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July 15, 2015

Mr. Douglas J. Scheidt, Esq.
Office of Chief Counsel
Division of Investment Management
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Carey Credit Income Fund and Carey Credit Income Fund 2016 T

Dear Mr. Scheidt:

We represent Carey Credit Income Fund (the "Master Fund") and Carey Credit Income Fund 2016 T (the "Existing Feeder Fund"), each a closed-end management investment company formed on September 5, 2014, as a statutory trust under the laws of the state of Delaware. The Master Fund has elected, and the Existing Feeder Fund will elect, to be regulated as a business development company (a "BDC") under section 54 of the Investment Company Act of 1940, as amended (the "1940 Act"). Carey Credit Advisors, LLC (the "Adviser") and Guggenheim Partners Investment Management, LLC (the "Sub-Adviser"), each an investment adviser registered under the Investment Advisers Act of 1940, as amended, propose to offer a BDC structured as a master/feeder arrangement for bona fide business reasons, including economies of scale and more efficient portfolio management.

On behalf of the Master Fund and the Existing Feeder Fund, we respectfully request your assurances that, for the reasons and under the circumstances more fully described below, the Division of Investment Management will not recommend enforcement action to the Securities and Exchange Commission (the "SEC") against (A) the Feeder Funds (as defined below) (i) under Section 7(a) of the 1940 Act if each Feeder Fund elects to be regulated as a BDC pursuant to Section 54 of the 1940 Act or (ii) under Section 55(a) of the 1940 Act if, for purposes of determining the composition of its assets under Section 55(a), each Feeder Fund looks to its proportionate ownership interest in the assets of the Master Fund or (B) the Master Fund under Section 23(c) of the 1940 Act if the Master Fund repurchases Master Fund Shares (as defined below) owned by a Feeder Fund in a planned liquidation of a Feeder Fund in accordance with Rule 23c-1 under the 1940 Act except as described below.

FactsThe Master Fund

The Master Fund's investment objectives will be to provide shareholders with current income, capital preservation and, to a lesser extent, long-term capital appreciation. The Master Fund intends to meet its investment objectives by investing primarily in large, privately-negotiated loans to private middle market U.S. companies.

The Master Fund has filed a registration statement on Form 10 ("Form 10") to register its shares under the Securities Exchange Act of 1934, as amended (the "1934 Act"). The Master Fund has elected to be treated as a BDC under the 1940 Act.¹ The Master Fund will engage in a continuous offering on a private placement basis of its common shares (the "Master Fund Shares").² It is contemplated that the Master Fund will have an indefinite life and will not list its shares on a securities exchange.³ The Master Fund will serve as the master fund in a master/feeder structure; the only shareholders of the Master Fund will be the Feeder Funds (as defined below), the Adviser and an affiliate of the Sub-Adviser who have provided seed capital. Thus, the Master Fund's income, gains, deductions, losses and distributions will be allocated only to the Feeder Funds and the Adviser and affiliate of the Sub-Adviser based on their proportionate interest in the Master Fund.

The Master Fund intends to offer a quarterly share repurchase program in which it will repurchase a certain amount of its outstanding Master Fund Shares at a price equal to the net asset value per share on the last day of the most recent quarterly reporting period via an issuer tender offer under Rule 13e-4 under the 1934 Act ("Rule 13e-4"). Each quarterly repurchase offer is expected to be conducted in parallel with similar repurchase offers made by one or more Feeder Funds.

The Feeder Funds

The Existing Feeder Fund has filed a registration statement on Form N-2 ("Form N-2") under the Securities Act of 1933, as amended. At the time the Form N-2 registration statement is declared effective by the SEC, the Existing Feeder Fund will elect to be treated as a BDC under the 1940 Act. The Existing Feeder Fund will engage in a continuous public

¹ The Master Fund is an investment company as defined in Section 3(a)(1) of the 1940 Act.

² The Master Fund will not issue preferred shares.

³ If the Board of Trustees of the Master Fund and each Feeder Fund determine that it is in the best interests of the Master Fund, each Feeder Fund and its shareholders to list the Master Fund Shares on a national securities exchange (a "Listing"), the Master Fund will seek shareholder approval for a Listing and each Feeder Fund will pass through the vote on the Listing to its shareholders. Shareholders of all Feeder Funds would vote together as one class on the Listing proposal. If the Listing proposal is approved, each Feeder Fund would liquidate and distribute its Master Fund Shares to its shareholders who would become direct shareholders of the Master Fund.

offering of its common shares for a finite offering period. The Existing Feeder Fund will have a finite term of no more than five years from the closing of the offering (contemplated to be on or before December 31, 2021). The Existing Feeder Fund will invest all or substantially all of its assets in the Master Fund. In the future, the Adviser may create other closed-end management investment companies that will elect to be regulated as BDCs pursuant to section 54 of the Act and invest all or substantially all of their assets in the Master Fund (each, a "Future Feeder Fund" and together with the Existing Feeder Fund, the "Feeder Funds"). No Feeder Fund will engage in any investment or borrowing activity, except indirectly through its interest in the Master Fund. Each Feeder Fund would engage in a public offering of its common shares ("Feeder Fund Shares") for a finite offering period and have a finite life of between five and 25 years. While the Master Fund will not be subject to any sales load or annual distribution/shareholder servicing fee, a Feeder Fund may have a front end sales charge and/or an annual distribution/shareholder servicing fee. Shares of a Feeder Fund may be sold under a multi-class arrangement with different sales loads and/or distribution/shareholder servicing fees pursuant to a SEC exemptive order. No Feeder Fund will be offered that has a different sales load and distribution/shareholder servicing fee structure but the same or a similar finite term as another Feeder Fund. Thus, the Master Fund will not indirectly create a multi-class structure by using the Feeder Funds to offer different classes of shares.

Each Feeder Fund intends to offer a quarterly share repurchase program in which it will repurchase a certain amount of its outstanding Feeder Fund Shares at a price equal to its net asset value per share on the last day of the most recent quarterly reporting period via an issuer tender offer under Rule 13e-4. Because all or substantially all of each Feeder Fund's assets will consist of its Master Fund Shares,⁴ each quarterly tender offer will be conducted in parallel with the Rule 13e-4 tender offers conducted by the Master Fund.

As a Feeder Fund approaches the end of its finite term, the Feeder Fund's Board of Trustees will authorize the liquidation and dissolution of the Feeder Fund.⁵ Such Feeder Fund liquidation and dissolution would be effectuated by the purchase by the Master Fund for cash of all the Master Fund Shares owned by the Feeder Fund in accordance with all the conditions of Rule 23c-1 under the 1940 Act (except those described below) and the distribution of that cash to the liquidating Feeder Fund's shareholders.⁶

⁴ A Feeder Fund may at times retain an amount of cash or cash equivalents to pay its own expenses.

⁵The Feeder Fund's Board of Trustees would have the ability to delay the liquidation and dissolution of the Feeder Fund for a one-year period if it determined that such a delay was in the best interests of Feeder Fund shareholders, for example, due to adverse market conditions that would require the Master Fund to sell its portfolio securities at an inopportune time.

⁶ Feeder Fund shareholders may be offered the ability to re-invest their liquidation proceeds into another Feeder Fund.

Legal Analysis

Section 7(a) of the 1940 Act

Section 7(a) of the 1940 Act generally prohibits an investment company, unless registered under Section 8 of the 1940 Act, from offering to sell, selling or delivering after sale any security or any interest in a security, or otherwise engaging in any business in interstate commerce. Section 6(f) of the 1940 Act makes Section 8 inapplicable to a BDC. Therefore, neither the Feeder Funds nor the Master Fund will be registered under Section 8.

However, if a Feeder Fund does not satisfy the definition of a BDC in Section 2(a)(48) of the 1940 Act, unless an exclusion or exception from registration under Section 8 is available, each Feeder Fund might be in violation of Section 7(a).

Accordingly, we respectfully request that the Staff not recommend enforcement action against the Feeder Funds under Section 7(a) of the 1940 Act, if each Feeder Fund elects to be regulated as a BDC pursuant to Section 54(a) of the 1940 Act.

Section 54(a) of the 1940 Act

Section 54(a) of the 1940 Act generally provides that any company that meets the definition in Sections 2(a)(48)(A) and (B) of the 1940 Act may elect to be subject to regulation as a BDC under the 1940 Act. Section 2(a)(48) of the 1940 Act generally defines a BDC to be any closed-end investment company that operates for the purpose of making investments in securities described in Sections 55(a)(1) through (3) of the 1940 Act and makes available significant managerial assistance with respect to the issuers of those securities.⁷

Each Feeder Fund will elect to be regulated as a BDC pursuant to Section 54(a) of the 1940 Act. As more fully described above, no Feeder Fund will have any direct operations other than owning Master Fund Shares. The Master Fund intends to invest at least 70% of its assets in assets described in Sections 55(a)(1) through (6) of the 1940 Act and to make available significant managerial assistance with respect to the issuers of those securities.

Sections 2(a)(48) and 55(a) of the 1940 Act

The definition of a BDC under Section 2(a)(48) of the 1940 Act states that a BDC (i) is operated for the purpose of making investments in securities described in Sections 55(a)(1) through (3) of the 1940 Act and (ii) makes available significant managerial assistance with

⁷ The term "making available significant managerial assistance" by a BDC is defined in Section 2(a)(47) of the 1940 Act.

respect to the issuers of those securities. Those securities generally are issued by an eligible portfolio company, as defined in Section 2(a)(46) of the 1940 Act.

Section 2(a)(46) excludes from the definition of an eligible portfolio company an investment company as defined in Section 3 of the 1940 Act and any company that would be an investment company but for an exclusion under Section 3(c) of the 1940 Act. Because the Master Fund will be an investment company as defined in Section 3(a)(1) of the 1940 Act, its Master Fund Securities will not be securities issued by an eligible portfolio company or securities described in paragraphs (1) through (3) of Section 55(a). Because all or substantially all of each Feeder Fund's assets will consist of Master Fund Shares, each Feeder Fund will (i) not be operated for the purpose of making direct investments in securities described in Sections 55(a)(1) through (3) of the 1940 Act, and (ii) each Feeder Fund will not make available significant managerial assistance with respect to issuers of those securities. Accordingly, each Feeder Fund might not satisfy the definition of a BDC in Section 2(a)(48).

Section 55(a) of the 1940 Act generally prohibits a BDC from acquiring any assets (other than assets described in paragraphs (1) through (7) of such Section) unless, at the time of acquisition, at least 70% percent of its total assets (excluding assets for sustaining its business, described in paragraph (7)) are assets described in paragraphs (1) through (6) ("Qualifying Assets"). Among other things, Qualifying Assets may include (i) securities of eligible portfolio companies purchased in transactions not involving any public offering, (ii) securities of eligible portfolio companies already controlled by the BDC without regard to the nature of the offering, (iii) securities of certain financially distressed companies that are not eligible portfolio companies and that are purchased in transactions not involving any public offering, and (iv) cash, cash items, Government securities, as defined in Section 2(a)(16) of the 1940 Act, and high quality debt securities maturing within one year. Because all or substantially all of the assets of each Feeder Fund will be invested in Master Fund Shares, no Feeder Fund will have 70% of its assets invested directly in Qualifying Assets. Thus, Section 55(a) might prohibit a Feeder Fund from acquiring any assets other than assets described in paragraphs (1) through (7) of Section 55(a).

Accordingly, we respectfully request that the Staff not recommend enforcement action against the Feeder Funds under Section 55(a) of the 1940 Act if each Feeder Fund includes its respective indirect ownership interest in the Qualifying Assets of the Master Fund as its own investments for purposes of Section 2(a)(48) and Section 55(a) of the 1940 Act.

In support of this request, we represent that the Master Fund intends to comply with Section 55(a) at all times following its commencement of operations and that the Master Fund expects to make available significant managerial assistance with respect to the issuers of those securities described in Sections 55(a)(1) through (3). The proposed master/feeder structure has been established for bona fide business reasons. The master/feeder structure offers investors the ability to invest in a BDC with a finite term and a particular sales load and distribution/shareholder servicing fee structure that is consistent with an investor's particular investment objectives and time horizon. The master/feeder structure allows for significant

economies of scale, in that the assets of each Feeder Fund will be pooled into one Master Fund, generating significant expense savings at the Master Fund level that will flow up to each Feeder Fund. Finally, the master/feeder structure allows for more efficient portfolio management in that the visibility of a target liquidation date of a Feeder Fund will provide the Advisors with the ability to manage the maturity and duration of the Master Fund's fixed income portfolio efficiently to generate the necessary liquidity to fund the known upcoming liquidation. The master/feeder structure also will provide the Advisors with the ability to manage the liquidity of the Master Fund based on the liquidity being provided by existing and future Feeder Funds.⁸ These bona fide business reasons are unrelated to, but not inconsistent with, the policies underlying the 1940 Act. We represent that each Feeder Fund will be merely an entity for investing indirectly in the Master Fund's assets and, as such, should be permitted to include its proportionate interest in the assets of the Master Fund for purposes of satisfying the definition of BDC in Section 2(a)(48) of the 1940 Act and for purposes of determining the percentage of its total assets that are Qualifying Assets pursuant to Section 55(a).

Accordingly, we believe that, under these circumstances, allowing each Feeder Fund to treat its respective indirect ownership interest in the portfolio companies of the Master Fund as its own investments and to treat the significant managerial assistance offered to those portfolio companies by the Master Fund as also offered by the Feeder Fund is consistent with the intent behind Sections 2(a)(48) and 55(a) of the 1940 Act.

Section 23(c) of the 1940 Act and Rule 23c-1 under the 1940 Act

Section 23(c) of the 1940 Act (generally made applicable to a BDC by Section 63 of the 1940 Act) prohibits a BDC from purchasing its own securities except under certain limited circumstances, including, among others, as the Commission may permit by rule. Rule 23c-1 under the 1940 Act permits a registered closed-end investment company to purchase its securities for cash subject to certain conditions. In respect of the planned liquidation and dissolution of a Feeder Fund, the Master Fund will purchase for cash its Master Fund Shares from the Feeder Fund in compliance with each of the conditions of Rule 23c-1, except as described below. Rule 23c-1(a)(3), in relevant part, provides that, if the security to be purchased is junior to any class of outstanding security of the issuer representing indebtedness, all securities of such class must have an asset coverage of at least 300% immediately after such purchase. This provision parallels the provision in Section 18(a)(1)(A) of the 1940 Act that, in relevant part, makes it unlawful for any registered closed-end investment company to issue any class of senior security representing indebtedness unless, immediately after such issuance, it will have an asset coverage of at least 300%.⁹ As a BDC,

⁸ We note that it is likely that the Master Fund also will have in place a credit facility or other borrowing facility that may be used to fund Feeder Fund liquidations. By pooling the assets into one Master Fund, the terms of any such credit facility should be more favorable for the Master Fund and indirectly all Feeder Funds.

⁹ See Investment Company Act Release No. 415 (Dec. 11, 1942) (stating that "(t)he asset coverage requirements of [Rule 23c-1(a)(3)] are the same as those prescribed by Section 18 of the 1940 Act with respect to the issuance 20488316.11

the Master Fund is subject to Section 61(a)(1) of the 1940 Act, which provides, in relevant part, that the asset coverage requirement of Section 18(a)(1)(A) of the 1940 Act applicable to BDCs shall be 200%. Accordingly, the Master Fund will comply with Rule 23c-1(a)(3) except that any of its outstanding securities representing indebtedness will have asset coverage of at least 200% immediately after its repurchase of the Master Fund Shares. Rule 23c-1(a)(4) provides that the seller of the security, to the knowledge of the issuer, not be an affiliated person of the issuer. Each Feeder Fund will be an affiliated person of the Master Fund.¹⁰ However, we do not believe that the proposed repurchases of Master Fund Shares from a liquidating Feeder Fund raises the potential for abuse that this provision was designed to address, namely overreaching by an affiliated shareholder, because the finite term of each Feeder Fund and the planned liquidation and dissolution of each Feeder Fund at the end of its finite term are key aspects of the proposed arrangement, which will be clearly disclosed to the Master Fund's and each Feeder Fund's shareholders. All Feeder Funds will liquidate and dissolve in the same planned manner and, therefore, we do not believe there is a risk of overreaching in the proposed repurchases by the Master Fund from the liquidating Feeder Funds.

Conclusion

Based on the foregoing, we respectfully request that the Staff grant the relief requested herein. If you have any questions, please call me at 212-698-3525.

Sincerely,



Richard Horowitz

of securities and the term asset coverage as used with respect to this condition has the same meaning as defined by Section 18(h) of the 1940 Act").

¹⁰ We assume that each Feeder Fund will own more than 5% of the outstanding Master Fund Shares and will be an "affiliated person" of the Master Fund under Section 2(a)(3)(A) of the 1940 Act.