

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <u>Pathway Capital Opportunity Fund, Inc (Class A)</u>		2 Issuer's employer identification number (EIN) <u>46-2081438</u>	
3 Name of contact for additional information <u>Pathway Capital Opportunity Fund, Inc.</u>	4 Telephone No. of contact <u>212-448-0702</u>	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>10 E 40th St., 42nd Floor</u>		7 City, town, or post office, state, and ZIP code of contact <u>New York, NY 10016</u>	
8 Date of action <u>See Attached</u>	9 Classification and description <u>Common Stock of Regulated Investment Company - Return of Capital</u>		
10 CUSIP number <u>70322R 203</u>	11 Serial number(s) <u>N/A</u>	12 Ticker symbol <u>N/A</u>	13 Account number(s) <u>N/A</u>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Pathway Capital Opportunity Fund, Inc. paid non-taxable return of capital distributions during 2019. The distribution amounts consisted of non-taxable return of capital distributions and ordinary dividend distributions. Please see attached for a detail of each distribution made.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The total return of capital distributions made during 2019 decreased each shareholder's basis by \$.12 per share.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Each shareholder's cost per share after each distribution is equal to their previous basis per share less the non-taxable return of capital distributions described in the attached schedule. \$.12 represents the total decrease to each shareholder's cost per share had they received every distribution made during 2019.

**Part II Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [IRC Section 301\(c\)\(2\), IRC Section 316\(a\)\(1\), and IRC Section 852\(c\).](#)

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18 Can any resulting loss be recognized? ▶ [No loss should be recognized.](#)

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [The information detailed above is provided in the shareholders' 2019 1099-DIV.](#)

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ Feb 13, 2020

Print your name ▶ Kristin Van Dask Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

**2019 - Class A**

<u>Record Date</u>	<u>Payment Date</u>	<u>Per Share Distribution</u>	<u>% Return of Capital</u>	<u>% Ordinary Income</u>	<u>% Capital Gains</u>
1/3, 1/10, 1/17, 1/24/2019	1/29/2019	0.05036	75.23%	24.77%	0.00%
1/31, 2/7, 2/14, 2/21/2019	2/26/2019	0.05300	75.23%	24.77%	0.00%
2/28, 3/7, 3/14, 3/21, 3/27/2019	4/2/2019	0.05385	75.23%	24.77%	0.00%