

# Closed-End Fund (CEF) Taxonomy Guide

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March 20, 2023

## 1 GOAL

This Closed-End Fund (CEF) Taxonomy Guide provides the technical specifications as to the use of the Inline eXtensible Business Reporting Language (iXBRL) format for the submission of certain disclosures required of registered closed-end funds (CEFs) and business development companies (BDCs) that file registration statements on Form N-2<sup>1</sup>.

### Audience

This document provides the technical specification for registrants required under 17 CFR Part 239.14 and 274.11a-1 to submit information as required by Form N-2 using Interactive Data. It explains to a technical audience how to create conforming Interactive Data documents. This specification does not provide interpretative guidance for any rule. Readers should be familiar with Interactive Data as described in the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) Filer Manual [EFM], including Inline XBRL [iXBRL] and XBRL Dimensions [DIM]. Readers may find that familiarity with the Mutual Fund Prospectus Risk/Return Summary taxonomy [RR], Risk/Return Summary Preparers’ Guide [RRPG] and the Variable Insurance Product (VIP) taxonomy [VIP] will also be helpful.

## 2 STATUS

This CEF Taxonomy Guide is final as of the date of publication. Technical details may change for subsequent versions of the taxonomy. EDGAR [EFM] may alter data validations specific to Form N-2 and other form types that registrants may use to satisfy disclosure requirements via various EDGAR submission types as listed there.

Relative to the version of this guide dated December 20, 2021, changes include: (a) substitution of two us-gaap taxonomy axes for the “Security Axis,” (b) introduction of the cef “presentation” entry point for forms other than Form N-2, (c) substitution of three us-gaap concepts for the elements “Latest Share Price”, “Latest NAV”, and “Senior Securities Involuntary Liquidating Preference”, (d) introduction of elements with ‘instant’ period type for “Senior Securities Amount” and “Senior Securities Coverage per Unit” deprecating the previous duration period type elements, and (e) addition of a standard ‘Interest Rate Risk’ member.

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<sup>1</sup> Securities Offering Reform for Closed-End Investment Companies, <https://www.sec.gov/rules/final/2020/33-10771.pdf>

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### 3 TAXONOMY STRUCTURE AND CUSTOMIZATION

The taxonomy has two mandatory and two optional entry points.<sup>2</sup> Submissions for other than Form N-2 use the “cef” schema and its embedded linkbases and must provide additional label and presentation links to conform to EFM sections 6.12 and 6.13.

For Form N-2 submissions, the taxonomy supports iXBRL submissions with minimal filer taxonomy customization. The presentation linkbase and standard labels provided in the `cef_pre` entry point are largely sufficient for the EDGAR Renderer (EFM sections 6.24 and 6.25) to produce a rendering that conforms to EFM section 6.12.3<sup>3</sup>. Form N-2 submissions are effectively exempt from the requirements of EFM 6.13.2 and 6.13.3<sup>4</sup>.

The table below illustrates the relationships among files, forming a small hierarchy; each arrow ↘ points from the referring file to the referred one.

File base name	File type	Remarks
<code>cef-entire</code>	entry point	Requires the reference linkbase.
↘ <code>cef_ref</code>	schema	Embeds reference linkbase.
↘ <code>cef_pre</code>	schema (mandatory for N-2’s)	Embeds presentation linkbase.
↘ <code>cef</code>	schema (mandatory)	Embeds lab, def, and cal linkbases.
↘ <code>us-gaap</code>	schema	Current us-gaap taxonomy schema
↘ <code>dei_lab</code>	dei labels	Embeds label linkbase for dei elements.
↘ <code>dei</code>	dei schema	

Following the file naming of other standard taxonomies, a file from (for example) the “2021q4” taxonomy with file base name of `cef_ref` was located at [https://xbrl.sec.gov/cef/2021q4/cef-2021q4\\_ref.xsd](https://xbrl.sec.gov/cef/2021q4/cef-2021q4_ref.xsd).

Following the target namespace conventions of other EDGAR standard taxonomies, the current namespace<sup>5</sup> of the CEF schema is <http://xbrl.sec.gov/cef/2023>, prefixed “cef”.

The reference linkbase provides the location of the specific section of Form N-2 and the instructions on that Form that describe the associated disclosure requirement<sup>6</sup>.

#### 3.1 Common Dimensions

CEF defines two common dimensions for all concepts. Any or all of these dimensions and their members may dimensionally qualify any fact. This flexibility permits the iXBRL document to preserve human readability, while all the relevant contextual details can appear on each individual tagged fact. A third dimension is intended for use in conjunction with the common axes within Item 8.3.a, Risk Factors.

For example, if the concept `cef:SalesLoadPercent` appears in two places with different rates for two different Securities (*i.e.*, classes) of a fund, the filer defines members of the common dimension “Security [Axis]” and provides all the detail necessary to distinguish them.

<sup>2</sup> EDGAR standard taxonomies conventionally have “entry point” schemas that contain no element declarations of their own, but only embedded linkbases or links to other schemas or linkbases.

<sup>3</sup> EFM 6.12.3 reads “Every element in an instance must be presented.”

<sup>4</sup> EFM 6.13.2 reads “Present facts according to their locations in the original HTML/ASCII document”; EFM 6.13.3 reads “Order and indent facts according to their positions in the original HTML/ASCII document.” RR documents are already exempt from both.

<sup>5</sup> A namespace URI (uniform resource identifier) is not a URL (uniform resource location); it does not identify a web address.

<sup>6</sup> Unlike other SEC XBRL taxonomies, there is no “documentation label” linkbase, because its contents would be largely duplicative of the instructions in Form N-2 itself found at <https://www.sec.gov/forms/formn-2.pdf>.

### 3.1.1 US-GAAP Security Axes

For each security described in the prospectus, distinguish them with standard or custom members of `us-gaap:StatementClassOfStockAxis` or `us-gaap:DebtInstrumentAxis`, depending on their type. Name the custom members mnemonically and consistently, ending with the text “Member”.

### 3.1.2 Address Type Axis

The cover page of Form N-2 requires the name and address of the “Agent for Service”. Section 5 below details how to tag the agent as a “business contact member” just as in EFM 6.5.51. There should be no custom members of this axis.

### 3.1.3 Risk Axis

Item 8.3.a of Form N-2, entitled "Risk Factors" requires a summary of the principal risks of investing in the fund. The filer distinguishes different enumerated risks by defining custom members for this axis, or use standard members when appropriate, should future versions of this taxonomy define them. One standard member is attached already; `us-gaap:InterestRateRiskMember`, because it is one of the most commonly listed risks.

## 3.2 Linkbase Roles

As in other EDGAR standard taxonomies, one set of linkbase roles serves to define presentation, definition and calculation links. All CEF role URIs begin with `http://xbrl.sec.gov/cef/role/` and end with a camel-case token such as `Item10.2Ltd` as its Role ID. The definition text of each role follows the pattern established in EFM 6.7.12, the first digits indicating the tagging level of detail.

The top-level roles with starting “01” defines the overall structure of the form:

Role ID	Definition Text	Used in
Cover	010000 - Document - Form N-2 Cover	cef embedded linkbase def and in cef_pre
N2	995470 - Disclosure - Form N-2	cef embedded linkbase def and in cef_pre

The following linkbase roles, with names starting “05”, “06” or “07”, contain the relationships that define the common dimensions:

Role ID	Definition Text
SecurityOnly	050030 - Disclosure - Security
AddressTypeOnly	050050 - Disclosure - Address Type
RiskOnly	050060 - Disclosure - Risks
Defaults	060000 - Disclosure - Defaults
CommonDimensions	070000 - Disclosure - Common Dimensions

The remaining roles represent detail tagging, as described in sections 5 through 11 below. The presentation linkbase puts all CEF concepts into a single presentation group<sup>7</sup>, with text and numbers inside of a table text block shown as children of that table text block. Since the presentation linkbase is less relevant to tagging with the CEF taxonomy, this document focuses on the definition linkbase contents and their use.

Note that the taxonomy linkbases do not specify the circumstances under which each disclosure is required; that information is set forth in Form N-2. For example, all Form N-2 prospectuses will contain a Risk Factors text block because all registrants must disclose principal risks pursuant to Item 8.3.a of Form N-2, while those that

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<sup>7</sup> Technically, an XLink extended-type link role.

offer common stock and use leverage must also provide the leverage-related text blocks and numeric data pursuant to Item 8.3.b of Form N-2 (*see* section 10.1 below).

## 4 SCHEMA ELEMENTS (CONCEPTS)

The taxonomy concepts follow element naming and standard label conventions that convey both meaning and data type. The definition linkbase organizes the concepts into dimensional tables, and the presentation linkbase organizes the concepts into a hierarchy (one for each form) and ordering to produce an adequate EDGAR rendering. There are several “Table Text Blocks”, but these are used only to encapsulate elements repeated along one or more dimensions.

### 4.1 Numeric Concepts

The suffixes “Percent”, “Shares”, and “Per Unit” denote numeric facts of a numeric data type with an indication of the XBRL unit to which they should refer. The absence of a suffix indicates a monetary amount.

Suffix	Sample Element	Sample Label	Unit of Measure
Percent	AnnualInterestRatePercent	Annual Interest Rate [Percent]	xbrli:pure
Shares	OutstandingSecurityHeldShares	Outstanding Security Held [Shares]	xbrli:shares
Per Unit	SeniorSecuritiesCoveragePerUnit	Senior Securities Coverage Per Unit	iso4217:USD / xbrli:shares
-none-	LongTermDebtPrincipal	Long Term Debt Principal	iso4217:USD

Definition linkbase groups organize numeric elements according to the table in which they appear, as required by Form N-2. There is no need, therefore, for custom taxonomies to define custom concepts, change their labels, or “re-wire” them into custom definition or presentation linkbases.

For example, Item 10.5 of Form N-2 requires a table of outstanding securities. The data will appear with four facts per row and one row per security:

<http://xbrl.sec.gov/cef/role/Item10.5Out>

element	arcrole	target role
Prospectus [Line Items]		
Prospectus [Table]	all	<a href="http://xbrl.sec.gov/cef/role/CommonDimensions">http://xbrl.sec.gov/cef/role/CommonDimensions</a>
Outstanding Security, Title [Text Block]	domain-member	
Outstanding Security, Authorized [Shares]	domain-member	
Outstanding Security, Held [Shares]	domain-member	
Outstanding Security, Not Held [Shares]	domain-member	

The definition linkbase role <http://xbrl.sec.gov/cef/role/CommonDimensions> (the target role shown above), in turn contains all the axes for Form N-2, their domain members and defaults, which allows the filer to repeat the individual domain members in the table of outstanding securities as many times as needed.

The custom taxonomy only needs a schema (to declare custom members), a label linkbase (to assign the members standard labels), a definition linkbase (to assign the members as domain-member children of the appropriate axis), and a presentation linkbase (to assign the members as parent-child members of the appropriate axis).

### 4.2 Text Block Concepts

Text block concepts contain formatted XHTML text that is normally entirely or mostly narrative. Nesting of Inline XBRL tags can “wrap” other numeric or non-numeric Inline XBRL tags.

Suffix	Sample Element	Sample Label
TextBlock	EffectsOfLeverageTextBlock	Effects of Leverage [Text Block]

For example, the content outlined in orange is a text block, the content shaded gray are numeric tags:

Figure 1. Numeric facts inside a tagged text block

The initial interest rate was 5% and the current interest rate is 12%.

Text blocks also wrap around other text blocks or table text blocks. For example, `RiskFactorsTableTextBlock` contains all the risk factors text, a portion of which is an `EffectsOfLeverageTextBlock`.

Because software applications may extract the content of a text block for viewing in a browser, it is good practice to ensure that the XHTML fact content has style attributes with sufficient Cascading Style Sheet (CSS) properties to display as intended. CSS properties for font family and size appear on the content of Figure 1 above:

```
<ix:nonNumeric name="cef: EffectsOfLeverageTextBlock" contextRef="..." escape="1">
<p style="font-family: 'Times New Roman'; font-size: 16px;"> The initial interest rate was
<ix:nonFraction name="cef:AnnualInterestRateInitialPercent" contextRef="..." unitRef="Rate"
decimals="INF" scale="-2">5</ix:nonFraction>% and the current interest rate is
<ix:nonFraction name="cef:AnnualInterestRateCurrentPercent" contextRef="..." unitRef="Rate"
decimals="INF" scale="-2">12</ix:nonFraction>%.</p>
</ix:nonNumeric>
```

### 4.3 Table Text Block Concepts

A table text block differs from an ordinary text block only in its intended use to enclose a set of repeating or very similar elements.<sup>8</sup>

Suffix	Sample Element	Sample Label
TableTextBlock	OutstandingSecuritiesTableTextBlock	Outstanding Securities [Table Text Block]

For example, the following is a table text block (orange outline) with eight tagged facts inside (gray shading):

Figure 2. Facts with dimensions inside a table text block containing a <table>.

Title	Authorized Shares	Held Shares	Not Held Shares
Security 1 Common	200,000	100,000	100,000
Security 2 Preferred	200,000	100,000	100,000

The difference between the first and second rows is that while they use the same tags, the facts in the first row are in contexts with different members of the “Security [Axis]” dimension. Supposing that `Security1CommonMember` represents Security 1 Common shares, the member on axis would be `Security1CommonMember` in the context of the first row; for the second row, `Security2PreferredMember` would be on the axis in its context.

In Figure 1 above, the formatting used an XHTML `<table>` tag. A series of related paragraphs are an equally valid use of a table text block even though no `<table>` tag is used.

<sup>8</sup> Unlike RR, Table text blocks do not contain “embedding commands” as documented in EFM 6.25.

Figure 3. Facts with dimensions inside a table text block with no <table>

<b>Security 1 Common</b>
The year to date return on Security 1 Common has been 6.80%, with current expenses 1.25%.
<b>Security 2 Preferred</b>
The year to date return on Security 2 Common has been 3.76%, with current expenses 1.05%.

The instructions often require additional disclosures or text that appear after the table and that apply to the table as a whole, or to several items in the table. Text blocks for this purpose have the word “Note” in their name. For example, the concept “Management Fee Not Based on Net Assets, Note [Text Block]” is for additional text about a table that included numeric facts relating to management fees.

#### 4.4 Miscellaneous Concepts

The CEF taxonomy has no “plain text” concepts. Any text type tags may contain XHTML formatting.

A small number of other data types appear in the taxonomy.

Suffix	Sample Element	Sample Label	Type
Flag	NewCefOrBdcRegistrantFlag	New CEF or BDC Registrant [Flag]	Boolean
Date	WarrantsOrRightsCalledPeriodDate	Warrants or Rights, Called Period [Date]	Date

EDGAR provides Inline XBRL custom transformations for Boolean data types (EFM 5.2.5.12). Using those transformations, there should be no reason for these facts to appear in an iXBRL document within the <ix:hidden> tag (EFM 5.2.5.14).

#### 4.5 Authoritative References

The reference linkbase uses the same hierarchy as in other EDGAR standard taxonomies: Publisher, Name, Chapter, Section, Subsection, Paragraph, and Subparagraph. For example, the concept for “Security Liabilities [Text Block]” contained in Item 10.1.a of Form N-2 has this reference:

Reference	Value	Remarks
Publisher	SEC	
Name	Form N-2	
Section	Item 10	Form N-2 has “Items” 1 - 34
Subsection	1	
Paragraph	a	
Subparagraph	4	

This reference will be written out in this document as “Item 10.1.a(4)” because all the concepts share the same Publisher and Name. Most concepts have one reference; a few have more than one reference where more than one instruction applies.

#### 4.6 Standard Labels

As illustrated above, all concepts have a standard label that is intended to align to the element name, with the data type shown in square brackets.

Most concepts are associated to their standard label in such a way that the filer cannot override the label. The filer may customize the labels of only six elements that are noted in section 8 below9 below.

## 5 INSTANCE DOCUMENT CONTENT

An Inline XBRL document<sup>9</sup> conforming to this specification will consist largely of eXtensible HyperText Markup Language (XHTML) tags, with a relatively small number of Inline XBRL (iXBRL) tags to mark the required information. The requirements for Form N-2 consist of 34 Items on a cover page in three parts (A, B and C). Only the Form N-2 cover page and four of the Items in Part A (prospectus) will contain iXBRL tags. Sections 8-11 below each cover the parts of one Item.

**Table 1. Only specified Form N-2 items or sub-parts require Interactive Data.**

<b>Section of this Guide</b>	<b>Item in Form N-2</b>
§ 7	Form N-2 Cover Page.  (Note: EDGAR submission types N-2, N-2/A, N-2MEF, N-2ASR, and N-2 POSASR; <i>see</i> EFM section 6.5.55 for other EDGAR Form N-2 submission types that require cover page tagging.)
§ 8	Item 3.1, Fee Table.
§ 9	Item 4.3, Senior Securities.
§ 10	Items 8.2 (b and d) Investment Objectives and Policies; 8.3 (a and b) Risk Factors; and 8.5 (b, c, and e) Share Price Data.
§ 11	Items 10.1 (a, b, c, and d) Capital Stock; 10.2 (a, b, c, and e) Long-Term Debt; 10.3 Other Securities; and 10.5 Outstanding Securities.

The content of CEF tags for Items other than the Cover Page may appear in many other EDGAR submission types and forms; see EFM section 6.5 for a current list. Submissions with N-2 cover page tagging may incorporate such content by reference only when the source submission and the referenced content was tagged. In the same way that a filer may use the CEF taxonomy to tag information that is included in a submission type other than a Form N-2 pursuant to Form N-2's disclosure requirements, filers may use any SEC approved taxonomies other than Risk/Return [RR] s to structure certain information included in a submission filed on Form N-2, such as financial statement information that must be tagged in Inline XBRL pursuant to Rule 405(b)(3)(i) of Regulation S-T.

## 6 DOCUMENT AND ENTITY (“DEI”) ELEMENTS

The EFM defines EDGAR-specific validations that augment iXBRL validations. The following elements must appear in the Required Context, but none of them is a “cover page” concept in the EFM 6.5.45 sense.

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<sup>9</sup> EFM 5.2.2.5 specifies that technically, it is an Inline XBRL Document *Set* that may be provided in a submission, but the distinction is not important for the purposes of this Taxonomy Guide.



DEI element	Applicable EFM sections	
dei:EntityRegistrantName	6.5.21, 6.5.24	
dei:EntityCentralIndexKey	6.5.21, 6.5.23	
dei:AmendmentFlag	6.5.20	
dei:AmendmentDescription	6.5.20	
dei:DocumentType	6.5.20	
dei:InvCompanyType	6.5.40	

The Required Context in a Form N-2 submission type has a `period` element with a `startDate` and `endDate` value being the prospectus date<sup>10</sup>. For any other submission type in which CEF taxonomy elements appear, the required context is as defined for that other submission type.

## 7 FORM N-2 COVER PAGE

The cover page of Form N-2 has a taxonomy element for each check box, date and other field. Most of these are in the CEF namespace. A few are in the DEI namespace, and have been given slightly different labels in the CEF label embedded linkbase. Facts on the N-2 cover page are in the required context of the instance.

Table 2 shows the elements relevant to the first few lines of Form N-2 as in the example below, in which the orange markers show the content of each element. General Instructions Items I.2 and I.3 of Form N-2 describe the circumstances under which a filing other than Form N-2 requires structured data using the CEF taxonomy and the guidance in this document. Cover page tagging in Table 2 is specific to Form N-2. Cover page tagging for other forms remains as specified on those forms and in the EDGAR Filer Manual.

Figure 4. The first few lines of a Form N-2 cover page.

1933 Act File No. 333-00000  
1940 Act File No. 811-00000  
814-00000

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-2**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. \_\_\_\_\_

Post-Effective Amendment No. \_\_\_\_\_

**and/or**

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

Amendment No. \_\_\_\_\_

<sup>10</sup> Similar to the required context as it is defined for instances of the RR taxonomy.

**Table 2. Definition links and references of the first few lines of a Form N-2 cover page.**

Definition Links and Concept Labels	Element (DEI except where indicated)
Securities Act File Number	EntityFileNumber
Investment Company Act File Number	InvestmentCompanyActFileNumber
BDC File Number	cef:BdcFileNumber
Document Type	DocumentType
Registration Statement	DocumentRegistrationStatement
Pre-Effective Amendment	PreEffectiveAmendment
Pre-Effective Amendment Number	PreEffectiveAmendmentNumber
Post-Effective Amendment	PostEffectiveAmendment
Post-Effective Amendment Number	PostEffectiveAmendmentNumber
Investment Company Act Registration	InvestmentCompanyActRegistration
Investment Company Registration Amendment	InvestmentCompanyRegistrationAmendment
Investment Company Registration Amendment Number	InvestmentCompanyRegistrationAmendmentNumber

This section illustrates the use of file numbers, flags and amendment numbers with EDGAR formatting.

The line in Figure 4 beginning “1933 Act File Number” is a non-numeric fact consisting of a string of digits separated by a dash.

```
<p>
1933 Act File No.
<ix:nonNumeric name="dei:EntityFileNumber" contextRef="...">333-00000</ix:nonNumeric>
</p>
```

Had there been no appropriate file number, the `ix:nonNumeric` tag could have been omitted, or it could have been placed inside the `<ix:hidden>` tag as a null value and an `id` attribute linked using CSS property `-sec-ix-hidden` (EFM 5.2.5.14) to the blank space on the form:

```
<p>
1933 Act File No. <span style=" -sec-ix-hidden: t001 " > _____ </span>
</p>
...
<ix:hidden>
  <ix:nonNumeric id="t001" name="dei:EntityFileNumber"
    contextRef="..." xsi:nil="true"></ix:nonNumeric>
  ...
</ix:hidden>
```

The first line of Figure 4 has a check box. Use the EDGAR iXBRL “ballot box” transformation (EFM 5.2.5.12) so that the  results in Boolean “false” while  or  results in “true”:

```
<ix:nonNumeric name="dei:DocumentRegistrationStatement" contextRef="d"
  format="ixt-sec:boolballotbox">&#9744;</ix:nonNumeric> REGISTRATION UNDER THE SECURITIES
ACT
```

The Amendment Number elements in DEI have a special `dei:sequenceNumberItemType` that permits an empty string or a positive integer, so that text without digits (such as an underline, or instruction text) with format `ixt:nocontent` indicates it is not an amendment and there is no need for a null fact as illustrated above:

```
<p>
Pre-Effective Amendment No. _____ <ix:nonNumeric name="dei:PreEffectiveAmendmentNumber"
contextRef="d" format="ixt:nocontent">(enter a number)</ix:nonNumeric> _____
</p>
```

For the second section of the cover page, containing the registrant name, principal address and contact information, follow the guidance in EFM 6.5.48 for the principal executive offices and 6.5.51 for the servicing agents.

**Table 3. Form N-2 cover page, filer and agent information, definition links and references.**

Label	DEI element
Entity Registrant Name	EntityRegistrantName
Entity Address, Address Line One	EntityAddressAddressLine1
Entity Address, Address Line Two	EntityAddressAddressLine2
Entity Address, Address Line Three	EntityAddressAddressLine3
Entity Address, City or Town	EntityAddressCityOrTown
Entity Address, State or Province	EntityAddressStateOrProvince
Entity Address, Postal Zip Code	EntityAddressPostalZipCode
City Area Code	CityAreaCode
Local Phone Number	LocalPhoneNumber
Contact Personnel Name	ContactPersonnelName

In Figure 5 the Entity Registrant Name and other facts, up through the Local Phone Number, are in the Required Context (EFM 6.5.19).

**Figure 5. The middle part of a Form N-2 cover page.**

**IRONIC INVESTMENTS, LLC**

Exact name of registrant as specified in its charter

**42 Periphery Center, Bedroom, NJ 60305**

Address of Principal Executive Offices (Number, Street, City, State, Zip Code)

**(603) 555-1212**

Registrant's Telephone Number, including Area Code

**Ironically Named Agents, 42 Periphery Center, Bedroom, NJ 60305**

Name and Address (Number, Street, City, State, Zip Code) of Agent for Service

The facts relating to the Agent for Service are in a context (in this example, x) using the standard member `dei:BusinessContactMember` on the `dei:EntityAddressAddressTypeAxis` dimension:

```
<i:context id="x">
  <i:entity>
    <i:identifier scheme="http://www.sec.gov/CIK">9876543210</i:identifier>
    <i:segment>
      <xbrldi:explicitMember dimension="dei:EntityAddressesAddressTypeAxis"
        >dei:BusinessContactMember</xbrldi:explicitMember>
    </i:segment>
  </i:entity>
  ...
  <ix:nonNumeric contextRef="x" name="dei:ContactPersonnelName" >Ironically Named
  Agents</ix:nonNumeric>, <ix:nonNumeric contextRef="x" name="dei:EntityAddressAddressLine1"
  >42 Periphery Center</ix:nonNumeric>, <ix:nonNumeric contextRef="x"
  name="dei:EntityAddressCityOrTown" >Bedroom</ix:nonNumeric>, <ix:nonNumeric contextRef="x"
  name="dei:EntityAddressStateOrProvince" >NJ</ix:nonNumeric> <ix:nonNumeric contextRef="x"
  name="dei:EntityAddressPostalZipCode" >60305</ix:nonNumeric>
```

The third and final part of the cover page contains all the remaining check boxes and dates on Form N-2. They appear in Table 4 in the same order as on Form N-2 itself and are limited to dates and flags tagged in the manner shown above.

**Table 4. Form N-2 cover page part 3 definition links and references.**

Label	Element (DEI except where indicated)
Approximate Date of Commencement of Proposed Sale to Public	ApproximateDateOfCommencementOfProposed-SaleToThePublic
Dividend or Interest Reinvestment Plan Only [Flag]	DividendOrInterestReinvestmentPlanOnly
Delayed or Continuous Offering [Flag]	DelayedOrContinuousOffering
Primary Shelf [Flag]	cef:PrimaryShelfFlag
Effective Upon Filing 462(e)	EffectiveUponFiling462e
Additional Securities Effective 413(b)	AdditionalSecuritiesEffective413b
Effective When Declared, Section 8(c)	EffectiveWhenDeclaredSection8c
Effective Upon Filing, 486(b)	EffectiveUponFiling486b
Effective on Set Date, 486(b)	EffectiveOnSetDate486b
Effective Date, 486(b)	EffectiveDate486b
Effective after 60 Days, 486(a)	EffectiveAfter60Days486a
Effective on Set Date, 486(a)	RuleEffectiveOnSetDate486a
Effective Date, 486(a)	EffectiveDate486a
New Effective Date for Previous Filing	NewEffectiveDateForPreviousFiling
Additional Securities, 462(b)	AdditionalSecurities462b
Additional Securities, 462(b) File Number	AdditionalSecurities462bFileNumber
No Substantive Changes, 462(c)	NoSubstantiveChanges462c
No Substantive Changes, 462(c) File Number	NoSubstantiveChanges462cFileNumber
Exhibits Only, 462(d)	ExhibitsOnly462d
Exhibits Only, 462(d) File Number	ExhibitsOnly462dFileNumber
Registered Closed-End Fund [Flag]	cef:RegisteredClosedEndFundFlag
Business Development Company [Flag]	cef:BusinessDevelopmentCompanyFlag
Interval Fund [Flag]	cef:IntervalFundFlag
Primary Shelf Qualified [Flag]	cef:PrimaryShelfQualifiedFlag
Entity Well-Known Seasoned Issuer	EntityWellKnownSeasonedIssuer
Entity Emerging Growth Company	EntityEmergingGrowthCompany
Entity Ex Transition Period	EntityExTransitionPeriod
New CEF or BDC Registrant [Flag]	cef:NewCefOrBdcRegistrantFlag

## 8 ITEM 3.1, FEE TABLE

Information in Item 3.1 is tagged, and consists of three main tables – Shareholder Transaction Expenses, Annual Expenses, and an Expense Example – followed by a supporting notes and other narrative disclosures, some of which require disclosure of certain minimum and maximum values. Both narratives and notes are called “Note” elements. Facts in the Fee Table have contexts whose period is the same as that of the required context. Table 5 shows all these elements in presentation order, along with the text of the associated references.

**Table 5. Definition links and references in Item 3.1, Fee Table.**

Label	Reference
Fee Table and Synopsis [Abstract]	
Shareholder Transaction Expenses [Table Text Block]	Item 3.1
Annual Expenses [Table Text Block]	Item 3.1
Expense Example [Table Text Block]	Item 3.1
Purpose of Fee Table, Note [Text Block]	Item 3.1 Instruction 1

Label	Reference
Basis of Transaction Fees, Note [Text Block]	Item 3.1 Instruction 4
Other Transaction Fees, Note [Text Block]	Item 3.1 Instruction 5
Other Transaction Fees Basis, Note [Text Block]	Item 3.1 Instruction 5
Other Transaction Fees Basis, Maximum	Item 3.1 Instruction 5
Other Transaction Fees Basis, Maximum [Percent]	Item 3.1 Instruction 5
Other Expenses, Note [Text Block]	Item 3.1 Instruction 6
Management Fee Not Based on Net Assets, Note [Text Block]	Item 3.1 Instruction 7.b
Acquired Fund Fees and Expenses, Note [Text Block]	Item 3.1 Instruction 10.a
Acquired Fund Fees Estimated, Note [Text Block]	Item 3.1 Instruction 10.f
Acquired Fund Incentive Allocation, Note [Text Block]	Item 3.1 Instruction 10.g
Incentive Allocation [Percent]	Item 3.1 Instruction 10.g
Incentive Allocation Minimum [Percent]	Item 3.1 Instruction 10.g
Incentive Allocation Maximum [Percent]	Item 3.1 Instruction 10.g
Acquired Fund Total Annual Expenses, Note [Text Block]	Item 3.1 Instruction 10.i

Each table text block in Item 3 is associated with a definition link role that contains the detail elements that should appear within the table.

Label	Corresponding linkbase role definition	Role ID
Shareholder Transaction Expenses [Table Text Block]	040302 - Disclosure - Item 3.1 of Form N-2, Transaction Expenses	Item3Te
Annual Expenses [Table Text Block]	040312 - Disclosure - Item 3.1 of Form N-2, Annual Expenses	Item3Ae
Expense Example [Table Text Block]	040322 - Disclosure - Item 3.1 of Form N-2, Expense Example	Item3Ee

## 8.1 Shareholder Transaction Expenses

The transaction expense table has several numeric elements, not all of which may appear in any given Fee Table. In some cases, multiple securities are disclosed.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item3Te">http://xbrl.sec.gov/cef/role/Item3Te</a>	
Prospectus [Table]	ProspectusTable
Sales Load [Percent]	SalesLoadPercent
Dividend Reinvestment and Cash Purchase Fees [Percent]	DividendReinvestmentAndCashPurchaseFeesPercent
Dividend Reinvestment and Cash Purchase Fees	DividendReinvestmentAndCashPurchaseFees
Underwriters Compensation [Percent]	UnderwritersCompensationPercent
Other Transaction Expense 1 [Percent]	OtherTransactionExpense1Percent
Other Transaction Expense 2 [Percent]	OtherTransactionExpense2Percent
Other Transaction Expense 3 [Percent]	OtherTransactionExpense3Percent
Other Transaction Expenses [Percent]	OtherTransactionExpensesPercent

For example, the following tagged table shows that Security 1 Common shares and Security 2 Preferred shares tag their different fee structures. The orange border shows the boundaries of the table text block; gray shading shows the individual tagged facts.

Figure 6. A shareholder transaction fees table.

Transaction expenses	Security 1 Common	Security 2 Preferred
Sales load	1.10 %	2.10 %
Underwriters' compensation	1.20 %	
Dividend reinvestment and cash purchase fees	\$ 15	\$ 50
<i>Other transaction expenses:</i>		
Offering Expenses	1.50 %	
Repurchase fees	1.60 %	
Other fees	3.10 %	2.60 %

Facts about Security 1 Common shares are in contexts separate from those about Security 2 Preferred shares. The elements used in a table such as transaction expenses may be the same or may differ from Security to Security. In the table below, context “a” is for facts about Security 1, context “b” for Security 2.

Custom Label	Element	Context	Value	Measure
	SalesLoadPercent	a	1.10	xbrli:pure
		b	2.10	xbrli:pure
	UnderwritersCompensation	a	1.20	xbrli:pure
	DividendReinvestmentAndCashPurchaseFees	a	15	iso4217:USD
		b	50	iso4217:USD
Offering Expenses	OtherTransactionExpense1Percent	a	1.50	xbrli:pure
Repurchase Fees	OtherTransactionExpense2Percent	a	1.60	xbrli:pure
	OtherTransactionExpensesPercent	a	3.10	xbrli:pure
		b	2.60	xbrli:pure

For the sales load, both Securities use the element `SalesLoadPercent`. Only Security 1 pays Underwriters' Compensation, at 1.20%. For the dividend reinvestment and cash purchase fees, Security 1 charges a fixed fee of \$15 and Security 2 charges a fixed fee of \$50.

Note that the order in Figure 6 placed the Underwriters' Compensation above the Dividend Reinvestment fees. The presentation linkbase places these elements in a fixed order. It is not necessary to duplicate the presentation linkbase ordering in the iXBRL file, nor is it possible (or necessary) to alter the presentation linkbase ordering to match the iXBRL table.

Security 1 discloses two different kinds of “other” transaction expenses, so it uses two different elements for the values 1.50% and 1.60%, and the two elements have custom labels assigned (other elements do not allow custom labels). Security 2 does not disclose two different “other” expenses, so the single element `OtherTransactionExpensePercent` suffices to represent the total (3.10% and 2.60%) for both Securities. The table does not use `OtherTransactionExpense3Percent` at all.

## 8.2 Annual Expenses

The annual expenses table is similar to the transaction fees table, although with a longer list of possible elements, as shown in the table below.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item3Ae">http://xbrl.sec.gov/cef/role/Item3Ae</a>	
Prospectus [Table]	ProspectusTable
Management Fees [Percent]	ManagementFeesPercent
Interest Expenses on Borrowings [Percent]	InterestExpensesOnBorrowingsPercent
Dividend Expenses on Preferred Shares [Percent]	DividendExpenseOnPreferredSharesPercent

Definition link role	CEF Element
Dividend and Interest Expenses on Short Sales [Percent]	DividendAndInterestExpensesOnShortSalesPercent
Distribution/Servicing Fees [Percent]	DistributionServicingFeesPercent
Incentive Fees [Percent]	IncentiveFeesPercent
Loan Servicing Fees [Percent]	LoanServicingFeesPercent
Other Feeder Fund Expenses [Percent]	OtherFeederFundExpensesPercent
Other Master Fund Expenses [Percent]	OtherMasterFundExpensesPercent
Acquired Fund Fees and Expenses [Percent]	AcquiredFundFeesAndExpensesPercent
Other Annual Expenses [Percent]	OtherAnnualExpensesPercent
Other Annual Expense 1 [Percent]	OtherAnnualExpense1Percent
Other Annual Expense 2 [Percent]	OtherAnnualExpense2Percent
Other Annual Expense 3 [Percent]	OtherAnnualExpense3Percent
Total Annual Expenses [Percent]	TotalAnnualExpensesPercent
Waivers and Reimbursements of Fees [Percent]	WaiversAndReimbursementsOfFeesPercent
Net Expense over Assets [Percent]	NetExpenseOverAssetsPercent

Just as with the “other” transaction expenses described in section 8.1 above, filers may customize the labels of the components of Other Annual Expenses [Percent] if it is necessary to disclose more than one such type of expense, so long as Other Annual Expenses [Percent] represents the total of such “other” fees and its component “other” fees have custom labels. The iXBRL layout need not match the order of appearance of each type of expense in the presentation linkbase.

### 8.3 Expense Example

The expense example table has a defined layout and required elements.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item3Ae">http://xbrl.sec.gov/cef/role/Item3Ae</a>	
Prospectus [Table]	ProspectusTable
Expense Example, Year 1	ExpenseExampleYear01
Expense Example, Years 1 to 3	ExpenseExampleYears1to3
Expense Example, Years 1 to 5	ExpenseExampleYears1to5
Expense Example, Years 1 to 10	ExpenseExampleYears1to10

The four elements appear as columns, unlike in the rows of the transaction and annual expenses.

Figure 7. An expense example table.

1 year	3 year	5 year	10 year
\$ 100	\$ 300	\$ 500	\$ 1,000

Use the iXBRL format `ixt:numdotdecimal` to avoid problems with commas in numbers; the following element and attributes yield the desired value of “1000” for the ten-year cumulative expense:

```
<ix:nonFraction name="ExpenseExampleYears1to10" contextRef="..." unitRef="USD"
  scale="0" decimals="0" format="ixt:numdotdecimal" >1,000</ix:nonFraction>
```

## 9 ITEM 4.3, SENIOR SECURITIES

Item 4.3 of Form N-2 (Senior Securities) is tagged. Table 6 shows that portion of the taxonomy, consisting of the main table text block and some individual notes that are applicable according to instructions 1 through 5.

These Table and Note text block facts are in contexts whose `period` is the same as that of the required context. Numeric facts are in contexts whose `period` has the start and end dates of the fiscal year they represent<sup>11</sup>.

**Table 6. Definition links and references in Item 4, Financial Highlights.**

Label	References
Financial Highlights [Abstract]	Item 4
Senior Securities [Table Text Block]	Item 4.3
Senior Securities, Note [Text Block]	Item 4.3 Instruction 1, Item 4.1 Instruction 2
Senior Securities Highlights Annualized, Note [Text Block]	Item 4.3 Instruction 1, Item 4.1 Instruction 3
Senior Securities Averaging Method, Note [Text Block]	Item 4 3 Instructions 4
Senior Securities Headings, Note [Text Block]	Item 4 3 Instructions 5
Senior Securities Highlights Audited, Note [Text Block]	Item 4 3 Instruction 1, Item 4.1 Instruction 8

The senior securities table text block corresponds to one definition link with role ID `Item4Ss`.

Label	Corresponding linkbase role definition	Role ID
Senior Securities [Table Text Block]	040402 - Disclosure - Item 4.3 of Form N-2, Senior Securities	<code>Item4Ss</code>

Figure 8 below shows an extremely simple example of a senior securities table. All of the data in the table describes the same security. Therefore, there could be more than one such table in a single prospectus and the `SeniorSecuritiesTableTextBlock` itself would be in a context using a Security member on the Security Axis (as illustrated by the examples of Figure 3 and Figure 6 above with numeric facts).

**Figure 8. A senior securities table.**

As of June 30	Amount Outstanding (\$ millions)	Asset Coverage per unit	Involuntary Liquidating Preference per unit	Average Market Value per unit
2019	36.4	55.00	25.00	22.11
2018	37.0	54.00	25.00	24.31
2017	35.2	57.00	25.00	24.42
2016	35.1	56.00	25.00	24.69

As with the “expense example” table described in 8.3 above, each of the detail concepts in the table, such as the amount and coverage per unit, represent columns of the table:

Definition link role	Element
<a href="http://xbrl.sec.gov/cef/role/Item4ss">http://xbrl.sec.gov/cef/role/Item4ss</a>	
Prospectus [Table]	<code>cef:ProspectusTable</code>
Senior Securities Amount	<code>cef:SeniorSecuritiesAmt</code>
Senior Securities Coverage per Unit	<code>cef:SeniorSecuritiesCvgPerUnit</code>
Preferred Stock Liquidating Preference	<code>us-gaap:PreferredStockLiquidationPreference</code>
Senior Securities Average Market Value per Unit	<code>cef:SeniorSecuritiesAverageMarketValuePerUnit</code>

Each row of the table corresponds to a XBRL context that specifies both the security and the dates of the fiscal year. For the sake of the example, assume that Security 2 Preferred (`Security2PreferredMember`) shares are senior securities and that the fund has a fiscal year end of June 30. The context for all the facts in the first row (only) would be:

<sup>11</sup> The use of different XBRL contexts for facts about different periods is not used in RR taxonomy instances, but is basic to XBRL financial data in documents such as Form 10-Ks.



```

<i:context id="fy2019_C2">
  <i:entity>
    <i:identifier scheme="http://www.sec.gov/CIK">9876543210</i:identifier>
    <i:segment>
      <xbrldi:explicitMember dimension="us-gaap:StatementClassOfStockAxis"
        >example:Security2PreferredMember</xbrldi:explicitMember>
    </i:segment>
  </i:entity>
  <i:period>
    <i:instant>2019-06-30</i:instant>
  </i:period>
</i:context>

```

This example would have three additional contexts, one for each additional row, for fiscal 2018 meaning 2017-07-01 to 2018-06-30, and so on. The data type of the numbers are `perShareItemType`, meaning that they require an ordinary currency measure divided by the `xbrli:shares` measure. Listed below are the four facts in the first row of Figure 8:

Element	Context	Value	Measure
SeniorSecuritiesAmt	fy2019_C2	36400000	iso4217:USD
SeniorSecuritiesCvgPerUnit	fy2019_C2	55.00	iso4217:USD/ xbrli:shares
SeniorSecuritiesInvoluntaryLiquidating- PreferencePerUnit	fy2019_C2	25.00	iso4217:USD/ xbrli:shares
SeniorSecuritiesAverageMarketValuePerUnit	fy2019_C2	22.11	iso4217:USD/ xbrli:shares

Had there been additional senior securities, they would have each required another table, another text block, and another set of facts.

## 10 PARTS OF ITEM 8, OBJECTIVES, RISK FACTORS, LEVERAGE, AND SHARE PRICE

Items 8.2.b, 8.2.d, 8.3.a, 8.3.b, 8.5.b, 8.5.c, and 8.5.e are tagged. As shown in Table 7 below, Effects of Leverage is a text block that also requires numeric facts in the style illustrated in Figure 1 above. Except where indicated otherwise, the contexts of facts in these Items all share the same period start and end dates as the Required Context.

**Table 7. Definition links and references in Item 8.**

Label	Reference
General Description of Registrant [Abstract]	
Investment Objectives and Practices [Text Block]	Item 8.2.b, d
Risk Factors [Table Text Block]	Item 8.3.a
Effects of Leverage [Text Block]	Item 8.3.b
Annual Dividend Payment	Item 8.3.b.(1)
Annual Dividend Payment, Current	Item 8.3.b.(1)
Annual Dividend Payment, Initial	Item 8.3.b.(1)
Annual Interest Rate [Percent]	Item 8.3.b.(1)
Annual Interest Rate, Initial [Percent]	Item 8.3.b.(1)
Annual Interest Rate, Current [Percent]	Item 8.3.b.(1)
Annual Coverage Return Rate [Percent]	Item 8.3.b.(2)
Effects of Leverage [Table Text Block]	Item 8.3.b.(3)
Effects of Leverage, Purpose [Text Block]	Item 8.3.b.(4)
Share Price [Table Text Block]	Item 8.5.b Instruction 1
Share Prices Not Actual Transactions [Text Block]	Item 8.5.b Instruction 2

No Public Trading [Text Block]	Item 8.5.b Instruction 3
Latest Share Price	Item 8.5.c
Latest NAV	Item 8.5.c
Latest Premium (Discount) to NAV	Item 8.5.c
Latest Premium (Discount) to NAV [Percent]	Item 8.5.c
No Trading History [Text Block]	Item 8.5.e

For the element `EffectsOfLeverageTextBlock`, it would be unlikely to see all seven numeric facts. For example, if the interest rate is fixed, there might be only one relevant element, `AnnualInterestRatePercent`; if the interest rate is floating, then both the initial and current elements are relevant. Element `AnnualCoverage-ReturnRatePercent` is relevant only if there are either dividend or interest payments on senior securities. Consult the instructions to Form N-2 Item 8.3.b for further detail.

The naming convention of `LatestPremiumDiscountToNavPercent` means that if the value is a premium, the value is positive, and if it is a discount, the value is negative. The label indicates this as “Latest Premium (Discount) to NAV”.

The three table text blocks in Item 8 each correspond to a definition link:

Label	Corresponding linkbase role definition	Role ID
Risk Factors [Table Text Block]	040831 - Disclosure - Item 8.3.a of Form N-2, Risk factors	Item8.3Rf
Effects of Leverage [Table Text Block]	040832 - Disclosure - Item 8.3.b of Form N-2, Effects of Leverage	Item8.3E1
Share Price [Table Text Block]	040852 - Disclosure - Item 8.5 of Form N-2, Share Prices	Item8.5

## 10.1 Item 8.3.a, Risk Factors

The Risk Factors table need not be a literal table, as explained in section 4.3. Figure 3 above, entitled “Facts with dimensions inside a table text block with no <table>”, illustrates that it may be a series of paragraphs set off by headings or other formatting.

Figure 9 shows a small example; in an actual tagged document, the number of distinct securities, distinct risks, and extent of the narrative texts are typically many times larger.

Tagging uses two elements: “Risk Factors [Table Text Block]”, for the entire section; and “Risk [Text Block] for each nested chunk of text relating to a risk or security. In the example, there is only one member on the Security axis (“Security 1, Preferred [Member]”) and three members on the Risk axis (“Wholly Owned Subsidiaries Risk”, “Market Yield Increase Risk”, and “Dividend Risk”). Boxes with double orange lines indicate the tagged text; boxes with black lines indicate the element name and context for the adjacent text box.

Figure 9. A Small Risk Factors “Table”

Element Name & Context	Document text appearance			
Risk Factors [Table Text Block] & Required Context	<p><b>Risk Factors</b></p> <p><i>Investing in our securities involves a number of significant risks. If any of the following events occur, our business, financial condition and results of operations could be materially adversely affected, and the value of the securities may be impaired. In such case, the price of the securities could decline, and you may lose all or part of your investment.</i></p> <p><b>Risks Relating to our Investments</b></p>			
	<table border="1"> <tr> <td data-bbox="256 562 402 877">                     Risk [Text Block] &amp; Risk [Axis]: Wholly Owned Subsidiaries Risk [Member]                 </td> <td data-bbox="402 562 1448 877"> <p><b><i>We will be subject to risks associated with any wholly-owned subsidiaries.</i></b></p> <p>We may in the future invest indirectly through one or more wholly-owned subsidiaries. Any future wholly-owned subsidiary would not be separately registered under the 1940 Act and would not be subject to all the investor protections of the 1940 Act. In addition, changes in the laws of the jurisdiction of formation of any future wholly-owned subsidiary could result in the inability of such subsidiary to operate as anticipated.</p> </td> </tr> </table>	Risk [Text Block] & Risk [Axis]: Wholly Owned Subsidiaries Risk [Member]	<p><b><i>We will be subject to risks associated with any wholly-owned subsidiaries.</i></b></p> <p>We may in the future invest indirectly through one or more wholly-owned subsidiaries. Any future wholly-owned subsidiary would not be separately registered under the 1940 Act and would not be subject to all the investor protections of the 1940 Act. In addition, changes in the laws of the jurisdiction of formation of any future wholly-owned subsidiary could result in the inability of such subsidiary to operate as anticipated.</p>	
	Risk [Text Block] & Risk [Axis]: Wholly Owned Subsidiaries Risk [Member]	<p><b><i>We will be subject to risks associated with any wholly-owned subsidiaries.</i></b></p> <p>We may in the future invest indirectly through one or more wholly-owned subsidiaries. Any future wholly-owned subsidiary would not be separately registered under the 1940 Act and would not be subject to all the investor protections of the 1940 Act. In addition, changes in the laws of the jurisdiction of formation of any future wholly-owned subsidiary could result in the inability of such subsidiary to operate as anticipated.</p>		
<p><b>Risks Relating to an Investment in the Preferred Stock</b></p> <table border="1"> <tr> <td data-bbox="412 932 656 1226">                     Risk [Text Block] &amp; Security [Axis]: Security 1, Preferred [Member], &amp; Risk [Axis]: Market Yield Increase [Member]                 </td> <td data-bbox="656 932 1422 1226"> <p><b><i>Market yields may increase, which would result in a decline in the price of Preferred Stock.</i></b></p> <p>The prices of fixed income investments, such as our Preferred Stock, vary inversely with changes in market yields. The market yields on securities comparable to our Preferred Stock may increase, which could result in a decline in the secondary market price of shares of our Preferred Stock.</p> </td> </tr> <tr> <td data-bbox="412 1226 656 1436">                     Risk [Text Block] &amp; Security [Axis]: Security 1 Preferred [Member], &amp; Risk [Axis]: Dividend Risk [Member]                 </td> <td data-bbox="656 1226 1422 1436"> <p><b><i>Holders of the Preferred Stock will bear dividend risk.</i></b></p> <p>We may be unable to pay dividends on the Preferred Stock under some circumstances. The terms of any future indebtedness we may incur could preclude the payment of dividends in respect of equity securities, including the Preferred Stock, under certain conditions.</p> </td> </tr> </table>	Risk [Text Block] & Security [Axis]: Security 1, Preferred [Member], & Risk [Axis]: Market Yield Increase [Member]	<p><b><i>Market yields may increase, which would result in a decline in the price of Preferred Stock.</i></b></p> <p>The prices of fixed income investments, such as our Preferred Stock, vary inversely with changes in market yields. The market yields on securities comparable to our Preferred Stock may increase, which could result in a decline in the secondary market price of shares of our Preferred Stock.</p>	Risk [Text Block] & Security [Axis]: Security 1 Preferred [Member], & Risk [Axis]: Dividend Risk [Member]	<p><b><i>Holders of the Preferred Stock will bear dividend risk.</i></b></p> <p>We may be unable to pay dividends on the Preferred Stock under some circumstances. The terms of any future indebtedness we may incur could preclude the payment of dividends in respect of equity securities, including the Preferred Stock, under certain conditions.</p>
Risk [Text Block] & Security [Axis]: Security 1, Preferred [Member], & Risk [Axis]: Market Yield Increase [Member]	<p><b><i>Market yields may increase, which would result in a decline in the price of Preferred Stock.</i></b></p> <p>The prices of fixed income investments, such as our Preferred Stock, vary inversely with changes in market yields. The market yields on securities comparable to our Preferred Stock may increase, which could result in a decline in the secondary market price of shares of our Preferred Stock.</p>			
Risk [Text Block] & Security [Axis]: Security 1 Preferred [Member], & Risk [Axis]: Dividend Risk [Member]	<p><b><i>Holders of the Preferred Stock will bear dividend risk.</i></b></p> <p>We may be unable to pay dividends on the Preferred Stock under some circumstances. The terms of any future indebtedness we may incur could preclude the payment of dividends in respect of equity securities, including the Preferred Stock, under certain conditions.</p>			

Table 8. Definition links and elements in Item 8.3.a, Risk Factors.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item8.3Rf">http://xbrl.sec.gov/cef/role/Item8.3Rf</a>	
Prospectus [Table]	ProspectusTable
Risk [Text Block]	RiskTextBlock

## 10.2 Item 8.3.b (Effects of Leverage)

“Effects of Leverage [Table Text Block]” is distinct from “Effects of Leverage [Text Block]”.

Figure 10. An Effects of Leverage table.

<b>Assumed Return on Portfolio (Net of Expenses)</b>	<b>-10%</b>	<b>-7.5%</b>	<b>-5%</b>	<b>0%</b>	<b>5%</b>	<b>7.5%</b>	<b>10%</b>
<b>Corresponding Return to Common Stockholder</b>	<b>-7.77%</b>	<b>-4.51%</b>	<b>-2.22%</b>	<b>3.33%</b>	<b>5.55%</b>	<b>6.66%</b>	<b>8.88%</b>

Each of the five values required in this table has a separate element as shown below. Note that in the example of Figure 10, the values for the additional columns reflecting “7.5%” and “-7.5%” rates of return are permitted, but not required by Instruction 2 to Item 8.3.b and are therefore not tagged.

Table 9. Definition links and elements in Item 8.3.b, Effects of Leverage.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item8.3E1">http://xbrl.sec.gov/cef/role/Item8.3E1</a>	
Prospectus [Table]	ProspectusTable
Return at Minus Ten [Percent]	ReturnAtMinusTenPercent
Return at Minus Five [Percent]	ReturnAtMinusFivePercent
Return at Zero [Percent]	ReturnAtZeroPercent
Return at Plus Five [Percent]	ReturnAtPlusFivePercent
Return at Plus Ten [Percent]	ReturnAtPlusTenPercent

These facts are in a context with a dimension member for the security to which they apply, in this case, Security 1 Common shares, and period the same as the required context.

Inline XBRL has a specific method for transforming the digits displayed in a document into the correct (positive or negative) signed value. In this example, the following tags produce the lowest value of return, minus 7%. Note that the minus character “-” text is not part of the `ix:nonFraction` element, but the attribute `sign="-"` is.

```
<td><ix:nonFraction contextRef="..."
  name="cef:ReturnAtMinusTenPercent" sign="-" decimals="4" scale="-2" unitRef="Rate"
  >7.77</ix:nonFraction></td>
```

### 10.3 Item 8.5.b (Share Price Data)

The share price data applies to common stock sold on an exchange and shows the high and low sales prices for the stock for each full quarterly period within the two most recent fiscal years and each full fiscal quarter since the beginning of the current fiscal year.

Figure 11. A share price table.

Security 1 Common	NAV		Closing Price		Premium (Discount)	
	Low	High	High	Low	High Closing Price to NAV	Low Closing Price to NAV
Fiscal Year ending 6/30/2021	9.45	11.90	5.34	0.72	(43)%	(88)%
Second Quarter	12.17	15.09	9.64	2.50	(21)%	(62)%
First Quarter	8.55	9.98	7.79	2.08	3%	(42)%
Fiscal Year ending 6/30/2020	6.80	8.64	12.08	9.24	140%	78%
Third Quarter	9.40	11.94	10.13	3.75	8%	(16)%
Second Quarter	6.37	7.99	12.55	6.55	97%	56%
First Quarter	13.42	17.47	6.24	3.77	(54)%	(60)%
Fiscal Year ending 6/30/2019	7.11	7.28	12.89	1.54	81%	(31)%
Third Quarter						

Second Quarter	5.95	8.78	7.67	4.26	32%	29%
First Quarter	13.12	14.05	14.38	4.48	85%	10%

In this example, the fund has a 6/30 fiscal year end and the prospectus date is July 2021, resulting in ten quarters. While the instructions to Item 8.5.b of Form N-2 require the information to be set forth in tabular form, they do not specify the manner of presentation (e.g., horizontal or vertical layout); this example is merely illustrative and the numbers random.

Each combination of quarterly period and security reported in the table will have one XBRL context. The bottom row of Figure 11 above, for example represents a context with period start date 2018-07-01, period end date 2018-09-30, and us-gaap:CommonStockMember on the us-gaap:StatementClassOfStockAxis, where the member has been given the custom label ‘Security 1 Common’.

**Figure 12. Definition links and elements in the Share Price table.**

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item8.5">http://xbrl.sec.gov/cef/role/Item8.5</a>	
Prospectus [Table]	ProspectusTable
Lowest Price or Bid	LowestPriceOrBid
Highest Price or Bid	HighestPriceOrBid
Lowest Price or Bid, NAV	LowestPriceOrBidNav
Highest Price or Bid, NAV	HighestPriceOrBidNav
Highest Price or Bid, Premium (Discount) to NAV [Percent]	HighestPriceOrBidPremiumDiscountToNavPercent
Lowest Price or Bid, Premium (Discount) to NAV [Percent]	LowestPriceOrBidPremiumDiscountToNavPercent

Section 10 above explained the element naming convention in which the parenthesized part of the element label such as (Discount) indicates the meaning of the element when its value is negative.

Unlike the senior security table in section 9 above, there are no separate facts or elements needed in this table to represent the fiscal quarter; all of the necessary period information is in start date and end dates of the contexts.

#### 10.4 Item 8.5.c (Latest Share Price Data)

The share price and corresponding net asset value and premium/discount information are facts in a context whose period represents the “latest practicable date” as referred to in the 8.5.c instructions. For example, the following paragraph would have three facts in a context with a one-day period of May 28, 2021:

The Fund’s NAV per Common Share at the close of business on May 28, 2021 was \$10.00 and the last reported sale price of a Common Share on the NYSE on that day was \$10.42, representing a 4.2% premium to such NAV.

Assuming a context dur\_20210528 with <startDate> and <endDate> both 2021-05-28, and an instant context asof\_20210528, the three facts would be:

Element	Context	Value	Measure
us-gaap:SharePrice	asof_20210528	10.00	iso4217:USD / xbrli:shares
us-gaap:NetAssetValuePerShare	asof_20210528	10.65	iso4217:USD / xbrli:shares
cef:LatestPremiumDiscountToNavPercent	dur_20210528	0.042	xbrli:pure

Had the shares traded at a discount to NAV, for example, at 9.58, the discount would be represented with the value -0.042.

## 10.5 Item 8.5.b and 8.5.e (Share Price Data Notes)

Use elements `cef:NoPublicTradingTextBlock`, `cef:SharePricesNotActualTransactionsTextBlock` and `cef:NoTradingHistoryTextBlock` for narrative disclosures complying with Item 8.5.b instructions 2 and 3, and Item 8.5.e, as for example in the three paragraphs below:

The stock quotations are inter-dealer quotations and do not include markups, markdowns or commissions and as such do not necessarily represent actual transactions.

### NO PUBLIC TRADING

The Fund is a newly-organized closed-end management investment company that has limited operating history and no public trading of its shares. The Fund is designed primarily as a long-term investment vehicle and not as a trading tool. An investment in the Fund's securities should not constitute a complete investment program for any investor and involves a high degree of risk. Due to the uncertainty in all investments, there can be no assurance that the Fund will achieve its investment objective. The value of the Fund's shares could decline substantially and cause you to lose some or all of your investment.

### NO TRADING HISTORY

The Fund is newly organized and its stock has no trading history. Shares of closed-end investment companies frequently trade at a discount from their net asset value and initial offering prices which may increase investors' risk of loss. The risks associated with this characteristic of closed-end investment companies may be greater for investors expecting to sell their Common Shares in a relatively short period after completion of the initial public offering.

## 11 PARTS OF ITEM 10, CAPITAL STOCK, LONG-TERM DEBT, OTHER SECURITIES AND OUTSTANDING SECURITIES

Information provided in response to Items 10.1.a-d (Capital Stock), 10.2.a-c, and e (Long-Term Debt), 10.3 (General) and 10.5 (Outstanding Securities) must be tagged. As shown in Table 10 below, each of those four sub-items has a table text block, some accompanied by text blocks for notes about the table. The contexts of facts in these Items all share the same period start and end dates as the Required Context.

**Table 10. Definition links and references in Item 10.**

Label	Reference
Capital Stock, Long-Term Debt, and Other Securities [Abstract]	Item 10
Capital Stock [Table Text Block]	Item 10.1.a
Distributions May Reduce Principal [Text Block]	Item 10.1.a Instruction 2
Preferred Stock Restrictions, Arrearage [Text Block]	Item 10.1.b(1)
Preferred Stock Restrictions, Other [Text Block]	Item 10.1.b(2)
Rights Subject to Other than Majority Vote [Text Block]	Item 10.1.c
Rights Limitations [Text Block]	Item 10.1.d
Long Term Debt [Table Text Block]	Item 10.2
General [Table Text Block]	Item 10.3
Outstanding Securities [Table Text Block]	Item 10.5

Each table text block is associated with a definition linkbase role:

Label	Corresponding linkbase role definition	Role ID
Capital Stock [Table Text Block]	041012 - Disclosure - Item 10.1 of Form N-2, Capital Stock	Item10.1Cst
Long Term Debt [Table Text Block]	041022 - Disclosure - Item 10.2 of Form N-2, Long Term Debt	Item10.2Ltd
General [Table Text Block]	041032 - Disclosure - Item 10.3 of Form N-2, General	Item10.3Oth
Outstanding Securities [Table Text Block]	041052 - Disclosure - Item 10.5 of Form N-2, Outstanding Securities	Item10.5Out

## 11.1 Part of Item 10.1, Capital Stock

The Capital Stock table need not be a literal table, as explained in section 4.3. Figure 3 above, entitled “Facts with dimensions inside a table text block with no <table>”, illustrates that it may be a series of paragraphs set off by headings or other formatting. Figure 13 shows a simple example, in which the first heading and section are in a context with `us-gaap:CommonStockMember` on `us-gaap:StatementClassOfStockAxis`, the second heading and section are in a context with custom `Security2PreferredMember`, and so on.

Figure 13. A Capital Stock “table”.

<p><b>Security 1 Common</b></p> <p>This section contains several paragraphs that describe the dividends, voting rights, liquidation rights, liabilities, preemptive and other rights, and the obligations of ownership for Security 1 Common.</p>
<p><b>Security 2 Preferred</b></p> <p>This section contains several paragraphs that describe the dividends, voting rights, liquidation rights, liabilities, preemptive and other rights, and the obligations of ownership for Security 1 Common.</p>

Form N-2 requires that each Security description address certain topics as shown in Table 11 below. The order and length of the text may vary considerably. The appropriate text block element wraps around the relevant text. Figure 13 merely suggests at the necessary tagging of whole sentences and paragraphs by showing gray shading of individual words and phrases.

Table 11. Definition links and elements in the Capital Stock table.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item10.1Cst">http://xbrl.sec.gov/cef/role/Item10.1Cst</a>	
Prospectus [Table]	ProspectusTable
Security Title [Text Block]	SecurityTitleTextBlock
Security Dividends [Text Block]	SecurityDividendsTextBlock
Security Voting Rights [Text Block]	SecurityVotingRightsTextBlock
Security Liquidation Rights [Text Block]	SecurityLiquidationRightsTextBlock
Security Liabilities [Text Block]	SecurityLiabilitiesTextBlock
Security Preemptive and Other Rights [Text Block]	SecurityPreemptiveAndOtherRightsTextBlock
Security Obligations of Ownership [Text Block]	SecurityObligationsOfOwnershipTextBlock

Table 10 above shows that there are several other “Note” text blocks that may follow the Capital Stock table. They contain the text of disclosures that may apply to all Securities:

Label	CEF Element
Distributions May Reduce Principal [Text Block]	DistributionsMayReducePrincipalTextBlock
Preferred Stock Restrictions, Arrearage [Text Block]	PreferredStockRestrictionsArrearageTextBlock
Preferred Stock Restrictions, Other [Text Block]	PreferredStockRestrictionsOtherTextBlock
Rights Subject to Other than Majority Vote [Text Block]	RightsSubjectToOtherThanMajorityVoteTextBlock
Rights Limited by Other Securities [Text Block]	RightsLimitedByOtherSecuritiesTextBlock
Distributions May Reduce Principal [Text Block]	DistributionsMayReducePrincipalTextBlock

## 11.2 Part of Item 10.2, Long-Term Debt Table

The Long-Term Debt table, like the capital stock table, need not be a literal table. Figure 14 below shows a simple example that describes Securities `Security3DebtMember` and `Security4ConvertibleDebtMember`, both

custom members of `us-gaap:DebtInstrumentAxis`. The Long-Term Debt table has a numeric element that represents the debt principal.

Figure 14. A Long-Term Debt “table”.

**Long Term Debt 3**

This section contains several paragraphs that describe the structuring, dividends and covenants, issuance and substitution of Security 3 Long Term Debt. The principal is \$346.2 million.

There are rights of Long Term Debt 3 that are limited by the rights of Convertible Debt 4.

**Convertible Debt 4**

This section contains several paragraphs that describe the structuring, dividends and covenants, issuance and substitution of Security 4 Convertible Debt. The principal is \$2.643 million.

Form N-2 requires that each debt security description cover certain topics as shown in Table 12 below. The order and length of the text may vary considerably. Figure 14 merely suggests at the necessary tagging of whole sentences and paragraphs of disclosure, by showing gray shading of individual words and phrases.

Table 12. Definition links and elements in the Long-Term Debt table.

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item10.2Ltd">http://xbrl.sec.gov/cef/role/Item10.2Ltd</a>	
Prospectus [Table]	ProspectusTable
Long Term Debt, Title [Text Block]	LongTermDebtTitleTextBlock
Long Term Debt, Principal	LongTermDebtPrincipal
Long Term Debt, Structuring [Text Block]	LongTermDebtStructuringTextBlock
Long Term Debt, Dividends and Covenants [Text Block]	LongTermDebtDividendsAndCovenants-TextBlock
Long Term Debt, Issuance and Substitution [Text Block]	LongTermDebtIssuanceAndSubstitution-TextBlock
Long Term Debt, Rights Limited by Other Securities [Text Block]	LongTermDebtRightsLimitedByOther-SecuritiesTextBlock

### 11.3 Item 10.3, Other Securities Table

The Other Securities table text block, like the Capital Stock table text block, need not contain a literal table of rows and columns. Figure 15 shows a simple example that describes `Security5ConvertiblePreferredMember`, `Security6WarrantMember`, and `Security7OtherMember`, all of which are custom members of `us-gaap:StatementClassOfStockAxis`.

Figure 15. An Other Securities table.

**Security 5 Convertible Preferred**

This section contains several paragraphs that describe Security 5 Convertible Preferred shares.

**Security 6 Warrant**

This section contains several paragraphs that describe the Security 6 Warrant, which can be called for 10,000,000 Security A Common Shares at exercise price \$10 per share until October 19, 2023.

**Security 7 Other**



This section contains several paragraphs that describe Security 7 Other security.

Only in the case of warrants are additional detail with numeric and date elements needed, as shown in Table 13 below.

**Table 13. Definition links and elements in the Other Securities table.**

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item10.30th">http://xbrl.sec.gov/cef/role/Item10.30th</a>	
Prospectus [Table]	ProspectusTable
Other Security, Title [Text Block]	OtherSecurityTitleTextBlock
Other Security, Description [Text Block]	OtherSecurityDescriptionTextBlock
Warrants or Rights, Called Title [Text Block]	WarrantsOrRightsCalledTitleTextBlock
Warrants or Rights, Called Amount	WarrantsOrRightsCalledAmount
Warrants or Rights, Called Period [Date]	WarrantsOrRightsCalledPeriodDate
Warrants or Rights, Exercise Price	WarrantsOrRightsExercisePrice

## 11.4 Item 10.5, Outstanding Securities Table

Figure 2 of section 4.2 above used the Outstanding Securities table text block as an example of tagging in which each row represents data about a single security. Figure 16 below shows the data for all members of `us-gaap:StatementClassOfStock` in the previous examples.

**Figure 16. Outstanding Securities Table**

Title of Security	Amount Authorized	Amount Held by Registrant	Amount Outstanding (Not Held by Registrant)
Security 1 Common	200,000	100,000	100,000
Security 2 Preferred	200,000	100,000	100,000
Security 3 Debt	200,000	100,000	100,000
Security 4 Convertible Debt	200,000	100,000	100,000
Security 5 Convertible Preferred	200,000	100,000	100,000
Security 6 Warrant	200,000	100,000	100,000
Security 7 Other	200,000	100,000	100,000

The numeric elements shown in Table 14 below are the only three elements of the taxonomy with the XBRL standard data type `sharesItemType`. They require a unit reference whose measure is `xbrli:shares`.

**Table 14. Definition links and elements in the Outstanding Securities table.**

Definition link role	CEF Element
<a href="http://xbrl.sec.gov/cef/role/Item10.50Out">http://xbrl.sec.gov/cef/role/Item10.50Out</a>	
Prospectus [Table]	ProspectusTable
Outstanding Security, Title [Text Block]	OutstandingSecurityTitleTextBlock
Outstanding Security, Authorized [Shares]	OutstandingSecurityAuthorizedShares
Outstanding Security, Held [Shares]	OutstandingSecurityHeldShares
Outstanding Security, Not Held [Shares]	OutstandingSecurityNotHeldShares

## 12 REFERENCES

- [DEI] Document and Entity Information Taxonomy  
<https://xbrl.sec.gov/doc/releasenotes-2023.pdf>
- [DIM] XBRL Dimensions 1.0  
<https://specifications.xbrl.org/spec-group-index-group-dimensions.html>
- [EFM] EDGAR Filer Manual, Volume II, sections 5.2.5 and 6 on Interactive Data  
<https://www.sec.gov/edgar/filer-information>
- [iXBRL] Inline XBRL 1.1  
<https://specifications.xbrl.org/work-product-index-inline-xbrl-inline-xbrl-1.1.html>
- [RR] US Mutual Fund Prospectus Risk/Return Summary Taxonomy  
<https://www.sec.gov/info/edgar/edgartaxonomies.shtml#tab2>
- [RRPG] Risk/Return Summary Preparers Guide  
<https://xbrl.sec.gov/rr/2018/rr-preparers-guide-2018-03-12.pdf>
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