

**Item 1 – Cover Page**

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This Brochure provides information about the qualifications and business practices of Rubenstein Partners, L.P. (“Adviser”). If you have any questions about the contents of this Brochure, please contact us at 215-563-3558. 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. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Rubenstein Partners, L.P. is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Brochure, dated February 14, 2012, is part of Adviser's initial registration and therefore there are no material changes to report.

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#### **Item 4 – Advisory Business**

Rubenstein Partners, L.P. (“Adviser”) is a Delaware limited partnership that provides investment advisory services to its Clients.

Adviser’s primary Client is Rubenstein Properties Fund, L.P. (the “Fund”). The General Partner of the Fund is Rubenstein Properties Fund GP, L.P. (the “General Partner”). In addition to the Fund, Adviser provides investment advisory services to TRC Associates Limited Partnership (“TRCALP” and together with the Fund, the “Clients” and each a “Client”), however, since TRCALP is not actively seeking or making any investments (and does not expect to do so in the future), the services Adviser provides to TRCALP are not significant and do not represent a material part of Adviser’s activities.

The Fund seeks to invest, and other investment vehicles advised by Adviser in the future are expected to seek to invest, in real estate assets and real estate related assets, with a focus on office-related assets in the Eastern part of the United States, including, without implied limitation, interests in privately or publicly held operating companies and real estate related businesses, commercial mortgage backed securities, indebtedness secured by real property or secured by interest in entities owning real property, equity interests in entities that own or operate real property or other real estate related assets, and interests in any amounts escrowed, reserved or otherwise set aside with respect to any real property or other real estate related assets.

The Fund has \$475 million in committed capital and \$350,312,500 in contributed capital as of February 1, 2012. Adviser has been in business since 2005. As of February 1, 2012, Adviser managed \$337.7 million on a discretionary basis and does not manage any assets on a non-discretionary basis.

The Fund and any other fund or pooled investment vehicle that may be advised by Adviser at a later date are expected to seek real estate related investments. Adviser’s investment advisory services to the Fund consist of management, advice, guidance, recommendations, assistance and other consulting services as the General Partner shall request or require in connection with the management and operation of the Fund (collectively, the “Fund Management Services”). These tasks include, but are not limited to, identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for such investments. Adviser tailors its advisory services to the individual needs of its Clients in accordance with the investment restrictions (if any) and objectives in each Client’s constituent documents.

The principal owner of the Adviser is David B. Rubenstein, Senior Managing Principal.

#### **Item 5 – Fees and Compensation**

##### Expenses

The General Partner shall pay/reimburse or cause the Fund to pay/reimburse Adviser for all costs and expenses incurred in performing the Management Services, pursuant to the Fund’s Partnership Agreement (other than certain overhead expenses). Adviser (or its

affiliate) is also entitled to reimbursement for certain costs and expenses associated with advising TRCALP.

#### Management Fees

The General Partner is entitled to receive an annual management fee from the Fund (the "Management Fee"). The Management Fee is payable quarterly and is equal to 1.5% of aggregate commitments during the Fund's investment period and 1.5% of the capital contributions invested in assets (subject to certain reductions described in the Fund's Partnership Agreement) thereafter.

It is not anticipated that Adviser, the General Partner or any affiliates will receive any advisory fees, consulting fees, investment sales brokers' or finders' fees, acquisition fees, disposition fees, financing fees, transaction fees, investment banking fees or breakup fees from third parties in connection with the Fund investments or potential investments. If any such fees are received by Adviser, the General Partner or any affiliates, the Management Fee will be reduced by the full amount of such fees.

Affiliates of the General Partner and/or the Adviser may provide construction management, property management, and leasing services to the Fund and its subsidiaries. The fees for such services are subject to the applicable provisions of the Fund's Partnership Agreement.

#### Carried Interest

The General Partner is entitled to receive a carried interest or "promote" from the Fund after the Fund's limited partners have received a specified minimum return, all as described in detail in the Fund's Partnership Agreement.

The compensation due to Adviser or the General Partner from the Fund may be deducted from assets or distributions of the Fund, paid from borrowings or paid from capital contributions.

It is expected that any similar future funds advised by Adviser will have a similar fee structure.

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

The General Partner receives both a Management Fee and Carried Interest as described in Item 5.

### **Item 7 – Types of Clients**

Adviser provides investment advisory services to the Fund and TRCALP, each a pooled investment vehicle. The Fund has a minimum commitment requirement of \$5 million; however, lesser amounts may be accepted at the discretion of the General Partner.

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

The predominant investment strategy for the Fund is Adviser's traditional focused approach to value-added real estate investment opportunities consisting of high quality, well located office assets with high-credit and long-term tenancies within the Eastern United States.

Adviser locates and identifies many of its investment opportunities through an extensive network of industry relationships throughout all disciplines of the real estate industry. Once identified, Adviser implements an in-depth underwriting and analysis of the opportunity with reference to its particular property fundamentals, its market dynamics, its particular risks and the capital markets, to reach a determination of whether to further pursue the opportunity.

Investing in securities involves risk of loss that Clients should be prepared to bear. A comprehensive description of the material risks relating to the Fund's investment strategy and method of analysis is contained in the Fund's Private Placement Memorandum and includes the following:

**General Real Estate Risks**

Real property investments are subject to varying degrees of risk. Property cash flows and the marketability and value of real property are affected by a number of factors, many of which are beyond the control of the Adviser, including, without limitation:

- Changes in the general global, national or local economic climate;
- Local real estate conditions and effect on market demand;
- Fluctuating lease and occupancy rates;
- The quality and philosophy of property management;
- Competition from other properties;
- Change in the attractiveness and location of the properties;
- Change in the financial condition of tenants, buyers and sellers of properties;
- Quality of maintenance, insurance and management services;
- Changes in real estate taxes and other operating costs and expenses;
- Changes or promulgation and enforcement of government regulations (including those governing land use, improvements, zoning, environmental, occupational and safety matters and taxes);
- Lack of availability of financing on acceptable or favorable terms for acquisition or refinancing;
- Adverse environmental conditions;
- Inaccurate estimates of the cost of renovations and capital improvements;

- Cost overruns and construction delays; and
- Natural disasters, acts of war or terrorism.

Additionally, all real estate and real-estate investments are subject to the risk that a general downturn in a foreign economy or the national or local economy within the United States will depress real estate prices.

#### Mixed-Use Property Complexes Risks

Investments in office properties that are part of a mixed-use property complex may involve risks not otherwise present, such as the risk that the owner of the non-office properties may become bankrupt or may sell such properties, the risk that a decline in the value of such non-office properties may negatively affect the value of the related office properties owned by the Fund, the risk that obtaining zoning or other regulatory approvals with respect to the office properties may be affected by the status of regulatory approvals with respect to the non-office properties, and the risk related to the existence, enforceability or non-existence of certain easements, rights, restrictions and/or covenants.

#### **Item 9 – Disciplinary Information**

Adviser is required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's evaluation of Adviser or the integrity of Adviser's management. Adviser has no information applicable to this Item.

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

Neither Adviser nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither Adviser nor any of its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities.

Neither Adviser nor any of its management persons have a business relationship that is material to Adviser's advisory business or its Clients with a related person that is listed in the instructions to Item 10 C. of this Part 2A of Form ADV.

The Adviser does not recommend or select other investment advisers for its Clients.

#### **Item 11 – Code of Ethics**

Adviser has adopted a Code of Ethics designed to set forth the standards of business conduct and activities of its employees. The Code of Ethics also describes the methods used to detect and prevent conflicts of interest relating to personal trading by its access persons and to ensure that the Adviser effects transactions for Clients in a manner that is consistent with its fiduciary duty to its Clients and in accordance with applicable law. Adviser's access persons who wish to purchase or sell most types of securities may do so only in compliance with certain procedures such as pre-approval and periodic holdings reporting. Adviser's

Code of Ethics prohibits the misuse of material nonpublic information. Under the Code of Ethics, employees are subject to certain limitations regarding the receipt of gifts and entertainment. Employees are also subject to certain limitations regarding the giving of corporate gifts and other benefits to others. To the extent Adviser determines that there is no conflict of interest, certain officers and employees of Adviser from time to time may engage in outside business activities. A copy of Adviser's Code of Ethics will be provided upon written request of any existing or prospective Client or investor.

## **Item 12 – Brokerage Practices**

In the event that the Adviser buys or sells publicly traded securities for a Client, the Adviser shall consider a number of factors in selecting a broker-dealer, including:

- A broker's execution capabilities with respect to the relevant type of order;
- The commissions charged by a broker, which may be based on the size of the order, the price of the security, and whether the receipt of products or services is involved;
- The broker's reputation and responsiveness to requests for trade data and other financial information; and
- Other factors for determining best execution, which may include:
  - the amount of business with each broker-dealer and the justification for directing trades to those brokers-dealers, such as the quality of research provided by the broker-dealer;
  - the gross compensation paid to each broker-dealer;
  - the competitiveness of commission rates and spreads, including the documentation to support such competitiveness (*i.e.*, comparison of "standard" commission rates or "minimum" transaction costs between broker-dealers offering comparable products and services);
  - statistics or other information by independent consultants on the relative quality of executions/financial services by each broker-dealer;
  - the financial strength (net capital) of each broker-dealer, if relevant;
  - the broker-dealer's ability to respond promptly to inquiries during volatile markets;
  - the value of privacy considerations, liquidity, price improvement, and lower commission rates on electronic communications networks; and
  - the overall responsiveness of the broker-dealer (*i.e.*, how well the broker-dealer serves the Adviser and its Clients).

The CCO is responsible for monitoring any trades in public securities to confirm that the Adviser complies with its fiduciary duty with respect to obtaining "best execution" for Clients.



The Adviser does not currently engage in any soft dollar arrangements. Accordingly, the Adviser does not consider the value of products, research and services provided by broker - dealers as a factor in selecting a broker-dealer.

Adviser does not aggregate the purchase or sale of securities for various Client accounts.

### **Item 13 – Review of Accounts**

Adviser's management team regularly meets on a weekly basis to discuss and review the Fund's activities, investments and potential investments. Furthermore, the Fund provides to its limited partners annual audited financial statements, quarterly unaudited financial statements and annual tax information necessary for each limited partner's tax return. Also, the Fund holds an annual meeting of its limited partners at which is discussed the status of each investment by the Fund.

Given TRCALP's limited activity, Adviser's personnel meet on an as-needed basis to review and assess TRCALP's assets and activities.

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

Adviser has not used and does not expect to use placement agents, finders or other third parties in connection with fundraising on behalf of Clients. Neither Adviser nor any related person compensates any person who is not a supervised person for Client referrals.

### **Item 15 – Custody**

In connection with the management of the Clients, Adviser may have or be deemed to have custody of some of its Clients' assets under SEC Rule 206(4)-2.

Each Client is subject to an annual audit and its audited financial statements, prepared in accordance with generally accepted accounting principles, are distributed to its investors within 120 days of the end of the Client's fiscal year. The auditor of each Client is an independent public accountant that is registered with and subject to regular inspection by the Public Accounting Oversight Board in accordance with its rules.

### **Item 16 – Investment Discretion**

Adviser has the authority to manage the Clients on a discretionary basis, subject to the investment guidelines and other terms contained in the constituent documents of each Client.

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

In accordance with SEC requirements, Adviser has adopted proxy voting policies and procedures to address how Adviser will vote proxies, as applicable, for its Client securities. The proxy voting policy seeks to ensure that Adviser votes proxies in the best interest of

the Clients. Generally, Adviser will vote in accordance with the recommendations of the issuer's management with respect to routine matters, unless, in the opinion of the Chief Investment Officer, such recommendations are not in the best interest of the Client, in which case Adviser will vote in accordance with the Client's best interests, as determined by the Chief Investment Officer. In the case of any non-routine matter, Adviser will vote in accordance with the Client's best interests, as determined by the Chief Investment Officer.

In the case of any conflict of interest between Adviser and a Client with respect to proxy voting, Adviser's CCO may engage an independent third-party, including outside counsel, to determine how the proxy should be voted, or may establish an ethical wall or other informational barrier between the persons that are involved in the potential conflict and the persons making the voting decision in order to insulate the potential conflict from the decision maker.

A copy of Adviser's proxy voting policy or information regarding how Adviser voted any proxies for a particular security will be provided upon written request of any Client or investor in a Client.

#### **Item 18 - Financial Information**

As a registered investment adviser, Adviser is required in this Item to provide its Clients with certain financial information or disclosures about its financial condition. Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to its Clients, and has not been the subject of a bankruptcy petition. Adviser does not require prepayment of Client fees six months or more in advance.