TCW Spirit Direct Lending LLC



Prospectus Summary

Fund Structure: Tender Offer

Term: Perpetual

Suitability Minimum: Qualified Clients

Initial N-2 Filing Date: 5/30/2024

1940 Act Registered: Yes 1933 Act Registered: No

Adviser: TCW Asset Management Company LLC

Sub-Adviser(s): None
Investment Consultant: None

New Entrant: Yes

Predecessor Fund/Seed Capital:

No

Asset Class: Credit

The Fund's investment objective is to seek to preserve capital and generate attractive risk-**Objective:** adjusted returns primarily through direct investments in senior secured loans to middle market

companies.

The Fund seeks to meet its investment objective by originating and investing in loans to middle market companies. Although the Fund will be primarily focused on investing in senior secured debt obligations, there may be occasions where the Fund's investments may be unsecured which mainly are a result of reorganizations or restructurings in which senior secured debt obligation are converted into unsecured investments and unsecured positions are only expected to comprise a minority proportion of the Fund's investments. The Fund's highly negotiated private investments may include senior secured loans, unsecured senior loans, subordinated and mezzanine loans, convertible securities, notes and other non-convertible debt securities,

equity securities, and equity-linked securities such as options and warrants. The Fund may also consider making an equity investment, in combination with a debt investment.

Fund of Funds: No

Invest-up Period: As soon as practicable

Redemptions: None
NAV Frequency: TBD
Minimum Investment: None

Management Fee: 1.25% of Managed Assets

Acquired Fund Fees and

Expenses:

None

Income Incentive/

Strategy:

Performance Fee:

15.0% of the Fund's distributions, subject to a 7.50% hurdle and "catch-up" feature

The Adviser and the Fund have entered into a fee waiver agreement (the "Fee Waiver Agreement") under which the Adviser has agreed contractually to waive: (i) 0.35% of its management fee when the Fund's assets under management are less than or equal to AU\$250

Fee Waiver: million; (ii) 0.40% when the Fund's assets under management are less than or equal to A0\$250 million; and (iii) 0.45% when the Fund's assets under management are greater than AU\$250 million but less than or equal to AU\$500 million; and (iii) 0.45% when the Fund's assets under

management are greater than AU\$500 million. Provide the Waiver Agreement, the

Adviser has also agreed to reduce the Incentive Fee from 15% to 10%.

Distributor: TBD

Fund Counsel: Clifford Chance US LLP

Fund Administration: TCW Asset Management Company LLC

Custodians: US Bank N.A.