, 2022
<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 Libra Solutions 2022-1 LLC Fixed Rate Asset Backed Notes

(A) CUSIP Number(s): 53161N AA1

(B) Security Description: \$105,307,000 4.750% Class A Fixed Rate Asset Backed Notes

(C) Offer Amount: See (B) above

(D) Managing Underwriter: Amherst Pierpont Securities LLC

(E) Paying Agent: Computershare Trust Company

(F) Closing Date: May 13, 2022

**Special Instructions: Refer to the attachments for important instructions from the Issuer.**

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Non-Confidential

**LIBRA SOLUTIONS 2022-1 LLC**  
c/o Libra Solutions Intermediate Holdco, LLC  
9525 Bryn Mawr Avenue, Suite 900  
Rosemont, IL 60018

\$105,307,000 4.750% Fixed Rate Asset Backed Notes due May 15, 2034 (the “Notes”)  
CUSIP Number: 53161N AA1

The Issuer, with respect to the Notes, and Amherst Pierpont Securities LLC (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 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 Notes held through DTC 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 and the Initial Purchaser that (i) the purchaser is a QIB who is a QP (a “QIB/QP”), and it is aware that any sale of Notes to it will be made in reliance on Rule 144A under the Securities Act and the exemption from registration provided in Section 3(c)(7) of the 1940 Act; (ii) the purchaser is not a broker-dealer of the type described in paragraph (a)(1)(ii) of Rule 144A 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 or any other type of plan referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A, or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan; (iv) any acquisition of the Notes, or any beneficial interest therein, by the purchaser will be for its own account, or for one or more accounts with respect to which it exercises sole investment discretion, each of which is both a QIB/QP; (v) the purchaser is not formed, reformed, or recapitalized for the purpose of investing in the Notes and/or other securities of the Issuer, except where each beneficial owner of all of its securities (including equity securities, commercial paper and all other debt securities, as well as all other securities issued by it) is a QIB/QP; (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 may receive a list of participants holding positions in the Notes from one or more book-entry depositories; and (viii) the purchaser will provide notice of the transfer restrictions and deemed representations to any subsequent transferees and agrees not to reoffer, resell, pledge or otherwise transfer the Notes or any beneficial interests therein to any person except to a person that meets all of the requirements set forth in the transfer restrictions and deemed representations; and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Notes have not been and will not be registered under the Securities Act and represents to and agrees with the Issuer 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 that is also a 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 “Notice to Investors” in the Libra Solutions 2022-1 LLC Private Placement Memorandum dated May 10, 2022.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to 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 that is also a QP. In addition, the Issuer has 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 (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 Libra Solutions 2022-1 LLC, c/o Libra Solutions Intermediate Holdco, LLC, 9525 Bryn Mawr Avenue, Suite 900, Rosemont, IL 60018, Attention: General Counsel; Email: pgreenberg@oasisfinancial.com; Telecopy No. 708-277-6094.