

# Penwood Real Estate Investment Management, LLC

One Financial Plaza  
Hartford, CT 06103  
860-218-6536

April 13, 2012

This Brochure provides information about the qualifications and business practices of Penwood Real Estate Investment Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 860-218-6536 and/or [john.hurley@penwoodre.com](mailto:john.hurley@penwoodre.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Penwood Real Estate Investment Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Penwood Real Estate Investment Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The last update of our brochure was March 30, 2012. We have made the following material changes:

As of April 13, 2012, this brochure has been amended to reflect the closing of Penwood's third pooled investment vehicle, Penwood Select Industrial Partners III, L.P. The amendment is reflected in Items 4, 6 & 10.

For the annual update filing on March 30, 2012, this brochure was amended to reflect a number of minor clarifications and enhancements to each Item, but most notably Items 4, 5, 6, 10 & 12.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting John Hurley, Managing Director, at 860-218-6536 or [john.hurley@penwoodre.com](mailto:john.hurley@penwoodre.com).

Additional information about Penwood Real Estate Investment Management, LLC is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Penwood who are registered, or are required to be registered, as investment adviser representatives of Penwood.

### Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	2
Item 6 – Performance-Based Fees and Side-By-Side Management.....	3
Item 7 – Types of Clients .....	3
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	3
Item 9 – Disciplinary Information .....	8
Item 10 – Other Financial Industry Activities and Affiliations.....	8
Item 11 – Code of Ethics.....	8
Item 12 – Brokerage Practices .....	10
Item 13 – Review of Accounts .....	10
Item 14 – Client Referrals and Other Compensation .....	11
Item 15 – Custody .....	11
Item 16 – Investment Discretion .....	11
Item 17 – Voting Client Securities .....	12
Item 18 – Financial Information.....	12

## **Item 4 – Advisory Business**

### ***A. Advisory Firm***

Penwood Real Estate Investment Management, LLC (the “Adviser” and “Penwood”) is a Connecticut limited liability company founded in 2003 and has been registered as an investment advisory company with the SEC since 2005. The Adviser is manager-managed, and the duly elected manager is Penwood Realty Advisers, Inc., a Delaware corporation (“PRAI”).

Both the Adviser and PRAI are 100% owned by Richard Chase, John Hurley and Karen Nista (the “Principals”), and the Principals are the sole directors of PRAI.

### ***B. Advisory Services Provided***

The Adviser provides discretionary real estate investment advisory services to pooled investment vehicles (“investment funds” or “funds”). The Adviser currently has three active investment funds, which are focused on investment in Southern California industrial real estate, and offers investment advice only with respect to real estate. The three active investment funds are not investment companies, relying primarily on the exemption available under Section 3(C)(5) of the Investment Company Act.

The services provided by Penwood include strategy formulation, acquisitions (sourcing, underwriting, structuring and negotiating potential investments), portfolio management (strategy oversight, reporting, compliance), asset management (day to day operations of the property companies, strategy implementation, leasing, valuations, dispositions), and focused client service, all with a focus on real estate investment.

Investors and prospective investors in the investment funds are requested to refer to the private placement memorandum for complete information.

### ***Assets Under Management***

Penwood currently manages three closed-end discretionary limited partnerships. Penwood’s discretionary assets under management as of March 31, 2011 is approximately \$440 Million.

## Item 5 – Fees and Compensation

### **A. Compensation**

The Adviser is paid a base advisory fee which is calculated as a percent of investor equity commitments during the investment period, generally 36 months, and thereafter on a percent of investor equity commitments invested in or committed to each investment (excluding any investment that has been sold and as to which a final distribution has been made). The base fee is paid quarterly in advance, commencing on the initial fund closing date and is prorated for any partial period.

The Adviser is also paid a performance based fee which is earned after certain partnership level limited partner returns have been realized. The fee is paid in the form of a carried interest held by the general partner in the fund, which is an affiliate of the Adviser. The specific manner in which fees are charged by the Adviser is established in the investment fund's written agreement with the Adviser and is described in the applicable private placement memorandum. The performance based fee is earned by the Adviser from cash available for distribution by the fund after the investors have earned a pre-specified internal rate of return ("IRR") with respect to their equity capital in the fund. Such fee is earned based on returns for the entire fund, not on returns for individual assets. In the unlikely event that Penwood is paid a performance fee and the IRR to the investors subsequently drops below the pre-specified IRR, then Penwood would repay to the investors the amount of any previously-paid performance based fees required to make the payments retained by Penwood, if any, in accordance with the performance based fee agreement.

Neither the base fee nor the performance based fee is related to the interim values of the assets held in the applicable investment fund. The Adviser provides interim valuations as part of its reporting to the investors in each fund, but it has no financial incentive to inflate such valuations.

Performance based fee arrangements may create an incentive for Penwood to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Fees are set by market conditions and as such are negotiable. All investors in each partnership will pay the same negotiated or set fee for that fund and applicable advisory agreement.

The investment advisory agreement between each fund and the Adviser may be terminated for cause at any time by the investors in the investment fund holding a majority-in-interest of the aggregate limited partnership interests in the fund.

Each investor will be responsible for bearing the pro rata share of the cost of additional fund expenses such as development costs, property management costs and leasing commissions, as disclosed in the applicable private placement memorandum, but in all cases limited by the amount of its commitment.

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

The Adviser has no transactions involving side-by-side management. The three investment funds that Penwood advises have small differences, but they do not co-invest in properties with each other or purchase properties from each other, and conflicts between them generally would not arise. In the unlikely event that a conflict did arise, procedures would be implemented to mitigate the effect of such conflict.

#### **Item 7 – Types of Clients**

Penwood currently provides advisory services to pooled investment vehicles. The minimum acceptable investment amount for a limited partner is \$25 million. In special circumstances Penwood may waive the minimum acceptable investment amount, but in no event lower than \$5 million.

#### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Penwood provides real estate investment advisory services with a geographic and property type focus. Each investment fund managed by the Adviser has a specific real estate investment strategy and a target return. Penwood's investment process is disciplined and incorporates rigorous underwriting and due diligence managed in detail by the Penwood team. The Adviser adheres to the focus provided by each fund's investment strategy. Real estate investment, however, does have inherent risks and the target returns are not guaranteed. Investors should be prepared to bear risk of principal.

#### **Risks**

Investing in securities involves risk of loss that investors should be prepared to bear. Each potential investor should carefully review the applicable private placement memorandum for a complete discussion of the investment program for each fund and the associated risks.

With respect to investments in the form of real property owned directly or indirectly by a Penwood managed investment fund, the fund will incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any

improvements thereon, and ultimately disposing of such property. Each fund's investment strategy will involve a high degree of financial risk, and there can be no assurance that the fund's rate of return objectives will be realized or that there will be any return of capital. There is no assurance that there will be a ready market for resale of investments because investments in real estate generally are not liquid. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on their resale by the fund. The possibility of partial or total loss of capital will exist and investors should not subscribe unless they can readily bear the consequences of such loss.

In addition, investments in real estate or interests in real estate are illiquid and subject to industry cycles, downturns in demand, market disruptions and the lack of available capital from potential lenders or investors. Accordingly, there can be no assurance that the funds will be able to dispose of their investments in a timely manner and/or on favorable terms. Furthermore, there can be no assurance that there will be tenants or purchasers for the space ultimately developed.

### **Leverage**

The Adviser expects to utilize a leveraged capital structure, in which case a third-party would be entitled to cash flow generated by such investments prior to an investment fund receiving a return. While such leverage may increase returns or the funds available for investment by an investment fund, it also will increase the risk of loss on a leveraged investment. The use of leverage involves a high degree of financial risk and may increase the exposure of a fund or its investments to factors such as rising interest rates or downturns in the economy. If a fund defaults on secured indebtedness, the lender may foreclose and the fund could lose its entire investment in the security for such loan. In addition, each fund obtains a subscription line of credit and reserves the right to obtain other recourse debt, any of which may subject other assets of that fund and the investors' capital commitments to risk of loss.

### **Environmental Considerations**

The real properties acquired by each fund will be subject to federal and state environmental laws, regulations and administrative rulings which, among other things, establish standards for the treatment, storage and disposal of solid and hazardous waste. Real property owners are subject to federal and state environmental laws which impose joint and several liability on past and present owners and users of real property for hazardous substance remediation and removal costs.

### **Uninsured Losses**

Each fund will maintain comprehensive liability, fire, extended coverage and rental loss insurance covering each of its properties, with policy specifications and insured limits which the Adviser believes will be adequate and appropriate under the circumstances given the relative risk of loss, the cost of such coverage and industry practice. There are certain types of losses, such as acts of war, hurricanes, floods, or seismic activity, which now or in the future may be uninsurable or not economically insurable. Inflation, changes in building or zoning

codes and ordinances, environmental considerations, and other factors may also make it infeasible to use insurance proceeds to replace an asset if it is damaged or destroyed. If an uninsured property loss or a property loss in excess of insured limits were to occur, a fund could lose its capital invested in the affected property, as well as the anticipated future revenues from such property. Under certain circumstances, the applicable fund or owning entity in which the fund invested might also be obligated to repay any mortgage indebtedness or other obligations related to the property. If an uninsured liability to a third party were to occur, the applicable fund or the owning entity in which the fund invested would incur the cost of defense and settlement with, or court ordered damages to, that third party.

### **Concentration of Investments**

Each fund may at certain times hold a few relatively large (in relation to its capital) positions in particular properties with the result that a loss in any single property could have a material adverse impact on that fund. This possible lack of diversification may subject the investments of a fund to a more rapid change in value than would be the case if the assets of the fund were more widely diversified.

### **Term of Fund/Risk**

The investments to be made by each fund are likely to be illiquid. Every Penwood investment fund expects to liquidate its portfolio within a moderate period of time. The prevailing interest rate climate or other general economic conditions at the time of such liquidation could materially affect each fund ability to liquidate its portfolio in a timely and profitable manner.

### **Limited Distributions**

Every fund may not distribute income or gains to investors on a current basis. Accordingly, an investor may require funds from other sources to pay any Federal, state and local tax liability arising from such investor's share of the fund's taxable income or to satisfy other obligations of such investor. Investors do not have any right to redeem their interests.

### **Reliance on the Adviser and Principals**

The success of each fund will depend upon the Adviser and the Principals. Investors are not entitled to participate in the management of any fund's business. The Adviser and the Principals will be obligated to devote only such time to each fund's affairs as may be reasonably necessary to conduct the fund's business, which may be less than full-time. No assurance can be given that the Principals will continue to provide services throughout the life of each fund. None of the Principals has an employment contract with the Adviser or a fund, and neither the Adviser nor any fund will obtain insurance policies on their lives for the benefit of the investors. Should one of the Principals cease to serve in the capacity described in a fund's documents, the Adviser will attempt to assign other experienced professionals to



replace them, but there is no assurance a suitable replacement could be found in a timely manner or at all.

### **Dependence on the Adviser's Methods**

The investment results of each fund are substantially dependent upon the Adviser's investment program. Should the Adviser's expectations about the investments it makes on behalf of the fund and their performance be inaccurate, the investment results of a fund may be adversely affected.

### **Lack of Operating History**

The Adviser was established in 2003 and each investment fund was established at or before the initial closing. Accordingly each has a limited operating history. Each fund is subject to all of the risks incident to the creation of a new business, including its lack of an operating history. Although the Principals have considerable experience in real estate investment, this experience may not provide an advantage with respect to the specific investments that may be acquired by the fund.

### **Competition**

Other entities, including private investment firms, institutional investors, funds and corporations, are engaged in the business of investing in real estate similar to the investment activities of the fund, many of which have vastly greater financial, analytical and other resources at their disposal. Those firms may be more diversified among investments than the fund.

### **Lack of Management Rights**

Investors will have no opportunity to control the day-to-day operation, including investment and disposition decisions, of a fund. The Adviser will have sole and absolute discretion in structuring, negotiating and purchasing, financing and eventually divesting investments on behalf of a fund. Acquisition decisions will be made by the unanimous consent of the Principals. Therefore, the Principals, if in agreement, will be able to effectively make all acquisition and disposition decisions. Consequently, the investors will not be able to evaluate for themselves the merits of particular investments prior to a fund making such investments.

### **Absence of Recourse to Adviser**

Each fund agreement will limit the circumstances under which the Adviser (acting as investment adviser or as a member or manager in the general partner) can be held liable to the fund. As a result, investors may have a more limited right of action in certain cases than they would in the absence of this provision.

## **Failure to Fund Capital**

If an investor defaults in the contribution of capital to a fund in accordance with its agreement, the Adviser may offer to other investors in that fund the option of electing to increase its aggregate commitment by an amount equal to the deficiency.

In addition, the fund will have all remedies at law and in equity, including, without limitation, the right to (i) suspend certain rights of the defaulting investor (including the right to receive distributions, which may be set-off or withheld, and the right to participate in subsequent investments), (ii) cause the defaulting interest to be redeemed at a discount to what it would have received if the fund's assets had been sold and the proceeds had been distributed in a liquidating capital transaction, and (iii) sue the defaulting investor.

A defaulting investor will remain obligated to that fund for the amount of its unpaid capital commitment and any fees and expenses owed pursuant to the fund agreement unless it either pays such amount to the fund or such amount is deducted from any amounts otherwise distributable to such defaulting investor as set forth in the fund agreement and will be personally liable to the fund, the other investors and certain other persons with respect to incidental damages caused by such default, including all costs incurred by the fund or the Adviser in exercising any of the remedies set forth above. The breach by any investor of its obligations under the fund agreement will not release any other investor from its obligations under the fund agreement.

## **Liability for Return of Distributions**

The investors may be obligated to return cash distributions previously received by them to the extent such distributions were made in violation of relevant laws and the investors knew of such violation. In addition, an investor may be liable under applicable Federal and state bankruptcy or insolvency laws to return a distribution made during the funds's insolvency.

## **Illiquidity of Investment in a Fund**

Potential investors should be fully aware of the long-term nature of their investment in each fund. Fund interests have not been registered under the Securities Act or the securities laws of any state or other jurisdiction, and, therefore, are subject to statutory restrictions on transfer. In addition, transfer of fund interests is substantially restricted by the governing agreements for each fund. For all of these reasons, a market in fund interests is not likely to develop. Moreover, fund interests cannot be redeemed at the option of the investor. Because of the limitation on redemption rights and the fact that the fund interests are not tradable, an investment in the fund is an illiquid investment and involves a high degree of risk. Accordingly, a subscription for fund interests should be considered only by persons financially able to maintain their investment and who can afford a total loss of their investment.

## **Key Person Event**

The limited partners have the right to terminate the investment period or dissolve the partnership upon the death, incapacity or bankruptcy of certain of the Principals.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Penwood or the integrity of Penwood's management of the investment funds. Penwood has no information applicable to this item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Penwood is affiliated through ownership and control of the following entities:

- Penwood CSIP I GP, LLC, the sole general partner in California Select Industrial Partners, L.P., one of the investment funds advised by Penwood;
- Penwood PSIP II GP, LLC, the sole general partner in Penwood Select Industrial Partners II, L.P., one of the investment funds advised by Penwood;
- Penwood PSIP III GP LLC, the sole general partner in Penwood Select Industrial Partners III, L.P., one of the investment funds advised by Penwood; and
- Penwood Realty Advisers, Inc., the duly elected manager of the Adviser.

The Adviser, the Principals, and other control persons with respect to the Adviser have no other material relationships.

## **Item 11 – Code of Ethics**

### ***A. Code of Business Conduct***

Penwood has adopted a Code of Business Conduct for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, personal securities trading procedures, and

prohibitions on the making of gifts and political contributions in violation of applicable laws, among other things. All supervised persons at Penwood must acknowledge the terms of the Code of Business Conduct annually, or as amended.

Penwood's employees are required to follow Penwood's Code of Business Conduct. Subject to satisfying this policy and applicable laws, officers, directors and employees of Penwood and its affiliates may trade securities for their own accounts. The Code of Business Conduct is designed to prevent trading on material non-public information and reasonably assure that the personal securities transactions, activities and interests of the employees of Penwood will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Penwood's clients. In addition, the Code requires pre-clearance of many transactions, and, in certain instances, restricts trading. Employee trading is monitored under the Code of Business Conduct.

Penwood's clients or prospective clients may request a copy of the firm's Code of Business Conduct by contacting John Hurley, Penwood's Chief Compliance Officer.

### ***B. Potential Conflicts of Interest***

The Adviser acts through an affiliate as general partner in partnerships in which investors are solicited to invest. In addition, such general partner may receive a performance-based allocation based on returns to the investors in the fund. This incentive allocation may create an incentive for Penwood to advise a partnership to make investments that are riskier or more speculative than would be the case in the absence of a performance-based allocation arrangement.

For each investment fund, the Adviser will provide for an advisory committee consisting of investor representatives. The Adviser will consult with the advisory committee on issues of interest and any potential conflicts of interest. Governance provisions will allow for the replacement of the Adviser with or without cause based on a vote of investors.

### ***C. & D. Other Conflicts***

The Adviser does not invest in recommended securities outside of the co-investment in the investment funds. Similarly, the Adviser or a related person does not recommend publicly traded securities to its investors, or buy or sell such securities for its investment funds, at or about the same time that the Adviser or a related person buys or sells the same securities for its own (or the related person's own) account or funds.

## **Item 12 – Brokerage Practices**

The Adviser does not select or recommend broker-dealers for investor transactions and does not determine commission rates paid. The investment funds do not invest in publicly traded securities and do not transact trades through broker-dealers.

The investment funds or their affiliates usually engage real estate brokers in connection with property sales and leases. Whenever a real estate broker is engaged, a written agreement is negotiated specifying the applicable commission, the conditions that must be satisfied to earn such commission, and the timing of payment. Penwood verifies that the commission is at a market rate and upon market terms before entering into such an agreement. The broker's agreement also details the services to be provided and the timing thereof in order to obtain best execution of the sale or lease. Penwood and its affiliates' arrangements with real estate brokers do not involve soft dollars or their equivalent.

## **Item 13 – Review of Accounts**

The Adviser provides discretionary real estate investment advisory services solely to the investment funds.

### ***A. Review of Investor Accounts***

Penwood actively manages individual investments within the funds and as a result, the investments are continuously under review. Depending on the stage of development/redevelopment/ rehabilitation, the review is undertaken in conjunction with local property service providers, including engineers, architects, developer partners, general contractors, leasing agents, property managers, and/or sales agents. Stabilized asset operations are continuously under review as well. All assets are valued quarterly at which point formal hold/sell decisions are made (more frequently if warranted). The reviewers include the Principals and the Chief Financial Officer.

## ***B. Reports***

Audited financial statements (including a balance sheet, income statement, statement of cash flows, and statement of partners capital) are provided annually to all investors. On a quarterly basis, each investor will be furnished, by Penwood or the applicable general partner of the investment fund, with an unaudited balance sheet, income statement and summary report on the investments, including descriptions of new acquisitions and dispositions. Each investor will also receive annual tax information necessary for timely completion of annual federal, state and local income tax returns. Penwood holds annual meetings with the investors to review the performance of the investments and applicable investment strategies.

## **Item 14 – Client Referrals and Other Compensation**

### ***A. Other Compensation***

The Adviser does not receive any economic benefit from anyone who is not a client for providing investment advice or other advisory services.

### ***B. Client Referrals***

The Adviser does not provide any economic benefit to any non-affiliated persons for client referrals.

## **Item 15 – Custody**

The Adviser does not maintain custody of client assets. However, in compliance with the Investment Advisers Act, monetary assets of the investment funds are held in deposit accounts or other accounts with Bank of America, N.A. and annual audit reports by PricewaterhouseCoopers with respect to such investment funds are provided to each investor.

## **Item 16 – Investment Discretion**

Penwood usually receives discretionary authority within defined parameters from the client at the outset of an advisory relationship to select the identity and specific investments to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for each investment vehicle.

When selecting investments, the Adviser observes the investment policies, limitations and restrictions of the investment vehicles that it advises.

Investment guidelines and restrictions are clearly delineated in fund documents. For any deviation from the guidelines, the Adviser must obtain consent from the fund's investment advisory committee.

## **Item 17 – Voting Client Securities**

The investment funds do not invest in securities that require proxy voting. The interests held by the investment funds are private real estate investments, and the investment funds or their affiliates have approval rights and certain control rights over all major operating and investment decisions.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Adviser's financial condition. Penwood does not collect fees six months or more in advance. The Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.