

Form ADV Part 2A

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This brochure provides information about the qualifications and business practices of Equity Resource Investments, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 876-4800 and/or [info@equityresources.com](mailto:info@equityresources.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. Registration with the Securities and Exchange Commission as an Investment Adviser does not imply a certain level of skill or training.

Additional information about Equity Resource Investments, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Material Changes**

This section currently is not applicable. This Brochure, dated February 16, 2012, is an initial Form ADV, Part 2.

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Item 4           ADVISORY BUSINESS

Founded in 2002, Equity Resource Investments, LLC (the "Company") is a Massachusetts limited liability company. The Company and its affiliates provide investment adviser services to, and act as general partners and managers of, certain private funds (the "Funds") formed at the direction of the Company. Affiliates of the Company also act as general partners and managers of funds and other entities. The principal owners and managers of the Company are Eggert Dagbjartsson and Victor J. Paci.

The Company, either directly or through its wholly-owned subsidiary, ERF Manager LLC, advises the Funds on investments in real estate. The Company and ERF Manager LLC are collectively referred to herein as "ERI". ERI focuses on direct and indirect investment in real estate, with a particular focus on the identification, evaluation, and execution of opportunistic real estate transactions involving privately-held interests and "special situation" investments that can be purchased at a discount to underlying asset value. Many investments are illiquid, private securities. ERI employs a team of professionals to locate and analyze potential investments, including exit strategies, suited to the investment objectives of the Funds.

ERI currently advises the following Funds, several of which have common ownership:

Equity Resource Fund 2011 Holdings LLC  
Equity Resource Fund 2011 Limited Partnership  
Equity Resource Fund 2009 Limited Partnership  
Equity Resource Fund XXIV (AI) Limited Partnership  
Equity Resource Fund XXIV (QP) Limited Partnership  
F24 Annex Fund Limited Partnership  
F24 Supplemental Fund Limited Partnership  
Equity Resource Fund XXIII (AI) Limited Partnership  
Equity Resource Fund XXIII (QP) Limited Partnership  
DVR Annex, LLC  
Equity Resource Fund XXII (AI) Limited Partnership  
Equity Resource Fund XXII (QP) Limited Partnership  
Equity Resource Mercury Fund Limited Partnership  
ERMF Offshore Limited Partnership  
ERMF Blocker Limited Partnership  
Equity Resource Plymouth Fund LLC  
Equity Resource Arlington Fund Limited Partnership  
Equity Resource Harbor Fund Limited Partnership  
Equity Resource Lexington Fund Limited Partnership  
Equity Resource Milton Fund LLC  
Equity Resource Newton Fund Limited Partnership  
Equity Resource Weston Fund Limited Partnership

As of December 31, 2011, ERI managed an estimated \$220,658,917 of assets on a discretionary basis.

Item 5 FEES AND COMPENSATION

Some of the Funds pay fees and other compensation to ERI.

The following Funds do not pay fees or other compensation to ERI, but some pay expenses in connection with the services listed in paragraphs E, F, G and H below:

DVR Annex LLC  
Equity Resource Mercury Fund Limited Partnership  
ERMF Offshore Limited Partnership  
Equity Resource Plymouth Fund LLC  
F24 Supplemental Fund Limited Partnership  
ERMF Blocker Limited Partnership

Fees and other compensation paid to ERI are set forth in each Fund's offering materials.

A. MANAGEMENT FEES

Many of the Funds pay annual management fees (the "Management Fees") to ERI equal to the greater of (i) 2% per annum on the aggregate amount of invested capital (reduced when an investment is liquidated or otherwise disposed of by the Fund), and (ii) .5% per annum on the total amount of invested capital (without reduction as described in clause (i) above) during the term of the Fund. The Management Fee is calculated by ERI and payable quarterly in arrears on the first day of each fiscal quarter based upon the greater of the applicable amounts set forth in clauses (i) and (ii) above as of the end of the then preceding fiscal quarter, and is not refundable.

B. ACQUISITION FEES

In certain circumstances when a Fund makes an investment of less than \$500,000 in a single transaction, the Fund may pay an acquisition fee of up to 8% of the amount of capital invested in such asset.

C. INVESTMENT INTEREST IN LIEU OF A FEE

Funds sometimes acquire the general partnership interest in, and/or management of, portfolio investments. In such cases, ERI or one of its affiliates may receive a fee for providing administrative services. In some instances, in lieu of the fee for administrative services, ERI may receive a percentage interest in the portfolio company.

D. ADDITIONAL FEES

When ERI or one of its affiliates is in a control position, e.g. the general partner of a limited partnership, ERI or the affiliate may be retained to provide additional services that result in the receipt of additional fees, including commitment fees, closing fees, monitoring fees, transaction fees, investment banking fees and net break-up fees.

#### E. CUSTODIAN FEES

Most Funds pay a fee for custodial services.

#### F. ACCOUNTING FEES

One Fund will pay fees for the preparation of audited financial statements. All Funds pay general accounting fees.

#### G. LEGAL FEES

Funds pay legal fees to outside law firms in connection with the acquisition of certain investments and for any for legal services required during the life of the Fund.

#### H. OTHER

Each Fund pays its allocable share of administrative fees.

### Item 6            PERFORMANCE-BASED FEES AND                       SIDE-BY-SIDE MANAGEMENT

Affiliates of ERI serve as the general partners or managing members of the Funds and generally are entitled to a residual interest in the Funds' profits after return of investor capital plus a specified return hurdle. The amounts are set forth in each Fund's governing documents.

Some of the affiliates of ERI that serve as the general partners and managing members of Funds are not entitled to a residual interest in the Fund's profits (and are not otherwise entitled to receive a performance-based fee). The potential conflict that may arise with respect to allocation of investment opportunities between a Fund that pays a performance based fee and one that does not typically does not arise because, generally, at any particular time, only one Fund is open to making additional purchases. In the event that a conflict were to arise between two Funds both open to making additional purchases, one Fund that pays a performance based fee and one Fund that does not, ERI or its affiliates generally would consider means of resolving the conflict, potentially including consents from investors in the relevant Funds to a proposed course of action.

### Item 7            TYPES OF CLIENTS

The Funds are generally pooled investment vehicles, which have minimum investments ranging from no minimum to \$250,000, as set forth in each Fund's offering materials.

Item 8            METHODS OF ANALYSIS, INVESTMENT STRATEGIES  
AND RISK OF LOSS

The Funds invest exclusively, either directly or indirectly, in commercial and multifamily real estate. ERI targets off-market transactions in which pricing advantage can be achieved due to transaction complexity, fractional ownership situations, seller distress, lack of control, and acceptance of illiquidity. In addition, ERI often targets transactions of a size that are unlikely to generate significant competitive interest. Investments are made through the secondary acquisition of existing ownership interests and new transactions originated with third-party investment operators. ERI generally pursues, but does not exclusively pursue, transactions having intermediate to long-term investment time horizons.

ERI investments generally fall into the following transaction types:

- Investments in the equity of previously syndicated public and/or private limited partnerships or other entities that directly or indirectly own and/or lease real estate, including both controlling and non-controlling ownership positions.
- Direct investments in real estate, including fractional interests therein, such as tenant-in-common interests, joint venture interests or other equity participations.
- Investments in both secured and unsecured debt issued by entities directly or indirectly owning and/or leasing real estate.
- Investments in private or public (but non publicly-traded) real estate investment trusts and other similar entities.

ERI's value-based approach informs its methods of analysis. In general, each prospective investment is evaluated using "bottom-up" economic and financial analysis. Emphasis is placed on income-based valuation models (principally utilizing discounted cash flow and direct income capitalization methods) corroborated by actual transaction data and other inputs, including feedback from consultants and local market professionals. Third-party research published by recognized experts is often obtained and the prior performance and backgrounds of management are assessed.

Each investment is underwritten to meet or exceed return objectives measured on an absolute internal rate of return and equity multiple basis. Risks associated with illiquidity, financial leverage, local market conditions, reliance on third-party management, lack of control, legal/regulatory compliance, and transaction execution are analyzed and considered in the selection, structuring, and pricing of each new investment.

The investments made by the Funds involve certain risks, including the loss of the entire investment. Other risk factors include:

*Risk of Limited Investigation.* ERI may be unable to ascertain by way of any reasonable investigation any adverse facts pertaining to the Investments, or the general partners or other managers of the entities in which the Investments are made (herein, the "Local General Partners"). To the extent possible, ERI will attempt to ascertain all pertinent information with respect to any Investments which the Funds intends to make.

Such investigation may include a review of the governing agreement of the Investment Entities, and any offering materials prepared on behalf of such Investment Entities, conversations with the Local General Partners and when deemed necessary, visits to or inspections of specific Investment assets. The degree of investigation of a particular Investment will depend to some extent on factors of time and economy. In each case, ERI must make a judgment as to whether a site visit is appropriate. It must be noted that in the event that ERI determines that such a site visit would be appropriate with respect to a particular Investment, due to the cost of such investigation, time limitations and limitations on the ability of ERI to investigate any Investment Entities relevant thereto and related persons, ERI may fail to discover all material facts concerning such Investment. ERI may often, out of necessity, need to rely heavily upon the quality and integrity of information, valuations and other data provided by the Local General Partners. Certain facts may come to light after such an Investment has been made, with resulting adverse effects on such Investment and the Fund.

*Risk of Unfavorable Prices.* Investments of the type which may be made by the Funds are sold relatively infrequently and there is no established market mechanism for determining the value of such interests. Therefore, the Funds must rely on the judgment of ERI, and there is a risk that, even after investigation, such judgment might prove to be incorrect. Moreover, many partnership or other governing agreements of the Investment Entities will contain provisions granting the partners or other equity owners of such Investment Entities certain rights to purchase the equity interests thereof prior to resale. Thus, there is a risk that the Funds will not be able to obtain or dispose of Investments at prices favorable to the Funds.

*Risks of Real Estate Ownership.* Each Fund, as an investor in Investment Entities, will be subject to the risks incident to the management and ownership of improved real estate. Neither the Investments nor the properties or assets underlying Investments will be readily marketable. The Investments will be subject to adverse general economic conditions, and, accordingly, the status of the applicable national and local economies, including factors such as substantial unemployment and/or inflation could increase vacancy levels, rental payment defaults, and operating expenses, which, in turn, could substantially increase the risk of operating losses for the properties comprising the Investments. The equity of the Investment Entities will be subject to loss through foreclosure, which might occur for any number of reasons. Operating expenses may increase without a corresponding increase in rent, or rental income may decline due to vacancies.

These problems may result from a number of causes, many of which cannot be controlled by either ERI or the Local General Partners, e.g., limited cash flow and other factors, including adverse changes in the financial condition of Local General Partners, improper management, changes in the general economic conditions, and adverse local conditions, such as competitive over-building, a decrease in employment, or vandalism (with attendant extra repair, replacement and security costs). The financial failure of a major tenant resulting in the termination of the tenant's lease or nonpayment of rent would likely cause at least a temporary reduction in cash flow from a particular property underlying an Investment and might result in a significant decrease in its market value. In the event of such a termination, there can be no assurance that the Investment Entity would be able to find a new tenant at the same rental or sell the property without incurring a loss. In addition, the rental income of the Investment Entities may be dependent upon the success of the tenants in that it may be based on a percentage of gross receipts of such tenants. Further, the amount of the mortgage on each property

owned by such Investment Entities is expected to be high in relation to the equity of such Investment Entities, with consequently higher debt service than if less leverage were utilized. Increases in real estate taxes, utilities, maintenance and other costs will adversely affect property viability. If adequate rent increases cannot be obtained to offset increased costs, cash returns, if any, to the Investment Entities may be precluded, or if rental receipts, net of other operating expenses, are insufficient to service a property's debt, the loss through foreclosure of the equity in the properties underlying an Investment may result.

The risks described above have become significantly more acute in recent years, during which the United States has seen one of the most severe financial crises, many would argue, since the Great Depression. This financial crisis has triggered worldwide asset deflation. The reverberations from this crisis have been felt particularly strongly in real estate markets. The current recession in the United States has had, and may continue to have, an adverse impact on both United States and worldwide growth rates.

*Risks of Roll-Up.* Investments of the type to be made by the Funds are subject to the risk that the Investment Entities may be combined with a number of other limited partnerships or other entities in what is known as a "roll-up" transaction. When such an Investment Entity is rolled up, it will be merged with other limited partnerships or other entities, typically having the same or affiliated general partner, into a single limited partnership or other entity owning all of the assets previously owned by the applicable Investment Entity and the other limited partnerships or other entities. Unless the Fund is a limited partner in each of the combined partnerships or other entities, the result will be a dilution of the Fund's interest in each Investment Entity involved in the transaction and the acquisition by the Fund of a limited partner or other interest in a partnership or other entity owning properties not previously owned by the Investment Entities involved in the transaction.

There can be no assurance that all of the properties in the combined limited partnership or other entity would meet the Fund's criteria for investment. Any such transaction may additionally involve the payment of substantial fees to the Local General Partners and their affiliates and the alteration of significant terms of the partnership or other governing agreements of the Investment Entities involved, including, without limitation, the lengthening of the terms of such entities. While a roll-up transaction typically requires the approval of the limited partners of each of the limited partnerships or other entities involved, there can be no assurance that such approval will not be obtained even if ERI determines that the Fund should vote its interests in the particular Investment Entities against any such proposed transaction (or conversely, that such approval would be obtained, if the Fund determines that it should vote its interests in favor of any such transaction).

*Risks of Governmental Actions and Regulations.* Each Fund, as a partner or other equity owner in the Investment Entities in which it will invest, will be subject to the risks imposed by governmental actions and regulations. The values of real properties can be substantially diminished by adverse changes in zoning laws, increases in real estate taxes, rent-control ordinances, environmental laws and regulations, application of the governmental right of eminent domain, and restrictions on the convertibility of apartments into condominium and cooperative units. Investments by the Funds in Investment Entities owning properties having governmental-insured mortgages or receiving various forms of national or local assistance may be subject to certain conditions and risks that differ from conventionally financed residential housing. These conditions and risks include, but are not limited to, (a) general surveillance by the



Department of Housing and Urban Development (“HUD”) or other agencies, which includes the application of rental and other guidelines affecting tenant eligibility and rent levels, (b) requirements for justifying rental increases and operational changes to applicable agencies, with possible attendant delays in their implementation, (c) certain restrictions placed on annual rent increases, and (d) the uncertain effects of changes in the complex rules and regulations governing such assistance programs or changes in the manner in which those regulations are interpreted.

*Possible Limited Diversification or Over-Concentration of Investments.* For any new Fund, to the extent that fewer than all of the Units offered for sale are sold, and especially if only the minimum number of Units are sold, the Fund will make fewer Investments, increasing the overall level of risk in the Fund’s portfolio of Investments. Although such Fund will attempt to make numerous Investments, opportunities may arise to invest in one or more Investment Entities owning larger properties, and to the extent that the Fund’s amount available for investment is so allocated, the real estate and other risks associated with this investment would be affected.

*Need for Management Experience; Lack of the Funds’ Control.* Except as described below under “Risks of Purchasing General Partnership Interests or Incurring General Liability,” the success of the Funds will depend to a large extent on the quality of the management of the Investment Entities. The Local General Partners will have the authority to make management decisions relating to Investments and the operation of their investment assets, and by the management organizations they may employ. The identity and management experience of the Investment Entities and the Local General Partners are not currently known or ascertainable. Except as described below under “Risks of Purchasing General Partnership Interests or Incurring General Liability,” a Fund will generally be a limited partner or other passive equity owner in the Investment Entities, and as such, its control over the management of the Investment Entities will be extremely limited.

*Risks of Purchasing General Partnership Interests or Incurring General Liability.* In Investment Entities that are general partnerships or joint ventures, a Fund may invest through a limited partnership in which it is a limited partner or in such other manner designed to avoid subjecting the Fund to unlimited general liability such that it will again have no control over the management of the venture. Moreover, a Fund may also acquire from time to time general partnership interests in Investment Entities and, as such, the Fund will acquire control, in whole or in part, over such Investment Entities. In any such event, the Fund may invest through separate special purpose entities or in such other manner designed to avoid subjecting the Fund to unlimited general liability. Notwithstanding the foregoing, there can be no assurance that a Fund will so invest in any of the foregoing manners or that it will be able to successfully avoid subjecting itself to any such general liability.

*Leverage; Cash from Property Operations.* It is anticipated that most of the Investment Entities will have leveraged their partners’ or other equity owners’ investment therein by incurring nonrecourse debt. As a result of the use of leverage, a relatively slight decrease in the rental revenues of the Investment Entities may materially and adversely affect such Investment Entities’ cash flow and, in turn, a Fund’s cash flow. To the extent that a Fund’s cash flow is not sufficient to meet the payment of the ongoing Management Fee, Third Party Expenses and Other Expenses, the general partner or manager of such Fund would use initial operating reserves and working capital in a manner consistent with the other needs of the Fund and may, if necessary, pay such fees and expenses out of Fund capital. Should any Investment Entity’s revenues be

insufficient to service its debt and pay taxes and other operating costs, such Investment Entity will be required to use its working capital, seek additional funds, or suffer a foreclosure of its property. There can be no assurance that any necessary additional funds will be available to the Investment Entities, or, if available, will be on terms favorable to the Investment Entities or a Fund. In addition, recent events in worldwide financial markets have led to significantly reduced availability of credit for real estate. As a result, transaction volume has substantially declined and there can be no assurance as to whether, or when, credit markets will recover sufficiently to allow for any increase in the number of capital transactions.

*Liability of the Funds.* When investing as a limited partner or other equity owner of Investment Entities, a Fund will not have the right to participate directly in the management of such Investment Entities or their operations. In such cases, the Funds intend to obtain certain rights with respect to voting on or approving of certain matters, including the sale of the underlying assets of the Investment Entities, although this cannot be guaranteed. By the existence or exercise of such rights, it could be asserted that a Fund was taking part in the control of the operations of the Investment Entities and should thereby incur liability for all debts and obligations of such Investment Entities, as discussed in the immediately preceding section. If this were found to be the case, a Fund's assets, including, but not limited to, its interests in any Investment Entities, could be reached by creditors of another Investment Entity. The Funds intend to seek opinions of counsel for the Investment Entities that the existence and exercise of such rights will not subject the Funds to liability as a general partner, but can give no assurance that they will receive such an opinion in any given case.

Moreover, as discussed above, a Fund may also acquire from time to time general partnership interests or other controlling positions in Investment Entities and, as such, it will acquire control, in whole or in part, over the management of such Investment Entities. As further discussed above, the Funds will attempt to structure such investments in a manner designed to avoid subjecting the Fund to unlimited general liability, but there can be no assurance that the Fund will be successful in avoiding such general liability.

*Risks of Conflict of Interest.* The Fund's general partners or managers will receive economic benefits, and ERI will receive compensation, in connection with the offering of a Fund's securities and the operations of the Funds. The determinations of the amount of such economic benefits and compensation and other costs related to the offerings, and of the pricing of the interests, were not the result of arm's-length negotiations.

*Possibility of Uninsured Losses.* Although it is anticipated that the Investment Entities will have arranged for comprehensive insurance on their assets, such insurance may provide for deductible amounts that must be paid by such partnerships in the event of losses. In addition, there are certain types of losses (such as those caused by floods or earthquakes) that may be either uninsurable or not economically insurable.

## Item 9            Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of ERI or its management persons.

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

Except as set forth below, neither ERI nor any of its management persons are registered, has an application pending to register as, or is an associated person of, any of the following:

- A broker-dealer or a registered representative of a broker-dealer.
- A futures commission merchant.
- A commodity pool operator.
- A commodity trading advisor

ERI shares office space with Equity Resources Group, Incorporated ("ERG"). The owners of ERG collectively own less than 20% of the Company. ERI provides clerical and administrative services to ERG.

ERG owns Barton Hall Securities, Inc., a registered broker-dealer. Barton Hall Securities provides Medallion Guarantee services to ERI.

#### Item 11 Code of Ethics, Participation of Interest in Client Transaction and Personal Trading

Effective as of March 30, 2012, ERI is adopting a Code of Ethics as part of its compliance policy that addresses, among other things, personal securities trade reporting, standards of conduct, and limitation and restrictions on gifts and entertainment. All ERI Supervised Persons must adhere to the compliance policy and employee policies and procedures in place at ERI. A copy of our Code of Ethics is available to any client or prospective client upon request.

The Code of Ethics acknowledges that ERI and its Supervised Persons have a fiduciary duty to ERI's clients. That fiduciary duty requires ERI to enforce certain standards of conduct that are applicable to all of its Supervised Persons in order to protect the confidentiality of material non-public information held by ERI and to govern certain Supervised Persons' ("Access Persons") securities trading activities.

Access Persons are required to conduct all personal securities transactions in full compliance with the Code of Ethics, and should not take any action in connection with personal securities transactions that could cause even the appearance of unfairness or impropriety, relative to ERI's clients. The Code of Ethics requires Access Persons, among other things, to: (i) have all personal securities transactions involving reportable securities pre-approved (other than those excepted in the Code of Ethics); (ii) report all their personal securities transactions involving reportable securities to the Chief Compliance Officer periodically; and (iii) certify their compliance with the Code of Ethics on at least an annual basis.

#### Item 12 Brokerage Practices

ERI does not engage broker-dealers for transactions on behalf of the Funds.

ERI does not suggest or recommend broker dealers to the Funds.

ERI does not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer.

#### Item 13            Review of Accounts

Most Funds have an investment period during which the Fund may invest its capital. During the investment period, ERI looks for investments that will diversify the types of real estate a Fund holds, the geographic locations of its investments, the structure through which it holds the investments and the expected holding period before a capital event will occur. Meetings of the investment team are held as needed, but generally on a weekly basis, until a Fund is fully invested. Investments are generally illiquid and can not be sold or transferred. However, after the investment period, ERI will continue to review the investments with a view to profitable exit strategies.

The managing persons of ERI are also the managing persons of the general partners or managers of the Funds. Therefore, no written reports are required between ERI and the Funds. General partners and managers of the Funds make semi-annual reports to the Funds' investors.

#### Item 14            Client Referrals and Other Compensation

ERI does not receive any economic benefits from non-clients for providing investment advice or other advisory services.

Neither ERI nor any related person directly or indirectly compensates any person for client referrals.

ERI has engaged placement agents on behalf of certain Funds to assist with sale of Fund interests. Generally, a placement agent will receive as compensation a percentage of the capital committed by the investor(s) introduced by the placement agent. Payments are made by ERI, not the Funds, and are paid upon receipt by the Funds of the capital call from the investor(s) introduced by the placement agent.

#### Item 15            Custody

With the exception of clients that are subject to an annual audit, ERI has engaged First Republic Bank to maintain custody of client funds and securities. For clients that are subject to an annual audit, ERI has engaged First Republic Bank to maintain custody of client funds. Equity Resource Fund 2011 Holdings LLC is the only Fund subject to an annual audit, which will be completed within 120 days of the fiscal year end of the Fund.

#### Item 16            Investment Discretion

ERI makes recommendations but does not have authority to purchase or sell securities without the approval of the general partner or managing member of each Fund.

However, the general partners and managing members of the Funds, each of which has authority to purchase and sell securities for a Fund, are affiliates of ERI and are under common control with ERI.

#### Item 17          Voting Client Securities

ERI makes recommendations but does not have authority to exercise voting rights held by Funds. However, affiliates of ERI as general partners or managing members of the Funds, which are registering with the Securities & Exchange Commission as "relying advisers," have authority to exercise voting rights held by the Funds. Those entities are adopting a policy effective March 30, 2012 that calls for those votes to be exercised in the best interest of the Fund that holds the voting rights and provides for consideration of potential conflicts between the interest of a Fund and ERI or its affiliates. Clients may contact the Chief Compliance Officer during regular business hours, via email at [info@equityresources.com](mailto:info@equityresources.com) or telephone at 617-876-4800, to obtain information on how ERI voted such client's proxies.

#### 18          Financial Information

ERI has not been the subject of a bankruptcy petition at any time during the past ten years.