



Global Corporate Trust  
8 Greenway Plaza, Suite 1100  
Houston, Texas 77046

**Notice to Holders of Rockford Tower CLO 2022-2, Ltd.  
and, as applicable, Rockford Tower CLO 2022-2, LLC <sup>1</sup>**

	Rule 144A		Regulation S		Common Code
	CUSIP	ISIN	CUSIP	ISIN	
Class A-1 Notes.....	77340LAA8	US77340LAA89	G7622LAA7	USG7622LAA73	249772593
Class A-2 Notes.....	77340LAC4	US77340LAC46	G7622LAB5	USG7622LAB56	249772607
Class B Notes.....	77340LAE0	US77340LAE02	G7622LAC3	USG7622LAC30	249772615
Class C Notes.....	77340LAG5	US77340LAG59	G7622LAD1	USG7622LAD13	249772623
Class D-1 Notes.....	77340LAJ9	US77340LAJ98	G7622LAE9	USG7622LAE95	249772640
Class D-2 Notes.....	77340LAL4	US77340LAL45	G7622LAF6	USG7622LAF60	249772631
Class E Notes.....	77340NAA4	US77340NAA46	G7622NAA3	USG7622NAA30	249772658
Class F Notes.....	77340NAC0	US77340NAC02	G7622NAB1	USG7622NAB13	249772666
Subordinated Notes.....	77340NAE6	US77340NAE67	G7622NAC9	USG7622NAC95	249772674

and notice to the parties listed on Schedule A attached hereto.

**Notice of Optional Redemption by Refinancing**

**PLEASE FORWARD THIS NOTICE TO BENEFICIAL HOLDERS**

Reference is made to (i) that certain Indenture, dated as of July 14, 2022 (as may be amended, modified or supplemented, the “*Indenture*”), among Rockford Tower CLO 2022-2, Ltd., as issuer (the “*Issuer*”), Rockford Tower CLO 2022-2, LLC, as co-issuer (the “*Co-Issuer*” and, together with the Issuer, the “*Co-Issuers*”), and U.S. Bank Trust Company, National Association, as trustee (in such capacity, the “*Trustee*”) and (ii) that certain Notice to Rating Agencies of Proposed Supplemental Indenture, dated as of September 28, 2023 (the “*First Notice*”). Capitalized terms used but not defined herein which are defined in the Indenture shall have the meaning given thereto in the Indenture.

The Trustee hereby provides notice that the Co-Issuers have informed the Trustee that a Majority of the Subordinated Notes have directed the Co-Issuers to effect an Optional Redemption by Refinancing of the Class A-1 Notes, Class A-2 Notes, Class B Notes, Class C Notes, Class D-1 Notes, Class D-2 Notes, Class E Notes and Class F Notes in whole (collectively, the “*Refinanced Notes*”) in accordance with Section 9.2(a)(i) of the Indenture. At the direction of the Co-Issuers, the Trustee hereby provides notice pursuant to Section 9.4(a) of the Indenture of an Optional Redemption by Refinancing of the Refinanced Notes as follows:

- i) The Redemption Date will be October 20, 2023.

<sup>1</sup> The CUSIP/ISIN/Common Code numbers appearing herein are included solely for the convenience of the Holders of the Notes. The Trustee is not responsible for the selection or use of CUSIP/ISIN/Common Code numbers, or for the accuracy or correctness of CUSIP/ISIN/Common Code numbers printed on any Notes or as indicated in this notice.

- ii) The Aggregate Outstanding Amount and Redemption Prices of the Refinanced Notes are as follows:

<b>Class</b>	<b>Aggregate Outstanding Amount</b>	<b>Redemption Price</b>
Class A-1 Notes	\$240,000,000	\$244,493,365.87
Class A-2 Notes	\$16,000,000	\$16,313,868.84
Class B Notes	\$48,000,000	\$49,009,073.17
Class C Notes	\$22,000,000	\$22,496,225.20
Class D-1 Notes	\$18,000,000	\$18,438,662.44
Class D-2 Notes	\$8,000,000	\$8,218,063.31
Class E Notes	\$12,000,000	\$12,412,654.96
Class F Notes	\$1,000,000	\$1,035,103.47

- iii) All of the Refinanced Notes are to be redeemed in full and interest on such Refinanced Notes will cease to accrue on the Redemption Date.
- iv) Any Refinanced Notes that are Certificated Notes to be redeemed are to be surrendered for payment of the Redemption Price at the following address:

U.S. Bank Trust Company, National Association  
 111 Fillmore Ave E  
 St. Paul, MN 55107-1402  
 Attention: Bondholder Services – EP-MN-WS2N – Rockford Tower CLO 2022-2, Ltd.

- v) For the avoidance of doubt, the Subordinated Notes are not being redeemed on the Redemption Date.

Please note that this notice of redemption may be withdrawn by the Co-Issuers or the Issuer (as directed by the Collateral Manager) in accordance with Section 9.4(b) of the Indenture. In addition, please note that the completion of a Refinancing and related execution of the related proposed supplemental indenture is subject to the satisfaction of certain conditions set forth in the Indenture, including, without limitation, the conditions set forth in Article 8 and Article 9 of the Indenture. The Trustee does not express any view on the merits of, and does not make any recommendation (either for or against) with respect to, a Refinancing or the Proposed Supplemental Indenture and gives no investment, tax or legal advice. Each Holder should seek advice from its own counsel and advisors based on the Holder's particular circumstances.

Recipients of this notice are cautioned that this notice is not evidence that the Trustee will recognize the recipient as a Holder. In addressing inquiries that may be directed to it, the Trustee may conclude that a specific response to a particular inquiry from an individual Holder is not consistent with equal and full dissemination of information to all Holders. Holders should not rely on the Trustee as their sole source of information.

The Trustee expressly reserves all rights under the Indenture, including, without limitation, its right to payment in full of all fees and costs (including, without limitation, fees and costs incurred or to be incurred by the Trustee in performing its duties, indemnities owing or to become owing to the Trustee, compensation for Trustee time spent and reimbursement for fees and costs of counsel and other agents it employs in performing its duties or to pursue remedies) prior to any distribution to Holders or other parties, as provided in and subject to the applicable terms of the Indenture, and its right, prior to exercising any rights or powers vested in it by the Indenture at the request or direction of any of the Holders, to receive security or indemnity satisfactory to it against all costs, expenses and liabilities which might be incurred in compliance therewith, and all rights that may be available to it under applicable law or otherwise.

This notice is being sent to Holders by U.S. Bank Trust Company, National Association in its capacity as Trustee. Holders with questions regarding this notice should direct their inquiries: in writing, to Yvette Haynes, U.S. Bank Trust Company, National Association, Global Corporate Trust, 8 Greenway Plaza, Suite 1100, Houston, Texas 77046; by telephone: (713) 212-7541; or via email to [yvette.haynes@usbank.com](mailto:yvette.haynes@usbank.com).

**U.S. BANK TRUST COMPANY,  
NATIONAL ASSOCIATION,  
as Trustee**

**October 5, 2023**

## SCHEDULE A

Rockford Tower CLO 2022-2, Ltd.  
c/o Walkers Fiduciary Limited  
190 Elgin Avenue, George Town  
Grand Cayman KY1-9008  
Cayman Islands  
Attn: The Directors  
Email: fiduciary@walkersglobal.com

Rockford Tower CLO 2022-2, LLC  
c/o Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19711  
Email: dpuglisi@puglisiassoc.com

Rockford Tower Capital Management, L.L.C.  
299 Park Avenue, 40<sup>th</sup> Floor  
New York, New York 10171  
Email: notices@rockfordtower.com

The Cayman Islands Stock Exchange  
SIX Cricket Square  
Third Floor  
Elgin Avenue  
P.O. Box 2408,  
Grand Cayman KY1-1105  
Cayman Islands  
Email: listing@csx.ky

Fitch Ratings, Inc.  
Email: cdo.surveillance@fitchratings.com

Moody's Investors Service, Inc.  
Email: cdomonitoring@moodys.com

Information Agent  
Email: RockfordTower202217g5@usbank.com

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CA\_Luxembourg@clearstream.com  
ca\_mandatory.events@clearstream.com  
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redemptionnotification@dtcc.com