

Item 1 – Cover Page

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This brochure dated December 31, 2011 is prepared by Pramerica Investment Management Limited, which has applied to become a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

As permitted by the SEC rules, Pramerica Investment Management Limited has elected to create separate brochures to address each of its different advisory units and this brochure provides information about Pramerica Real Estate Investors, its real estate investment advisory business.

This brochure contains information about the qualifications and business practices of Pramerica Real Estate Investors. If you have any questions about the contents of this brochure, please contact us at +44 (0)20 7766 2400 or chris.povall@pramerica.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.

Additional information about Pramerica Real Estate Investors is available on the SEC's website at www.adviserinfo.sec.gov, and at its website at www.pramericarei.com.

Item 2 – Material Changes

Pramerica Investment Management Limited has registered for the first time as a registered investment adviser and, accordingly, this is the first time we have prepared a brochure in relation to Pramerica Real Estate Investors in accordance with the SEC Rules. In the future, this section of the brochure will highlight and discuss specific material changes that have been made to it since its last annual update.

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Item 4 – Advisory Business

Our Firm

Pramerica Investment Management Limited (PIML) was formed in July 1999 and is organized as a company incorporated in England (registered number 3809039). It is an indirect, wholly-owned subsidiary of Prudential Investment Management, Inc. (Pramerica Investment Management), a SEC-registered investment adviser organized as a New Jersey corporation. Pramerica Investment Management is in turn an indirect, wholly-owned subsidiary of Prudential Financial, Inc., a publicly held company (Pramerica Financial) (NYSE Ticker: PRU). Pramerica Financial is not affiliated in any manner with Prudential plc, a company incorporated in the United Kingdom.

PIML has been authorized by the United Kingdom Financial Services Authority (FSA) or a predecessor regulator since 1999 (registration number 193418) and has applied to become a SEC-registered investment adviser with effect from March 31, 2012. It has two business units, namely Pramerica Real Estate Investors (a real estate investment advisory business) and Pramerica Investment Management Limited - Fixed Income (a public fixed income investment advisory business). This brochure relates solely to Pramerica Real Estate Investors and references to “we,” “us” and “our” in this brochure are to Pramerica Real Estate Investors. In addition, any references to “our employees” or “our officers” are to officers or employees of PIML and its affiliates who work in the Pramerica Real Estate Investors business unit (including individuals who are FSA approved persons and conduct marketing activities in connection with that business as representatives of PIML).

Pramerica Investment Management Limited - Fixed Income has a separate brochure that has been filed with the SEC and provides information about its advisory business.

Pramerica Real Estate Investors (Pramerica) commenced operations in 1999. It forms part of, and is integrated with Prudential Real Estate Investors (our Parent Business), the real estate investment advisory unit of Pramerica Investment Management. Accordingly, a certain number of governance, authorization and review activities relating to Pramerica are conducted as part of the overall global organisation processes and procedures of our Parent Business and Pramerica Investment Management.

Pramerica Real Estate Investors

Pramerica is a European real estate investment advisory business based in London, United Kingdom. We have affiliated offices in Europe in Lisbon, Madrid, Munich, Paris, Luxembourg and Istanbul; as well as a representative in Milan. As of December 31, 2011,

we managed approximately \$2.42 billion in gross real estate assets (approximately \$1.38 billion net)¹ on behalf of 19 clients. Of this amount, we consider approximately \$0.22 billion to be managed on a discretionary basis, and \$2.2 billion to be managed on a non-discretionary basis. Pramerica offers a range of real estate investment products and services in Europe, primarily to institutional investors. Our products and services include management of private real estate and public real estate securities, of real estate mezzanine debt and other forms of secured debt, and of traditional core, core-plus, value-add and opportunistic investment strategies related to commercial real estate in developed and emerging European markets.

Our investment products include the following:

- commingled open-ended funds with core, diversified direct real estate freehold and long-leasehold strategies in Europe. These are marketed to institutional investors and Pramerica acts as investment adviser to the funds;
- commingled funds that invest in publicly-traded securities of European real estate operating companies and REITs. The underlying investors are a range of institutional investors and Pramerica acts as investment adviser to the funds (either directly or as a sub-adviser to our Parent Business); and
- close-ended commingled funds with a variety of investment strategies. The fund structures vary according to investor need and jurisdiction, but in all cases are tax-efficient entities that invest in direct real estate, real estate companies and/or real estate related debt investments in Europe. Some invest in specialised areas such as senior housing and self-storage. The underlying investors are a range of institutional investors and Pramerica acts as investment adviser or manager to the funds.

We may also:

- provide discretionary investment management services to individual institutional clients with respect to tailored investment strategies under direct contractual relationships with those clients;
- manage single client accounts for institutional clients that invest

¹ The AUM figures stated here are not calculated on the same basis as the AUM figures stated in PIML's Form ADV 1A and the gross AUM stated here does not include uncalled client commitments.

primarily in publicly-traded securities of European real estate operating companies and REITs. This may include client-tailored aspects such as compliance with Shariah laws; and

- provide discretionary investment management services to one or more affiliated insurance companies, with respect to direct real estate investments to be made in Europe.

We separately undertake research and produce research reports and investment papers or presentations that are distributed to clients, prospective clients and affiliates, in each case free of charge.

Item 5 – Fees and Compensation

Advisory Fees

The fees paid to us by our clients in respect of the advisory and management services we provide vary according to a number of factors, including the type of client and our relationship with them, the type of investment strategy and the type of services. For example, fees for commingled funds, including those that are sub-advised, may differ from fees for single client accounts. Fees are generally higher for investment strategies that are farther along the risk spectrum (outlined in more detail in Item 8 below), as the investments acquired pursuant to such strategies often require more active management. Fees are generally negotiable, so it is possible for one client to pay a different fee than another client with similar investment objectives or goals, though clients invested in the same commingled fund pay fees based on the same applicable rate schedule.

Our remuneration may include base advisory/management fees, acquisition fees, disposition fees and incentive arrangements such as performance fees and carried-interest payments.

The base advisory/management fees for commingled close-ended funds are customarily expressed as a percentage of either amounts committed or amounts invested. For open-ended funds, they are customarily expressed as a percentage of the prevailing gross or net asset value, so that fees payable increase or decrease in line with changes in the asset value.

For both close-ended and open-ended funds, base advisory/management fees may be offered in tiered structures with breakpoints linked to the amount invested in the fund, so that the fee rate paid by a client decreases as the client's investment increases.

Base advisory/management fees for single client accounts are generally expressed as a percentage of the prevailing gross or net asset value.

As noted above, we also receive performance-based remuneration in the form of performance fees and carried interest payments. Such performance-based remuneration is structured to comply with Rule 205-3 under the Investment Advisers Act of 1940 and our internal policies. Where the fees paid by a client include performance-based remuneration, those fees may be higher due to the fact that the fees may increase based on the performance of a portfolio above an established benchmark or returns threshold. Performance based remuneration is commonly shared between us and those of our investment professionals who are involved in managing the relevant portfolio(s).

Payment of Fees

The client's preference and agreements generally require we deduct fees from the client's fund or account. Base performance fees are typically payable quarterly in arrears. Performance-based remuneration, if earned or realized, is payable after the calculation period for such remuneration.

Pramerica does not require or solicit clients to pay fees in advance.

Compensation of Our Investment Professionals

Generally speaking, the compensation of our investment professionals (including, among others, portfolio, asset and transactions managers and analysts) comprises a combination of base salary, a discretionary, performance-based annual cash bonus, any share of the performance based remuneration payable by clients that they are entitled to and (in some cases) a long-term incentive grant of stock options or restricted stock of Pramerica Financial.

The base salary component is based on market data relative to comparable positions within the location and industry as well as the past performance, experience, and responsibility of the individual. Investment professionals' annual cash bonus is discretionary and paid from an annual bonus pool. Each investment professional's

incentive compensation, including both the annual cash incentive bonus and any long-term incentive grant, is primarily determined by how significantly the individual contributes to delivering investment performance to clients consistent with portfolio objectives, guidelines, and risk parameters, as well as the individual's qualitative contributions to the organization. Incentive compensation is designed to align the interests of each investment professional with those of clients. The performance of clients' funds and accounts, our overall business, and the individual employee are all important factors in determining the size of the annual bonus and any long-term incentive grant awarded to each individual.

Certain of our employees are FSA approved persons. These employees may engage in marketing efforts in such capacity and may receive compensation for such efforts in the form of bonuses and long term compensation that may, where permitted by law, be based directly or indirectly on the additional client capital raised as a result of their efforts.

Total compensation is designed to be competitive with the market, but an individual's actual compensation may vary. Investment professionals are all covered by the same general compensation structure, although they may manage multiple accounts. Except for their entitlements to share in performance based remuneration payable by clients, all investment professionals' compensation is paid by Pramerica and not from any assets of managed funds or accounts.

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

Performance-Based Remuneration

As noted above in Item 5, for certain of the accounts and funds we manage, we are entitled to earn performance-based remuneration. Any conflict of interest created by differences in advisory fee structures is addressed by our adoption of our Parent Business and Pramerica Financial's global policies and procedures. These include our European investment allocation process, which is designed to manage the distribution of investment opportunities to the various portfolios we manage.

Investment Allocation Process – Real Estate Equity Investments

Real estate equity investments are direct investments in a real estate asset. A detailed deal brief is created for each such proposed investment and includes details of the property location, preliminary pricing & return projections, proposed transaction structure, and

perceived opportunities and major risks. The deal brief is distributed to all attendees of our weekly European transactions meeting (which include our portfolio managers and the members of our transactions and research teams) for discussion, review and comment. At any transaction meeting where an investment opportunity is presented, each portfolio manager has the ability to ask questions about the proposed investment and offer input on the property, market, structure, and initial underwriting. Portfolio managers express interest in a particular investment opportunity based on the needs of their portfolios and each portfolio's investment guidelines. If more than one portfolio manager expresses interest in an investment opportunity and the allocation cannot be agreed at the transactions meeting, the European Head of Transactions will refer the opportunity to our European Allocation Committee. This committee is made up of Pramerica's Joint Chief Executive Officers, our Head of Transactions and our Head of Research and it will determine the allocation of the investment opportunity taking into account all relevant considerations.

Certain investments that meet the specialized investment criteria for portfolios investing in specific types of assets, such as senior housing, are allocated in priority to those portfolios, to the extent the relevant portfolio has investment appetite and subject to portfolio manager approval. Similarly, certain of our funds and accounts invest through joint ventures and, where an opportunity has been sourced by a joint venture partner, it will typically be allocated in priority to the fund or account related to the relevant joint venture to the extent such fund or account has investment appetite and subject to portfolio manager approval.

Investment Allocation Process – Real Estate Debt Investments

A separate, but similar, allocation process applies to opportunities for investment in real estate related debt, such as mezzanine loans. Our debt team prepares a detailed deal brief for each potential debt investment opportunity that it identifies which includes details of the debt capital structure, projected cash-flows and returns, security, tenants and value analysis and borrower track record. The allocation of the investment opportunity is then considered at our bi-weekly debt origination meeting and, if the allocation cannot be agreed at that meeting, it is referred to our European Allocation Committee.

Overlapping Equity and Debt Investment Opportunities

We do not permit parallel equity and debt investments in respect of the same underlying real estate to be made by portfolios that we manage. In the event a potential transaction is

identified which involves both an equity investment and a debt investment that would be suitable for one or more portfolios that we manage, our European Allocation Committee will determine whether we will pursue the equity investment opportunity or the debt investment opportunity or neither of them.

Real Estate Securities Investments

As part of our Parent Business' Global Real Estate Securities Group ("GRES"), we manage or advise multiple portfolios of publicly traded European real estate securities. Aggregated orders for such portfolios are typically allocated pro-rata, subject to account restrictions or guidelines, based on the relative size of the eligible accounts. Under such pro-rata allocation, each account pays the average unit price and bears its pro-rata share of transaction costs. After the order is executed, the trader will then allocate according to the instructions previously received from the GRES portfolio manager.

If the portfolio manager seeks to pre-allocate a trade in any manner other than pro-rata, the specific methodology is memorialized in writing and is retained consistent with the record-keeping requirements of our Parent Business' GRES allocation policy. Pre-planned deviations from a pro-rata allocation may be made on the basis of certain specified conditions, including if (i) an allocation would cause an account to receive an odd lot or "de minimis" amount, (ii) the portfolio manager determines that the account's cash flow does not support an allocation, (iii) an account has a specialized investment mandate or style, or specific investment restrictions, (iv) an account has unique tax considerations, or (v) positions in multiple accounts need to be balanced. For any other allocation that is not pro-rata, the GRES Senior Portfolio Manager acknowledges the allocation by signing off on the allocation rationale. Any such approval is to be completed as soon as possible, but typically not later than the opening of the applicable securities market on the following trading day. Notwithstanding the foregoing, any allocation that is inconsistent with the pre-planned or pro-rata allocation methodology must be consistent with the doctrine of fair and equitable treatment of all client accounts.

Item 7 – Types of Clients

Our underlying client base is composed of many different types of institutional investors, including European and global public pension plans, private pension plans, national pension funds, insurance company, sovereign wealth funds, family offices, charitable

institutions, endowments, foundations and fund of funds. Some of our clients are affiliated entities. The minimum account size varies by product. Generally, single client accounts have higher minimums than investments in commingled vehicles.

Item 8 – Methods of Analysis, Investment Strategies and Principal Risks

We function as part of the integrated global real estate investment management operation of our Parent Business. As such, product development, client relationship and service management and investment strategies are organised to achieve global and regional consistency. The product line is diverse, providing investment opportunities in equity and debt real estate in both the public and private markets, and employs a variety of financial, legal and operational structures.

We offer our clients commercial real estate investment opportunities across the risk spectrum from Core to Value-Added to Opportunistic. Where an investment strategy fits in this risk spectrum is a combination of the risk factors at both the property/asset level and at the portfolio level. Noted below are some of the key characteristics that are representative of real estate equity investments in Core, Value-Added and Opportunistic strategies, as well as of investments in real estate debt and real estate securities strategies. More detailed summaries of the investment strategies of specific funds or products are available upon request.

Core

A “Core” portfolio typically seeks to take no more risk than the market in general and seeks to provide investment returns similar to or slightly above the market benchmark with a similar risk profile. Typically, this means a portfolio that is diversified by property type and location. It also means that the portfolio invests primarily in existing and leased properties and that the portfolio employs limited leverage. Lease rollover is generally well balanced in a Core portfolio, on the premise that a balanced rollover schedule mitigates the adverse impact of an economic downturn on the portfolio’s income stream. Similarly, a Core portfolio may also seek to limit its single asset exposure to a stated percentage of the value of the portfolio’s assets. In a Core portfolio, property income often comprises the largest share of return, with appreciation generally anticipated to result from capitalizing the

growth in income and because another buyer will pay a greater multiple for the same cash flow/income stream.

At the property level, Core portfolio investments generally involve the major property types – office, retail, residential, industrial (warehouse, logistics and multi-tenant estates) and, to a lesser extent, hotels. Typical “Core” assets would include properties that are well leased, of a high build quality and in primary markets or are freehold assets with very long duration underlying leasehold investments. While non-traditional property types such as senior housing, self storage and investments in real estate operating companies typically have not been considered a part of a core investment strategy, niche sectors that exhibit core investment characteristics (e.g., stable and/or high cash yields) may play a limited role in a diversified Core portfolio. Development, redevelopment and/or refurbishment of properties are generally not considered a meaningful part of a Core strategy, other than properties undergoing a renovation or expansion that does not have a material impact on the property’s occupancy or operation.

Value-Added

Moving further along the risk spectrum, a “Value-Added” portfolio entails additional risk with the accompanying expectation of a greater return. A Value-Added portfolio generally seeks to capitalize on the interplay of market forces and the imbalances that may arise as a result. Value-added strategies may involve some or all of the following:

- A significant overweight or even an exclusive investment of the portfolio in a particular property strategy, programme, type or region because management (i) has identified a joint venture operating partner with specialist skills & know-how, a good track record and a specific investment strategy and (ii) sees a particular property type or geographic scope as an attractive investment opportunity. Thus, there may be no diversification objectives in a Value-Added portfolio but a focus on clear exit routes at the point where value creation has been achieved.
- An investment strategy of identifying and meeting under-served market needs through development, repositioning or renovation. A significant portion of the portfolio may be devoted to this objective.
- A specialization in non-traditional property types such as self-storage, where management sees significant new demand and inadequate skills and/or capital sources available to meet the market’s needs.

- Compared to Core, a greater use of leverage, particularly if such financing can be found for niche strategies. Value-added strategies may still restrict leverage to some specified limit, such as a percentage of the portfolio value or only from a specific point in the investment cycle, such as after planning permission is received.
- A focus on investments in secondary markets and/or secondary locations.

Opportunistic

An “Opportunistic” portfolio moves even further out on the risk spectrum with the anticipation of even greater returns. The following are brief characteristics of the range of investments and strategies that may be pursued by an Opportunistic portfolio:

- A focus on markets with institutional depth (liquidity and transparency), with distressed real estate pricing in sectors with steep discounts to replacement cost and lack of equity and debt capital but exhibiting long-term growth prospects
- The use of high levels of leverage, commensurate with property level risk, debt availability and pricing.
- Investment in mainstream Western European developed countries and in developing and emerging European markets with strong economic and property fundamentals.
- Investment in private European real estate companies that have some particular expertise in a market niche or in European long-term property classes, such as residential, that exhibit ‘defensive’ characteristics whilst allowing opportunity to benefit from pricing, capital shortage and selective development/refurbishment risks for higher returns.
- Speculative development subject to strong property and other market fundamentals including availability of debt financing, de-risked leasing pre-conditions and land entitlement risk analysis.

Real Estate Debt

Real Estate debt investments may include, among other things, performing whole loans, mezzanine loans, B-Notes and preferred equity. Debt investments can be newly originated or secondary transfers of existing investments. In both cases, such investments may be secured by or otherwise related to single assets or portfolios across one or more property

types. Transaction types include recapitalizations, refinancing, re-positioning and acquisitions.

Real Estate Securities

Real estate securities are publicly traded ordinary stock and other securities issued by companies operating in the real estate sector. The investment strategies employed in trading in such securities will vary depending on the nature of the client and its underlying investment objectives. Relevant factors in this regard include whether the client is primarily a passive investor or is seeking a more actively managed portfolio, its attitude to risk, and whether it is seeking a primarily income driven return, capital preservation, capital growth or a combination of the three.

Primary Risks

Noted below are some of the primary risks that are representative of those encountered by investors considering investments in commercial real estate equity, debt and securities of the type that we manage. More detailed discussion of the specific risks associated with the investments of a particular product may be found in the offering documents for such product, which are available upon request.

Risk of Loss

Any investor contemplating investment in commercial real estate equity, debt or securities must recognize that such investments are not guaranteed by us or any of our affiliates and involve potentially significant risk of loss, which the investor must be prepared to bear. There can be no assurance that investors or the products or portfolios in which they invest will achieve their stated investment objectives or will receive any return on the investment. Investment performance may be volatile and investors may lose their entire investment. The past performance of us or our managed-funds and investments provide no assurance of future results. In addition, management fees and expenses may reduce investment returns.

Risks Related to Reliance on Operating Partners, other Third Parties and key Pramerica Personnel

Certain Pramerica-managed portfolios invest through joint venture or other co-investment arrangements, the results of which may be highly dependent on the acumen and behavior of the relevant third-party operating partners and of other entities and individuals, such as property managers, that they (or we as adviser) may retain. If the arrangements with such third parties are terminated for any reason, or if key personnel leave or otherwise become unavailable, there may be difficulty in finding a suitable replacement. In addition, the portfolio's success will depend, in substantial part, upon the skill and expertise of certain of our professionals. The death, disability or departure of any key Pramerica professional may adversely affect the portfolio performance.

Risks Related to General Economic Conditions and Competitive Markets

Our business and products operate in markets facing competition for investments and all types of property assets can be affected by changing conditions resulting from sudden changes in the real estate and banking industry, the regulatory environment, the role of government-sponsored entities, the role of credit rating agencies or their rating criteria or processes, or the European and global economies generally. If we do not effectively respond to these changes, or if strategies we use to respond to these changes are not successful, the investment returns of the investments we manage may be adversely affected. In addition, the highly competitive market for investment opportunities in which we operate may limit acquisition of desirable target assets, affect the underwriting or pricing of these assets and/or adversely impact investment returns.

Risks Related to Real Estate Investments Generally

The assets we manage involve commercial real estate in some form, including, among others, as a direct interest in such real estate, as debt secured by the real estate or as interests in the entities that own the real estate. The value of commercial real estate is typically dependent upon the ability of the applicable property to produce cash flow (or at least its potential to generate cash flow). However, a property's net operating income and cash flow can be volatile. The net operating income, cash flow and value of the properties may be adversely affected by any number of factors, including, among others:

- the location, age, design, layout and construction quality of the property;
- perceptions regarding the safety, convenience and attractiveness of the property;
- the proximity and attractiveness of competing properties;

- the adequacy and effectiveness of the property's operations, management and maintenance;
- increases in operating expenses (including but not limited to insurance premiums) at the property and in relation to competing properties;
- an increase in the capital expenditures needed to maintain the property or make improvements;
- costs associated with inadequate energy saving or sustainability measures, environmental liabilities or other legal liabilities;
- the dependence upon a single tenant, or a concentration of tenants in a particular business or industry;
- a decline in the financial condition of a major tenant;
- an increase in vacancy rates or structural voids;
- And, a decline in rental rates and/or increase tenant improvements/incentives as leases are renewed or entered into with new tenants.

Other factors that affect the value of commercial real estate are more general in nature, such as:

- national, regional or local economic conditions (including financial and manufacturing industry slowdowns, decrease in housing transactions and unemployment rates);
- local real estate conditions (such as an oversupply of competing properties, rental space or multifamily housing);
- demographic factors;
- decreases in consumer confidence;
- changes in prices for key commodities or products;
- changes in consumer tastes and preferences, including the effects of adverse publicity; and

- retroactive changes in building codes, or other changes in governmental regulations, fiscal policy, zoning or tax laws.

The volatility of net operating income will be influenced by many of the foregoing factors, as well as by:

- the length of tenant leases;
- the creditworthiness of tenants;
- the level of tenant defaults;
- rent control laws or other laws impacting operating costs;
- the number and diversity of tenants;
- the availability of trained labor necessary for tenant operations;
- the availability of debt financing;
- changes in interest rate levels;
- the rate at which new rentals occur;
- the property's operating leverage (which is the percentage of total property expenses in relation to revenue);
- the ratio of fixed operating expenses to those that vary with revenues, and
- the level of capital expenditures required to maintain the property and to retain or replace tenants.

A decline in the real estate market or in the financial condition of a major tenant will tend to have a more immediate effect on the net operating income of properties with short-term revenue sources (such as hotels or other properties with short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under bank loans secured by such properties.

Some properties are newly constructed and/or recently opened and, as such, have a limited operating history. There is no assurance that any property, whether newly constructed and/or recently opened or otherwise, will perform as anticipated.

Risks related to Portfolio Concentrations

Concentrations of properties by asset type, strategy type (for example, speculative development) or geographic areas (countries or locations) may increase the risk that adverse economic, technological or other fundamental changes or other developments or natural or man-made disasters affecting a particular region of the country could adversely impact those properties.

Risks related to Debt Investments

Debt investments are typically loans that are secured by or supported by the cash flows from commercial property. As there is generally very limited recourse against the borrower's or sponsor's assets other than the underlying collateral, the ability of a borrower to repay such a loan typically is dependent primarily upon the successful operation of the related income-producing property, rather than upon the existence of independent income or assets of the borrower. If the net operating income of the related property is reduced, the borrower's ability to repay the loan may be impaired.

In the event of any default under a real-estate related loan, available remedies would need to be exercised. Foreclosure of a loan can be an expensive and lengthy process that could have a substantial negative effect on the value of the investment, and completion of such foreclosure may require the ownership and operation of the related property and the risks related to such ownership. In addition, there is a risk of loss of principal to the extent of any deficiency between the cash proceeds realized from the value of the collateral and the cash proceeds available to service the principal and accrued interest of the loan, taking into account inter-creditor arrangements for any other loans. Some loans may restrict transfers of the equity interests securing such loans, or such transfer or foreclosure may require the consent of a senior lender or equity holders in the related real estate company. These remedial limitations may adversely affect the likelihood of repayment in the event of a default.

Risks Related to Conflicts of Interest

As further described in Item 11 below, we encounter actual and potential conflicts of interest in connection with our investment advisory activities, including significant conflicts with respect to other activities of ours, our Parent Business and Pramerica Investment Management that may negatively impact investors. We strive to identify

conflicts of interest which are inherent in our business, and seek to address them through elimination, disclosure or management.

Risks Related to Financing

Portfolios that we manage may incur leverage at a portfolio or property level. Incurring substantial debt could subject investments to a number of risks that could materially and adversely affect investors, including the risks that:

- portfolio or property cash flow may be insufficient to make required payments of principal of and interest on the debt;
- the portfolio or secured asset may be unable to comply with all of the material covenants imposed by the lender;
- such debt may increase the portfolio or asset vulnerability to adverse economic and industry conditions;
- it may be necessary to dedicate a substantial portion of portfolio or property cash flow to payments on debt, thereby reducing cash available for property operations, investor distributions or other purposes; and
- it may not be possible to refinance debt at the portfolio or property level when it matures on favorable terms, or at all.

Defaults under such financing could lead to (i) acceleration of such debt (and any other debt containing a cross-default or cross-acceleration provision), (ii) an inability to borrow unused amounts under other financing arrangements, and/or (iii) the loss of some or all of a portfolio's investments to enforcement by the lender or sale subject to recourse provisions.

Dislocation and weakness in the capital and credit markets could cause one or more lenders to be unwilling or unable to provide financing or to increase the costs of that financing. In addition, if regulatory capital requirements imposed on bank lenders change, they may be required to limit, or increase the cost of, financing they provide. In general, this could potentially increase financing costs to a portfolio, reduce available liquidity or require to the sale of assets at an inopportune time or price.

To the extent that floating rate financing applies to borrowings, increases in interest rates, particularly short-term interest rates, may immediately and significantly decrease results of property operations and cash flows and the market value of portfolio investments.

Where bank credit facilities are used to finance certain assets, on a portfolio by portfolio basis, these financing arrangements involve the risk that the market value of the properties may decline in value, or other loan covenants may be breached, in which case the lender may require additional collateral or to repay all or a portion of the funds advanced. The portfolio may not have the funds available to repay or pay down the debt at that time, which could lead to a default.

Risks Related to Regulation

Laws and regulations affecting our business change from time to time and we are currently operating in an environment of significant regulatory reform. We cannot predict the effects, if any, of future legal and regulatory change, both in the UK and globally, on our business or the services we provide.

Item 9 – Disciplinary Information

We are not subject to any legal or disciplinary events that would be material to an evaluation of us or the integrity of our management and professionals.

Item 10 – Other Financial Industry Activities and Affiliations

We provide advice and consulting services to affiliates on matters dealing with the acquisition, sale, development and management of real estate, including the Prudential Insurance Company of America (PICA). We also act as a sub-advisor to our Parent Business.

Certain of our employees are approved, registered persons identified to undertake approved functions within the scope of permitted regulatory business, including marketing, operational, and administrative support to our business.

We and our affiliates, officers and/or employees may actively engage in the creation of limited partnerships and other vehicles for client investments. A description of these vehicles may be found in Part I, Schedule D, Section 7.B of our Form ADV, which can be viewed at www.adviserinfo.sec.gov/IAPD.

Item 11 – Code of Ethics

We have adopted all applicable policies and procedures of our Parent Business, Pramerica Investment Management and Pramerica Financial.

Code of Ethics

General

We maintain a code of ethics as required by applicable SEC rules. This code of ethics requires our employees to conduct business in an honest and forthright manner in accordance with the highest of ethical standards. In addition, the code of ethics requires our employees to put client interests ahead of their own and disclose actual and potential meaningful conflicts of interest. The code of ethics incorporates our information barrier and personal securities trading policies that are described in greater detail below. Our employees are required to report any violation of the code of ethics promptly to our chief compliance officer.

We will provide a copy of the code of ethics to clients or prospective clients upon request.

Information Barrier Policy

PIM's information barrier policy, which applies to us, is designed to prevent the communication of material, non-public information across the various PIM asset management investment sectors. Under the policy, an employee of one investment sector, including Pramerica, may not communicate material, non-public information to an employee of another investment sector without approval from each sector's compliance unit. The information barrier policy also restricts physical access to an investment sector's offices by employees of a different investment sector.

We maintain a restricted list of issuers about which we have material, non-public information, and our policies prohibit trading, either for client or personal accounts, in the securities of such issuers. The receipt of material, non-public information by us most often occurs because at times we engage in real estate and other transactions with publicly traded REITs and real estate operating companies and may obtain material, non-public information about these public issuers. In an effort to avoid such restrictions on trading, we have procedures in place to carefully consider whether or not to intentionally accept material, non-public information with respect to certain issuers, where appropriate. In addition, we maintain information barriers or “fire walls” designed to prevent the transfer of such information between units of Pramerica/our Parent Business as well as between affiliates and Pramerica/our Parent Business. In some instances, we may create an “isolated information barrier” around a small number of our employees who may come into possession of material, non-public information about an issuer, whereby their knowledge is not attributed to other employees.

Personal Securities Trading Policy

We maintain a personal securities trading policy that governs the trading activities of our employees as well as their household members and dependents. Subject to certain limited exceptions, our employees are required by the policy to:

- report personal securities transactions to our compliance unit;
- pre-clear personal securities transactions (for employees considered to be “access persons” under SEC rules);
- maintain brokerage accounts only with certain approved brokers that are requested to report transaction information to our compliance unit; and
- annually report securities holdings to our corporate compliance unit.

Our access persons and investment personnel are subject to additional restrictions under the policy, including the following:

- investment personnel are generally prohibited from purchasing securities in initial public offerings;

- access persons may not trade any security on the same day that we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index);
- investment personnel are prohibited from trading any security within seven days before or after we trade such security (or an equivalent security) for client accounts (other than in client accounts that replicate a broad-based index);
- investment personnel must disgorge any profits from the purchase and sale (in whatever order) of the same security within 60 days; and
- access persons may not write naked call options or buy naked put options on a security held in a client account.

We monitor personal trading activity versus firm trading and restricted list content, and any matches are investigated by our compliance unit.

All our employees receive annual compliance training regarding personal securities trading and information barrier policies. In addition, employees must annually confirm that they have read and understand the code of ethics, including the personal securities trading and information barrier policies.

Conflicts of Interest

As a result of the broad range of both our business and the businesses of our affiliates, conflicts of interest will inevitably arise in our operations. Described below are significant conflicts of interest which have been arranged under headings for ease of reading only. Conflicts described under one heading could appear or be repeated under one or more other headings below. These headings do not intend to limit the applicability of a particular conflict to other headings or other parts of our business.

While we follow Pramerica Financial's and Pramerica Investment Management's policies on business ethics, personal securities trading by investment personnel, and information barriers and have adopted a code of ethics, allocation policies, supervisory procedures and conflicts of interest policies, among other policies and procedures, all of which are designed to ensure that clients are not harmed by these potential or actual conflicts of interests, we cannot guarantee that such policies and procedures will detect

and ensure avoidance, disclosure or mitigation of each and every situation in which a conflict may arise.

Conflicts Arising from Our Affiliations and Portfolio Management Responsibilities

We are a unit of our Parent Business and PIML is an indirect, wholly-owned subsidiary of Pramerica Investment Management (which is itself an indirect, wholly-owned subsidiary of Pramerica Financial). As a result, we are part of a full-scale global financial services organization and affiliated with insurance companies, investment advisers and broker-dealers. Our portfolio managers are often responsible for managing multiple accounts, including accounts of affiliates, institutional accounts, insurance company separate accounts, non-discretionary portfolios and various pooled investment vehicles, such as commingled funds and other unregistered funds. These affiliations and portfolio management responsibilities may cause potential and actual conflicts of interest.

Legal, regulatory and contractual restrictions may limit how much, if any, of a particular investment we may purchase or sell on behalf of a client, and the timing of the purchase or sale. Such restrictions may arise as a result of our relationship with Pramerica Financial and its other affiliates. We may be prohibited from engaging in transactions with its affiliates even when such transactions could be beneficial for client accounts. Certain affiliated transactions are permitted in accordance with procedures adopted.

Certain affiliates develop and may publish research that is independent from the research that we develop and publish. We may hold different opinions on the investment merits of a given property, security, issuer or industry such that we may be purchasing or holding an investment for a client and an affiliated entity may be selling or recommending a sale of the same or a similar investment. Conversely, we may be selling an investment for a client and an affiliated entity may be purchasing or recommending a buy of the same or a similar investment. In addition, our affiliated broker-dealers or investment advisers may be executing transactions in the market in the same investments as we are, at the same time. It is our policy not to engage in principal transactions with affiliated broker-dealers for unaffiliated institutional accounts that we manage. We may cause securities transactions to be executed for a client's account concurrently with authorizations to purchase or sell the same securities for other accounts we manage, including proprietary accounts or accounts of affiliates. In these instances, the executions of purchases or sales, where possible, are allocated equitably among the various accounts.

We may buy or sell, or may direct or recommend that one client buy or sell, securities of the same kind or class that are purchased or sold for another client, at prices which may be different. In addition, we may, at any time, execute trades of securities of the same kind or class in one direction for an account and trade in the opposite direction or not trade for any other account due to differences in investment strategy or client direction.

Conflicts from Competing Interests

We manage investment entities, some of which may be affiliates, which compete with each other for access to our resources, including investment opportunities. There may be conflicts of interest in allocating investment opportunities among the current and future investment vehicles and accounts we or our affiliates manage. Other than specific contractual restrictions that may exist, or that may be required by investors, there are no restrictions on us or our affiliates from forming, sponsoring, owning and/or managing additional investment vehicles or accounts that have overlapping investment objectives or investment criteria. We are subject to our own allocation policies, which are subject to change in our discretion. We cannot provide assurance that we or our affiliates will not devote more time, attention or resources to some of these potentially competing clients than to others or present an opportunity to these clients that is not or cannot be presented to all. This could have a material adverse effect on a portfolio's ability to acquire assets, generate cash flow and income, and make distributions.

We may confront conflict concerns when allocating scarce investment opportunities, given the benefit of favoring accounts that pay a higher fee or generate more income for itself. To address this conflict of interest, we have adopted various allocation policies (described more fully in Item 5) as well as supervisory procedures that are intended to fairly allocate investment opportunities among competing client accounts.

Performance-based compensation may create a conflict of interest, as it can create an incentive for us or an investment professional to make or recommend investments that are riskier or more speculative than would be the case in the absence of such compensation structure. Certain of our investment professionals individually receive, as part of their compensation, carried interest payments and other performance based remuneration, which are based on the performance of the relevant portfolio. To address these potential conflicts, we have policies and procedures designed to ensure that each portfolio is managed in a manner that is consistent with our fiduciary obligations, as well as with the portfolio's investment objectives, investment strategies and restrictions.

While we operate as a fiduciary under our various investment management and advisory agreements, investors often have agreed to indemnify us and our affiliates against certain liabilities that are not attributable to its gross negligence or fraud. As a result, investors could experience poor performance or losses for which we would not be liable.

Conflicts of interest may arise regarding proxy voting. A committee of senior business representatives of our Parent Business together with relevant regulatory personnel oversees the proxy voting process and monitors potential conflicts of interest relating to proxy voting. See the response to Item 17 for more detailed information concerning our proxy voting policy.

Conflicts arising from Relationships with Large Clients

Conflicts of interest may arise due to relationships with especially large clients, including affiliates. Such clients may have needs for information, reporting, operational support, or access to other resources that may be disproportionate to the nature or amount of assets managed for them, and the overall services provided may be different or greater than may be more generally provided to all other clients. As an example, representatives of Pramerica Financial, PICA, Pramerica Investment Management's proprietary accounts and accounts of other affiliates (collectively, the "Affiliated Accounts") who are responsible for monitoring Pramerica Financial's enterprise investment risk may have access to certain information about our assets under management, including for third parties, that is not typically made available to non-affiliated clients (although this access does not include specific non-affiliated client identifying information or portfolio information for clients who have asked for confidentiality with respect to sharing of information with our affiliates.) We believe that we manage our relationships with such Affiliated Accounts in a manner that is consistent with the best interests of all our clients.

Conflicts Arising from Pramerica Investment Management or its Affiliates' Investment and Other Activities and Relationships

Conflicts of interest may also arise in connection with the investment or other activities of Pramerica Investment Management's and our other affiliates, or through the relationships of such parties with issuers of public securities. Affiliated Accounts may at times hold various levels of financial or other interests, including but not limited to portfolio holdings, in companies whose securities may be held or purchased or sold in client accounts. These financial interests may at any time be in potential or actual conflict with the interests of

client accounts or may be inconsistent with positions held or actions taken on behalf of client accounts. These interests can include debt or equity financing, strategic corporate relationships or investments and the offering of investment advice in various forms. Thus, we may invest client assets in the securities of companies with which we or an affiliate has a financial relationship, including investment in the securities of companies that are advisory clients. At times, we may be unable to invest client assets in the securities of certain issuers as a result of these investments or relationships.

A client account may have an investment in securities of an issuer, including an equity interest in a joint venture or another entity that is engaged in a business that competes with issuers whose securities are held in other client accounts, or that competes directly with our business or that of an affiliate. Examples could include investments in publicly-traded securities of insurance or financial services companies that are competitors of Pramerica Financial; or certain investments of one or more of our portfolios in entities that are engaged in commercial mortgage lending and related activities, a business in which Prudential Mortgage Capital Company, an affiliate, is actively engaged. While these types of conflicts cannot be eliminated, we have implemented policies and procedures designed to ensure that, notwithstanding these conflicts, investments of clients are originated and managed in their best interests.

In addition, portfolio managers may have a financial interest in the accounts they advise, either directly through a carried interest program. To address potential conflicts of interest, there are procedures, including supervisory review procedures, designed to ensure that all accounts are managed in a manner that is consistent with the clients' investment objectives, investment strategies and restrictions, as well as with our fiduciary obligations.

Conflicts arising from Side Agreements

We sometimes enter into side agreements with investors in the accounts and funds we manage. The side agreements may require supplementary reporting requirements, and often also include provisions relating to advisory committee membership, co-investment opportunities and special investment restrictions. We do not enter into side agreements with investors that, in our judgment, would materially adversely affect the interests of other investors in the same account or fund.

Conflicts arising from the Use of PIM Warehouse

PIM Warehouse, Inc. (the “PIM Warehouse”) is a separately capitalized affiliate of Pramerica that acquires private debt, private equity, real estate investments, asset-backed securities and public bonds to be “warehoused” temporarily until subsequently placed in certain portfolios managed by us or syndicated to unaffiliated investors. When investors subscribe to portfolios, these “warehoused” assets are generally transferred to the portfolios at a price equal to PIM Warehouse’s cost plus a “cost of carry”. While historically these transfers have been beneficial to the investors, it is possible that the value of a “warehoused asset” that was designated for a particular portfolio could decline in value prior to the time it is transferred to the portfolio.

While the primary goal of the PIM Warehouse has historically been to provide short-term seed capital to portfolios that we manage, the PIM Warehouse also provides operating capital to certain portfolios once they have closed and are in their investment period. This operating capital is generally provided through market-rate credit facilities that are secured by undrawn capital commitments from investors (“subscription lines”) and bridge loans that are secured by assets of the portfolios. For both subscription lines and bridge loans, a formal policy and procedure is followed which, among other things, requires (i) justification of the loan’s economic terms through comparison to the marketplace, (ii) approval from internal credit and investment committees, (iii) full disclosure to investors, and (iv) if required by the contractual arrangements, investor or investor advisory council approval. In the case of a default on a bridge loan, the PIM Warehouse will appoint an unaffiliated, third-party servicer to conduct workout or other remedial activities, as applicable.

Conflicts related to Co-Investment by Affiliates

Our affiliates may provide initial funding or otherwise invest in portfolios we manage. When an affiliate provides capital, it may do so with the intention of redeeming all or part of its interest at a future point in time or when it deems that sufficient additional capital has been invested in the relevant portfolio.

- The timing of redemption by an affiliate could benefit the affiliate. For example, the portfolio may be more liquid at the time of the affiliate’s redemption than it is at times when other investors may wish to withdraw all or part of their interests.

- In addition, a consequence of any withdrawal of a significant amount, including by an affiliate, is that remaining investors remaining will bear a proportionately higher share of expenses following the redemption.
- A conflict arises if the interests of the affiliated investor in a portfolio we manage diverge from those of the portfolio or other investors.

Conflicts arising from Valuation of Assets

Our client accounts may at times hold illiquid or difficult to value investments. We may face a conflict of interest when making a recommendation to clients regarding the value of such investments because its investment management fees are at times based on the value of assets under management. We believe that our valuation policies and procedures enable us to value client assets fairly and in a manner that is consistent with the best interests of clients.

Item 12 – Brokerage Practices

In completing securities transactions, our policy is to seek to achieve the best price and execution for clients' securities transactions.

The GRES team selects brokers based on their ability to obtain best execution. This is determined based on a combination of commissions, market impact, trade execution and settlement, as well as research capabilities and security trading supply and demand data points. The GRES team views all trades on a net proceeds basis, and monitors broker trade execution by reviewing a securities quote recap on Bloomberg and by comparing the broker's execution versus the volume weighted average price and the closing price. Most trades are done on well established stock exchanges on an agent basis.

The procedures require a broker to be approved for trading with GRES based on the type of transaction, corresponding risk characteristics and transaction collateral, where applicable. The procedures also set out the nominal exposure limits a particular broker can have to the funds managed, again based on the type of transaction. Class types and corresponding financial limits are directly related to the risk level of the transaction. Brokers who are not approved are blocked from trading.

The global GRES team conducts reviews of broker performance during quarterly Best Execution Committee Meetings. Committee members include Parent Business professionals from multiple areas, including Risk Management, Compliance, Legal, and Portfolio Management. The GRES team also employs guidelines regarding trading with counterparties.

We do not have soft dollar relationships with any of our brokers.

We have a trade errors and corrections policy related to investments in real estate securities that is designed to ensure that corrections of trading and operational errors are processed in a manner that is fair and reasonable. To avoid potential errors, the policy provides that trades may, where appropriate, be cancelled or modified prior to settlement, provided that it can be documented that the trading counterparty will not suffer any loss, and provided, for daily valued accounts, that such cancellation or modification will not change any net asset value of the account that is struck between the commission of the error and the date of cancellation. In addition, the policy provides that a trading error in one client's account involving a violation of law or of the account's investment guidelines may be corrected through a reallocation or other transfer of securities to another account, provided that such reallocation or other transfer represents a legitimate investment decision on behalf of each account involved, and provided that such reallocation or other transfer is effected without loss to the transferee account.

Item 13 – Review of Accounts

Our business is integrated in the global governance of our Parent Business through our senior management being represented on our Parent Business' Global Management Committee and its Global Risk Management Committee. We also have a European Investment Committee which exercises oversight in relation to real estate equity investments in Europe and a Debt Investment Committee which performs an equivalent role in relation to European real estate debt investments. Both committees comprise members of senior management across relevant business functions including portfolio management, transactions and research.

Our European Investment Committee performs supervisory procedures in relation to our investment management and advisory activities by annually undertaking a review of all client accounts. It includes our CEO, our Head of Transactions, our risk and investment

officer, senior portfolio managers, our Head of Asset Management and our Head of Research.

In addition to routine quarterly and year end reporting, for certain commingled funds and other accounts, there are also periodic review meetings between representatives of the relevant clients/investors and our portfolio managers and investment officers. In addition, officers of clients/investors have regular contact with our marketing, client services and investment officers with respect to our day-to-day activities. We make periodic reports with respect to accounts of PICA and other affiliates.

Proposed acquisitions and dispositions of real estate equity investments on behalf of all our managed or advised accounts are reviewed by our European Investment Committee or a subcommittee thereof. Similarly, proposed acquisitions and dispositions of real estate debt investments on behalf of accounts that are managed or advised by us are considered by our Debt Investment Committee or a subcommittee thereof. For non-discretionary accounts, prior approval is then also sought from the client. As part of the approval process, the suitability of the acquisition or appropriateness of the sale for the particular account is confirmed, with focus on the investment guidelines, restrictions and other requirements of the particular account.

For GRES accounts, our Parent Business' GRES Investment Committee has responsibility for establishing geographic global portfolio allocations, approving risk characteristics and parameters for portfolios, and reviewing geographic portfolio allocations and the risk characteristics and parameters on a quarterly basis. Authority is then delegated to the GRES team to manage the accounts on a day-to-day basis in accordance with the applicable investment guidelines, restrictions and other requirements.

We adopt our Parent Business' "client comes first" culture that permeates every aspect of its business. We subscribe to delivery of a high level of transparency and disclosure in investor reports and communications with clients and manage client assets in accordance with the highest standards of fiduciary care. We believe that our clients' trust and confidence is the most critical asset of our business.

Our client service team is experienced and provides timely, in-depth communications and reports that meet and exceed clients' standards. We are pro-active in educating customers and clients on both real estate as an asset class and on our products.

The frequency of meetings is at the client's discretion, although clients are encouraged to schedule face-to-face meetings at least once each year. Meetings are tailored to the client's needs and typically include a review of the economic outlook, a review of portfolio performance and an overview of future investment objectives. Generally, client meetings are attended by a member of our Portfolio Management Team and a dedicated Marketing & Client Service Representative.

Item 14 – Client Referrals and Other Compensation

While we are not currently involved in any solicitation arrangements with unaffiliated third parties, we may from time to time compensate a third party for client referrals. We will pay cross-selling commissions to marketing representatives of affiliates with respect to certain strategies and products pursuant to a cross-selling policy applicable to a number of Pramerica Investment Management units. Similarly, we may engage in marketing of affiliates' strategies and products and we and/or our marketing representatives may receive cross-selling commissions pursuant to the same policy in respect of such activities.

Item 15 – Custody

We do not take physical custody of the assets of our clients. Where relevant, client assets are held in custodial accounts with banks, broker-dealers or other qualified custodians, retained by the clients under arrangements negotiated by them. Private funds and other investment vehicles managed by us are subject to an annual independent audit and the audited financial statements are distributed to investors within 120 days of the end of the financial year.

Item 16 – Investment Discretion

We often receive discretionary authority from our clients at the outset of an advisory relationship as per documented client agreements, which permits us to select the identity and amount of the 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 the particular client, fund or account.

When selecting investments and determining appropriate investment amounts, we observe the investment policies, guidelines, limitations and restrictions established by the funds, accounts and clients we advise.

A client's investment guidelines and restrictions must be provided to us in writing.

Item 17 – Voting Client Securities

In General

We accept the authority to vote securities held in clients' accounts when our clients delegate this authority. The investment management agreements with clients will generally specify whether or not we have the authority to vote proxies on clients' behalf.

Proxy Voting Policy and Procedures

Our policy is to vote proxies in the best economic interests of clients, both in the long term and in the short term. In the case of pooled accounts, our policy is to vote proxies in the best long-term economic interest of the pooled account.

Our proxy voting policy contains general guidelines for voting on a wide variety of issues that shareholders are commonly asked to address. These guidelines reflect the judgment of how we can best further the economic interests of clients through the shareholder voting process.

From time to time, ballot issues arise that are not specifically addressed by our policy, or circumstances may suggest a vote not in accordance with established guidelines. In these cases, voting decisions are made on a case-by-case basis taking into consideration the potential economic impact of the proposal.

We do not receive all ballots in advance of voting deadlines, but when ballots are received in a timely fashion, we strive to meet our voting obligations within industry standards. We cannot, however, guarantee that every proxy will be voted prior to its deadline. There may also be other situations where it is not able to vote a proxy, or choose not to. For example, we take into account additional restrictions that might impair our ability to trade those

securities or have other potentially adverse economic consequences. We generally vote on a best efforts basis if it is determined that voting is in the best economic interest of clients.

Our Parent Business' GRES Investment Committee also serves as the proxy voting committee. This committee is responsible for interpreting proxy voting policy as well as monitoring conflicts of interest, and periodically assesses the policy's effectiveness. The committee also seeks to address any issues that may come up in the proxy voting process.

For private real estate portfolios, each proxy received is reviewed by the applicable portfolio manager and generally voted in accordance with the policy.

For public real estate portfolios, currently a third party proxy voting facilitator is used and, upon receipt of proxies, will direct the voting facilitator to vote in a manner consistent with our established proxy voting guidelines described above (assuming timely receipt of proxy materials from issuers and custodians).

We provide disclosure of our proxy voting policy to clients who provide vote proxies authority, generally at the time of agreeing the relevant investment management agreement. Any client may obtain a copy of these items, as well as the proxy voting records for that client's securities, by contacting the client service representative responsible for the client's account.

Note with Respect to the Voting of Certain Securities

Some clients may participate in securities lending programs in their accounts. We do not control or participate in any way in these programs and does not know when or which securities in clients' accounts have been loaned. We cannot vote securities that are out of clients' portfolios on loan or are otherwise excluded from voting privileges.

Client Direction of Voting

Although most of the clients for whom proxies are voted authorize to vote in accordance with our proxy voting policy, a client may request us to vote its proxies in accordance with a different policy. We will try to accommodate such requests. In addition, a client may direct us to vote its securities in a particular way on a particular proposal and we will seek to do so, assuming timely receipt of the instruction. However, if the ballot pertains to the client's own meeting, the ballot will be voted in accordance with the relevant third party proxy vendor's policy. (See "Conflicts of Interest in the Voting Process" immediately below.)

Conflicts of Interest in the Voting Process

Occasionally, a conflict of interest may arise in connection with proxy voting. For example, the issuer of the securities being voted may also be a client. When an actual or potential conflict of interest is identified between us and our clients that we are unable to resolve, the matter is referred to the GRES proxy voting committee for resolution, which may include abstaining from a particular vote or voting in accordance with the policy of proxy voting facilitator rather than our own policy.

Accounts for Which We Do Not Vote Securities

Some clients elect to retain voting authority for themselves. Those clients receive proxies and other solicitation materials from their custodians, and if we receive these materials for the account of such a client, we will endeavour to forward them to the client's custodian. If a client has a question about a particular solicitation, the client may contact its client service representative and we will try to address the client's question. We will not, however, disclose how we intend to vote on an issue for other clients' accounts.

Class Actions and Corporate Actions

In addition to voting rights with respect to securities held in clients' portfolios, there may be other rights associated with those securities, including the right or opportunity to participate in class actions and corporate actions.

We have agreed with some clients to file proofs of claim for class action lawsuits relating to securities held, or formerly held, in their portfolios while managed by us. Other clients may have their custodians handle proofs of claim or may handle such matters themselves.

Where we have agreed to handle proof of claim filings for a client, we will generally seek and use best efforts to file such notices in all class action lawsuits in which the client is eligible to participate. In so doing, we will not inquire into the particular circumstances of any client. As a result, we will not seek to determine on an individual basis whether facts and circumstances relevant to that client would suggest that non-participation in the class action is appropriate or more advantageous to that client. For example, a client on whose behalf a proof of claim is filed may, as a result of having joined the class, waive or relinquish other claims that it may have against the target of the class action. The client may also have an interest or position with respect to the nature of the class action claim that is adverse to that of the class of plaintiffs. We would generally not be aware of those circumstances.

Had the client elected to handle class action lawsuits for itself, it might have determined not to file the proof of claim in such a class action. We do not provide any legal advice or services in connection with class actions.

With respect to corporate actions (such as an issuer's merger, tender offer, dividend distribution, etc.), we participate on behalf of clients who authorize us to do so, taking such action as we deem to be in the best interest of the clients' accounts.

Item 18 – Financial Information

We have no financial commitment that impairs our ability to meet our contractual and fiduciary commitments to our clients.