



<b>B #:</b>	B20350-24
<b>Date:</b>	August 1, 2024
<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: ZAIS CLO 14 LTD / ZAIS CLO 14 LLC

(A) CUSIP Number(s):

<b><u>Class</u></b>	<b><u>144A CUSIP</u></b>	<b><u>Reg S CUSIP</u></b>
Class A-1A-R2 Notes	98888BBG0	G98891AR8
Class A-2A-R2 Notes	98888BBJ4	G98891AS6
Class B-1-R2 Notes	98888BBL9	G98891AT4
Class C-R2 Notes	98888BBN5	G98891AU1
Class D-R2 Notes	98888BBQ8	G98891AV9

(B) Security Description(s): Class A-1A-R2 Senior Secured Floating Rate Notes due 2032  
Class A-2A-R2 Senior Secured Floating Rate Notes due 2032  
Class B-1-R2 Senior Secured Floating Rate Notes due 2032  
Class C-R2 Secured Deferrable Mezzanine Floating Rate Notes due 2032  
Class D-R2 Secured Deferrable Mezzanine Floating Rate Notes due 2032

(C) Offering Amount(s): U.S.\$70,318,884 Class A-1A-R2  
U.S.\$8,000,000 Class A-2A-R2  
U.S.\$30,000,000 Class B-1-R2  
U.S.\$15,000,000 Class C-R2  
U.S.\$18,000,000 Class D-R2

(D) Managing Underwriter: Santander US Capital Markets LLC

(E) Paying Agent: The Bank of New York Mellon Trust Company, National Association

(F) Closing Date: May 15, 2024

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**Special Instructions:**

**Refer to the attachment for important instructions from the Issuer.**

**ZAIS CLO 14, LIMITED**  
 c/o MaplesFS Limited  
 PO Box 1093, Boundary Hall,  
 Cricket Square  
 Grand Cayman KY1-1102  
 Cayman Islands

**ZAIS CLO 14, LLC**  
 c/o Maples Fiduciary Services (Delaware) Inc.  
 4001 Kennett Pike, Suite 302  
 Wilmington, Delaware 19807

ZAIS CLO 14, Limited (the “Issuer”) and ZAIS CLO 14, LLC (the “Co-Issuer” and, together with the Issuer, the “Co-Issuers”):

U.S.\$70,318,884 Class A-1A-RR Senior Secured Floating Rate Notes due 2032  
 U.S.\$8,000,000 Class A-2A-RR Senior Secured Floating Rate Notes due 2032  
 U.S.\$30,000,000 Class B-1-RR Senior Secured Floating Rate Notes due 2032  
 U.S.\$15,000,000 Class C-RR Secured Deferrable Mezzanine Floating Rate Notes due 2032  
 U.S.\$18,000,000 Class D-RR Secured Deferrable Mezzanine Floating Rate Notes due 2032

<b><u>Class</u></b>	<b><u>144A CUSIP</u></b>	<b><u>Reg S CUSIP</u></b>
Class A-1-RR Notes	98888BBG0	G98891AR8
Class A-2A-RR Notes	98888BBJ4	G98891AS6
Class B-1-RR Notes	98888BBL9	G98891AT4
Class C-RR Notes	98888BBN5	G98891AU1
Class D-RR Notes	98888BBQ8	G98891AV9

The Co-Issuers and Santander US Capital Markets 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 securities listed above (the “Securities”) within the United States or to U.S. Persons may only be made in minimum denominations of U.S.\$250,000 and integral multiples of U.S.\$1 in excess thereof 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 or entities owned exclusively by QPs. Each purchaser of Securities (1) represents to and agrees with the Co-Issuers and the Initial Purchaser that (A)(i) the purchaser is a QIB who is either a QP or is owned exclusively by QPs (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than U.S.\$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 Initial Purchaser that, for so long as the Securities are outstanding, 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/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 Final Offering Circular, dated May 14, 2024 relating to the Securities and other classes of notes issued solely by the Issuer.

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 a QIB/QP to sell the Securities to a QIB/QP or (ii) redeem any Securities held by such a holder on specified terms. 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 a QIB/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 Co-Issuers (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.