



Important Notice
The Depository Trust Company

B #:	B21407-25
Date:	May 12, 2025
To:	All Participants
Category:	Underwriting
From:	Underwriting Operations
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3 (c) (7) restrictions for owners of the following issue: Goldentree Ln Mgmt US CLO 8 Ltd / Goldentree Ln Mgmt US CLO 8 LLC

(A) CUSIP Number(s): Class E-RR 38136NBG0

(B) Security Description(s): Class E-RR Junior Deferrable Floating Rate Notes due October 2034

(C) Offering Amount(s): Class E-RR \$19,700,000

(D) Managing Underwriter: Morgan Stanley & Co. LLC

(E) Paying Agent: The Bank of New York Mellon

(F) Closing Date: October 31, 2024

Special Instructions:

Refer to the attachment for important instructions from the Issuer.

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Goldentree Loan Management US CLO 8, Ltd.**Goldentree Loan Management US CLO 8, LLC****Class E-RR Senior Secured Floating Rate Notes due October 2034 (CUSIP 38136NBG0)**

GoldenTree Loan Management US CLO 8, Ltd. (the "Issuer") and GoldenTree Loan Management US CLO 8, LLC (the "Co-Issuer," and together with the Issuer, the "Co-Issuers") and the Initial Purchaser for the above-referenced Notes are hereby giving notice to Participants that they are required to follow these transfer restrictions with regard to the U.S.\$19,700,000 Class E-RR Junior Deferrable Floating Rate Notes due October 2034. Such Notes may be beneficially owned only by Persons that (a)(i) are not U.S. Persons (within the meaning of Regulation S under the United States Securities Act of 1933, as amended) or (ii) are (x) qualified purchasers for purposes of Section 3(c)(7) of the U.S. Investment Company Act of 1940, as amended, and (y) qualified institutional buyers within the meaning of Rule 144A under the Securities Act, and (b) can make the representations set forth in Section 2.6 of the Indenture, dated as of August 20, 2020 (as amended by the First Supplemental Indenture, dated as of September 3, 2021, as modified by LIBOR Act Conforming Changes in June 2023 and as amended by the Second Supplemental Indenture, dated as of October 31, 2024, the "Indenture") among GoldenTree Loan Management US CLO 8, Ltd. (the "Issuer"), GoldenTree Loan Management US CLO 8, LLC (the "Co-Issuer" and with the Issuer, the "Co-Issuers") and The Bank of New York Mellon Trust Company, National Association, as trustee (the "Trustee") or the appropriate exhibit of the Indenture. Beneficial ownership interests in the Rule 144A Global Securities or any definitive notes held pursuant to Rule 144A under the Securities Act may be held only by a Person that meets the qualifications set forth in clauses (a)(ii)(x) and (a)(ii)(y) of the preceding sentence and that can make the representations referred to in clause (b) of the preceding sentence. Beneficial ownership interests in the Regulation S Global Securities or any definitive notes held pursuant to Regulation S under the Securities Act may be held only by a Person that meets the qualifications set forth in clause (a)(i) of the second preceding sentence and that can make the representations referred to in clause (b) of the second preceding sentence. Each purchaser will provide notice of the transfer restrictions set out in Section 2.6 of the Indenture to any subsequent transferees. Each purchaser further understands that the Issuer and the Co-Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositaries and that the Notes will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Circular dated October 29, 2024 with respect to, among other things, the Notes, and the Indenture.

The Issuer has the right to compel any beneficial owner of an interest in a Note that does not meet either of such qualifications set forth above to sell its interest in such Note or may sell such interest on behalf of such owner, pursuant to the Indenture. Capitalized terms used in this notice and which are not defined in this notice have the meanings given to them in the Indenture.

The restrictions on transfer required by the Issuer (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and in upcoming editions of DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to The Bank of New York Mellon Trust Company, National Association, at 601 Travis Street, 16th Floor, Houston, Texas 77002, Attention: Global Corporate Trust - GoldenTree Loan Management US CLO 8, Ltd., or by email to: gtam.trustee@bnymellon.com.