

Form 21-3 (Article 246-5)

(letter)

Explanatory document for the 1st term

(From: 01/01/2019
To: 12/31/2019)

Date: 3/25/2020

Name of Business:

GoldenTree Distressed Fund III GP LLC

Address or location:

(Principal Business Office)

c/o GoldenTree Asset Management LP,

300 Park Avenue, 21st Floor, NY, NY

10022, U.S.A.

(Registered Office)

c/o COGENCY GLOBAL INC.,

850 New Burton Rd. # 201, Dover, DE

19904, U.S.A.

Name

Steven A. Tananbaum

Managing Member and

Executive Vice President

(Name and Title of the Representative in the case
that applicant legal status is corporation)

1. Operational status of business

(1) Date of notification

① Notification in accordance with Financial Instruments and Exchange Act (hereafter
"FIEA") Article 63(2) or Article 63-3(1)

Date: 01/22/2019

② Notification in accordance with Article 48(2), (4) or (6) of the Supplementary Provisions
of the Act to Partially Amend the Securities and Exchange Act (Act No. 65 of 2006)

Not Applicable

(2) Types of businesses currently being operated

SPBQII (private placement and investment management)

(3) Overview of the current term

GoldenTree Distressed Fund III GP LLC (the "GP") engaged in self-distribution

activities and/or self-asset management activities with respect to GoldenTree Distressed Fund III (Cayman) LP (the “Fund”) under the Article 63 exemption. The objective of the Fund is to seek superior risk-adjusted returns and the GP has managed the Fund by investing in distressed and stressed assets within the leveraged finance universe, in particular the corporate, structured, sovereign and municipal credit markets, with these assets representing the investible universe for the Fund.

The GP’s performance in FY 2019 was in line with our investment objectives.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

	Corporate officers	of which part-time	Employees	Total
Total	9	0	0	9

② Status of corporate officers

Positions	Names
Managing Member Executive Vice President	Steven A. Tananbaum
Executive Vice President	Barry Ritholz
Executive Vice President	Neil Scanlon
Executive Vice President	Daniel Rosensweig
Executive Vice President	William Christian
Senior Vice President	Joshua Feiler
Vice President	Benjamin Sabourin
Vice President	Brandon Fitch
Vice President	Catherine Bertazzoni

(5) Status of the principal business office, and business offices where Specially Permitted Businesses for Qualified Institutional Investors, etc.(“SPBQII”) are operated

Name	Location	Number of Corporate officers and employees
Principal Business Office	c/o GoldenTree Asset Management LP, 300 Park Avenue, 21st Floor, NY, NY 10022, U.S.A.	9
Registered Office	c/o COGENCY GLOBAL INC., 850 New Burton Rd. # 201, Dover, DE 19904, U.S.A.	0
Total <u>2</u> locations		Total <u>9</u>

(6) Status of external auditing

Name or business name of the certified public accountant or auditing firm	Details of auditing
Not Applicable	

(Note)

1. Operational status of business

(2) Types of businesses currently being operated

In relation to businesses currently under operation, **(1)**enter "private placement" if they include businesses relating to acts specified under FIEA Article 63(1)(i); **(2)**enter "investment management" if they include those relating to acts specified under (ii) of the same Paragraph; **(3)**if they include those specified under the provisions of Article 17-13(2) of the Enforcement ordinance of the Financial Instruments and Exchange Act as businesses that especially require the protection of investors among those specified under (9) of the same Article, please indicate thus; and **(4)**if there are other businesses, please enter the types of such businesses. In addition, if there have been changes in such businesses during the term, please indicate them.

(3) Overview of business operations in the current term

Please give an overview of the business activities, business performance, and important events that have affected operating performance during the current term.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

Enter the numbers of corporate officers and employees (limited to corporate officers and employees engaged in SPBQII; the same applies in ② below) as

at the end of the current term.

② Status of corporate officers

Create a table and indicate all corporate officers as at the end of the current term. Note, however, that foreign corporations do not need to indicate representatives in Japan (i.e., persons specified under FIEA Article 63(7)(i)(d)).

(5) Status of the principal business office, and business offices where SPBQII are operated

Enter information about the principal business office, as well as each of the business offices where SPBQII are operated ("business offices, etc." hereafter in (5)). In addition, if there have been additions or abolitions of business offices, etc., or changes in the names or addresses of business offices, etc. during the term, please indicate them.

(6) Status of external auditing

Provide relevant information in this section if you have your financial statements externally audited by certified public accountants or auditing firms at least once every year.

Indicate whether the audits are statutory or voluntary, and describe specifically and succinctly the details of the audit results in the "Details of auditing."

(7) Status of the fund

Names of the Invested Business Equity	GoldenTree Distressed Fund III (Cayman) LP	
Details of the Invested Business	Hedge fund	
Types of the Invested Business Equity	Rights based on laws and regulations of a foreign state (the laws of the Cayman Islands).	
Location of the accounts into which investment money is paid		
Flow of funds		
Duration		
Status of investors	Types of investors	Number of investors
	Qualified Institutional Investors ("QIIs")	1

	of whom individuals	0
	Investors other than QIIs	0
	of whom individuals	0
	Total	1
Amount of investment by QIIs and its ratio	Amount of investment	yen
	Ratio of investment	%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 ("yes" or "none")	
	Status of audits	Name or business name of the certified public accountant or auditing firm
		Details of audits

(Note)

1. Create a table and provide information for each of the Invested Business Equity regarding securities equivalents related to FIEA Article 2(2)(v) or (vi). Note, however, that you are only required to provide information in the "Names of the Invested Business Equity," "Types of the Invested Business Equity" and "Status of investors" for securities equivalents relating to (v) or (vi) of the same paragraph in which only professional investors invest.

Please indicate securities equivalents relating to (v) or (vi) of the same paragraph that were privately placed in the past and the expirations of whose duration are set in the current term or later, even if there has been no private placement during the current term.

2. This table must be created based on the end of the current term as the basis. If the accounting period of the fund (referring to assets into which investment or contribution has been made by persons who own securities equivalents relating to FIEA Article 2(2)(v) or (vi); the same applies in 6) and the term of the notifier of SPBQII do not match, make entries based on figures at the end of the last accounting period that came before the end of the current term.
3. In the "Details of the Invested Business" row, enter specific details of businesses that will manage the money and other assets being invested or contributed.
4. Select and enter, in the "Types of the Invested Business Equity" column, from "Partnership contract under the Civil Code," "Silent partnership contract,"

"Investment Limited Partnership contract," "Limited Liability Partnership contract," "Membership rights of an incorporated association," "Rights based on laws and regulations of a foreign state" and "Other rights." Provide specific details if you select "Other rights." Please also specify the names of laws the rights are based on and their key details if you select "Rights based on laws and regulations of a foreign state."

5. In "Location of the accounts into which investment money is paid," indicate names of the countries or territories where accounts into which customers pay their investment money are located.
6. In the "Flow of funds" section, indicate the names of business or names and roles of persons responsible for transferring, sending, managing or storing money related to the fund.
7. In the "Ratio of investment" row under "Amount of investment by QIIs and its ratio" section, indicate the percentage of the invested amount by QIIs out of the total invested amount.
8. In the "Existence of persons specified under the items of Article 233-3" column: Specify "yes" in the case of private placement of Invested Business Equity with persons specified under the Paragraphs of Article 233-3 as the counterparty, or management of money and other assets invested or contributed by persons other than QIIs; otherwise enter "none."
9. Indicate whether the external audits are statutory or voluntary and describe specifically and succinctly the details of the audit results in the "Details of audits."
10. If there are circumstances that need reporting but do not fit anywhere in this table, you can indicate this using similar forms within such a scope that they do not cause misunderstanding.

2. Status of accounts

Notifier is required to create balance sheets and profit and loss statements.

If the notifier is a corporation other than large companies prescribed under Article 2(vi) of the Companies Act (Act No. 88 of 2005), it is not required to submit profit and loss statements, but it is required to include net profit/loss in the balance sheets.

If the notifier has made its notification as a member of a partnership, etc., that does not have judicial personality, it is required to prepare balance sheets and profit and loss statements of the partnership, etc. However, partnerships, etc., other than those that have booked 500 million yen or more in investment money, etc. or those that have booked a total 20 billion yen or more in the liabilities section in the balance sheet for the last fiscal year do not need to prepare a profit and loss statement but are required to include net profit/loss in

the balance sheets.

Notifiers who are individuals are not required to prepare balance sheets or profit and loss statements.

Form 21-3 (Article 246-5)

(letter)

Explanatory document for the 1st term

(From: 01/01/2019
To: 12/31/2019)

Date: 3/25/2020

Name of Business:

GoldenTree Loan Management II GP, LLC

Address or location:

(Principal Business Office)

300 Park Avenue, 21st Floor, New York,

New York 10022 U.S.A.

(Registered Office)

850 New Burton Road, Suite 201, County of

Kent, City of Dover, State of Delaware 19904

U.S.A.

Name

Steven Tananbaum, Managing Member

(Name and Title of the Representative in the case
that applicant legal status is corporation)

1. Operational status of business

(1) Date of notification

① Notification in accordance with Financial Instruments and Exchange Act (hereafter
“FIEA”) Article 63(2) or Article 63-3(1)

Date: 12/06/2019

② Notification in accordance with Article 48(2), (4) or (6) of the Supplementary Provisions
of the Act to Partially Amend the Securities and Exchange Act (Act No. 65 of 2006)

Not Applicable

(2) Types of businesses currently being operated

SPBQII (private placement and investment management)

(3) Overview of the current term

Since the filing of Article 63 Notification, GoldenTree Loan Management II GP, LLC (the “GP”) has been discussing potential investment opportunities with Japanese Qualified Institutional Investors, but the GP has not started self-distribution activities and/or self-asset management activities with respect

to GoldenTree Loan Management II (Offshore Feeder), LP in FY 2019.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

	Corporate officers		Employees	Total
		of which part-time		
Total	1	0	0	1

② Status of corporate officers

Positions	Names
Managing Member	Steven Tananbaum

(5) Status of the principal business office, and business offices where Specially Permitted Businesses for Qualified Institutional Investors, etc. ("SPBQII") are operated

Name	Location	Number of Corporate officers and employees
Principal Business Office	300 Park Avenue, 21st Floor, New York, New York 10022 U.S.A.	1
Registered Office	850 New Burton Road, Suite 201, County of Kent, City of Dover, State of Delaware 19904 U.S.A.	0
Total <u> 2 </u> locations		Total <u> 1 </u>

(6) Status of external auditing

Name or business name of the certified public accountant or auditing firm	Details of auditing
Not Applicable	

(Note)

1. Operational status of business

(2) Types of businesses currently being operated

In relation to businesses currently under operation, **(1)**enter "private placement" if they include businesses relating to acts specified under FIEA Article 63(1)(i); **(2)**enter "investment management" if they include those relating to acts specified

under (ii) of the same Paragraph; **(3)** if they include those specified under the provisions of Article 17-13(2) of the Enforcement ordinance of the Financial Instruments and Exchange Act as businesses that especially require the protection of investors among those specified under (9) of the same Article, please indicate thus; and **(4)** if there are other businesses, please enter the types of such businesses. In addition, if there have been changes in such businesses during the term, please indicate them.

(3) Overview of business operations in the current term

Please give an overview of the business activities, business performance, and important events that have affected operating performance during the current term.

(4) Status of corporate officers and employees

① Number of corporate officers and employees

Enter the numbers of corporate officers and employees (limited to corporate officers and employees engaged in SPBQII; the same applies in ② below) as at the end of the current term.

② Status of corporate officers

Create a table and indicate all corporate officers as at the end of the current term. Note, however, that foreign corporations do not need to indicate representatives in Japan (i.e., persons specified under FIEA Article 63(7)(i)(d)).

(5) Status of the principal business office, and business offices where SPBQII are operated

Enter information about the principal business office, as well as each of the business offices where SPBQII are operated ("business offices, etc." hereafter in (5)). In addition, if there have been additions or abolitions of business offices, etc., or changes in the names or addresses of business offices, etc. during the term, please indicate them.

(6) Status of external auditing

Provide relevant information in this section if you have your financial statements externally audited by certified public accountants or auditing firms at least once every year.

Indicate whether the audits are statutory or voluntary, and describe specifically and succinctly the details of the audit results in the "Details of auditing."

(7) Status of the fund

Names of the Invested Business	GoldenTree Loan Management II (Offshore Feeder), LP
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Equity		
Details of the Invested Business	Other	
Types of the Invested Business Equity	Rights based on laws and regulations of a foreign state (the laws of the Cayman Islands)	
Location of the accounts into which investment money is paid		
Flow of funds		
Duration		
Status of investors	Types of investors	Number of investors
	Qualified Institutional Investors ("QIIs")	
	of whom individuals	
	Investors other than QIIs	
	of whom individuals	
	Total	
Amount of investment by QIIs and its ratio	Amount of investment	yen
	Ratio of investment	%
If persons specified under the items of Article 233-3 are among the counterparty	Existence of persons specified under the items of Article 233-3 ("yes" or "none")	
	Status of audits	Name or business name of the certified public accountant or auditing firm
		Details of audits

(Note)

1. Create a table and provide information for each of the Invested Business Equity regarding securities equivalents related to FIEA Article 2(2)(v) or (vi). Note, however, that you are only required to provide information in the "Names of the Invested Business Equity," "Types of the Invested Business Equity" and "Status of investors"

for securities equivalents relating to (v) or (vi) of the same paragraph in which only professional investors invest.

Please indicate securities equivalents relating to (v) or (vi) of the same paragraph that were privately placed in the past and the expirations of whose duration are set in the current term or later, even if there has been no private placement during the current term.

2. This table must be created based on the end of the current term as the basis. If the accounting period of the fund (referring to assets into which investment or contribution has been made by persons who own securities equivalents relating to FIEA Article 2(2)(v) or (vi); the same applies in 6) and the term of the notifier of SPBQII do not match, make entries based on figures at the end of the last accounting period that came before the end of the current term.
3. In the "Details of the Invested Business" row, enter specific details of businesses that will manage the money and other assets being invested or contributed.
4. Select and enter, in the "Types of the Invested Business Equity" column, from "Partnership contract under the Civil Code," "Silent partnership contract," "Investment Limited Partnership contract," "Limited Liability Partnership contract," "Membership rights of an incorporated association," "Rights based on laws and regulations of a foreign state" and "Other rights." Provide specific details if you select "Other rights." Please also specify the names of laws the rights are based on and their key details if you select "Rights based on laws and regulations of a foreign state."
5. In "Location of the accounts into which investment money is paid," indicate names of the countries or territories where accounts into which customers pay their investment money are located.
6. In the "Flow of funds" section, indicate the names of business or names and roles of persons responsible for transferring, sending, managing or storing money related to the fund.
7. In the "Ratio of investment" row under "Amount of investment by QIIs and its ratio" section, indicate the percentage of the invested amount by QIIs out of the total invested amount.
8. In the "Existence of persons specified under the items of Article 233-3" column: Specify "yes" in the case of private placement of Invested Business Equity with persons specified under the Paragraphs of Article 233-3 as the counterparty, or management of money and other assets invested or contributed by persons other than QIIs; otherwise enter "none."

9. Indicate whether the external audits are statutory or voluntary and describe specifically and succinctly the details of the audit results in the "Details of audits."

10. If there are circumstances that need reporting but do not fit anywhere in this table, you can indicate this using similar forms within such a scope that they do not cause misunderstanding.

2. Status of accounts

Notifier is required to create balance sheets and profit and loss statements.

If the notifier is a corporation other than large companies prescribed under Article 2(vi) of the Companies Act (Act No. 88 of 2005), it is not required to submit profit and loss statements, but it is required to include net profit/loss in the balance sheets.

If the notifier has made its notification as a member of a partnership, etc., that does not have judicial personality, it is required to prepare balance sheets and profit and loss statements of the partnership, etc. However, partnerships, etc., other than those that have booked 500 million yen or more in investment money, etc. or those that have booked a total 20 billion yen or more in the liabilities section in the balance sheet for the last fiscal year do not need to prepare a profit and loss statement but are required to include net profit/loss in the balance sheets.

Notifiers who are individuals are not required to prepare balance sheets or profit and loss statements.

GoldenTree Loan Management II GP LLC

Balance Sheet

Balance

For the Period from December 31, 2019 to December 31, 2019

Balance

Assets

Current Assets

Cash

Investment in GT Loan Management II LP

Investment in GT Loan Management II LP (Onshore)

Investment in GT Loan Management II LP (Offshore)

Total Investments

=====

Liabilities & Partners' Capital

Current Liabilities

Partners' Capital

Partners' Capital

Net Income

=====

GoldenTree Loan Management II GP LLC

Income Statement

Net Change

For the Period from January 1, 2019 to December 31, 2019

Revenues

Incentive Fee Revenues

Total Incentive Fees

Investment Income/ (Loss)

Other Income

Interest Income

Direct Expenses

Net Income

=====

GoldenTree Distressed Fund III GP LLC

Balance Sheet

Balance

For the Period from December 31, 2019 to December 31, 2019

**Balance in
USD**

Assets

Deutsche Bank - Checking
Deutsche Bank - Money Market

Total Cash

Due from Affiliates

Other Assets

Investments

Investment in Distressed Fund III LP 154,747.00
Investment in Distressed Parallel Fund III LP 30,990.00
Investment in Distressed Fund III Cayman 149,673.00

Total Investments 335,410.00

Total Assets 335,410.00

Liabilities & Partners' Capital

Current Liabilities

Due to GTAM LP

Total Current Liabilities

Partners' Capital

Partners' Capital 309,688.86
Net Income 25,721.14

Total Liabilities & Partners' Capital 335,410.00

GoldenTree Distressed Fund III GP LLC

Income Statement

Net Change

For the Period from January 1, 2019 to December 31, 2019

**Current Period
in USD**

Revenues

Incentive Fee Revenues

Total Incentive Fees

Investment Income/ (Loss)

Investment Income - Distressed Fund III LP 11,792.60

Investment Income - Distressed Fund III Parallel 1,711.85

Investment Income - Distressed Fund III Cayman 12,216.69

Total Investment Income/ (Loss) 25,721.14

Total Income / (Loss) 25,721.14

Expenses

Operating Expenses

Total Operating Expenses

Net Income / (Loss) 25,721.14