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Form ADV Part 2 — March 27, 2013

### Item 1 – Cover Page

**This brochure provides information about the qualifications and business practices of PCCP, LLC (“PCCP”). If you have any questions about the contents of this brochure, please contact us at (310) 414-7870 or by email at [investorrelations@pccpllc.com](mailto:investorrelations@pccpllc.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 PCCP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

### Item 2 – Material Changes

Since our last brochure dated February 9, 2012, Nicholas V. Colonna is no longer associated with PCCP, LLC. Additionally, Item 4 has been revised to show the most current information about PCCP’s investment activities, Item 8 has been updated to reflect the latest investment parameters for PCCP’s joint venture equity program, and, finally, Item 11 *Personal Trading* has been modified as a result of PCCP moving to an electronic, third-party monitoring system for personal securities transactions.

A summary of any material changes to this and subsequent Brochures will be provided to you within 120 days of the close of our business’ fiscal year. We may also provide you with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

You may request the most recent version of this brochure by contacting Investor Relations at (310) 414-7870 or [investorrelations@pccpllc.com](mailto:investorrelations@pccpllc.com).

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## Item 4 – Advisory Business

PCCP, LLC (“**PCCP**,” “**us**,” or “**we**”) provides real estate investment services to various institutional investors through the funds it manages and to other institutional clients through managed accounts. PCCP provides investment advisory and other services to the funds (hereinafter, “Funds”) and managed accounts (hereinafter “Managed Accounts,” and together with the Funds, “Clients”). PCCP has been in business since 1998, and is majority owned by its managing member, CGKL I, LLC. The principles of CGKL I, LLC, own the majority of PCCP.

PCCP provides both debt and equity to value-added and opportunistic real estate projects throughout the United States and Europe. With offices in New York, San Francisco, Sacramento and Los Angeles, PCCP seeks to provide real estate owners and investors with a broad range of options to meet capital requirements. PCCP has originated over \$8.1 billion of debt and equity transactions over 15 years and continues to seek value-added investment opportunities with operators seeking fast and reliable capital. As of December 31, 2012, the Registrant had \$6,421,872,940 in assets under management, including its non-securities assets under management, to which it provides advice on a discretionary basis. PCCP does not provide advice with respect to any type of publicly traded securities.

Throughout this brochure, we disclose a number of conflicts of interest and provide summaries of a number of our policies and procedures designed to detect and address these conflicts and others. We encourage Fund investors, potential investors, Clients and potential clients to review our policies and procedures and inquire directly with us about our conflicts. Our compliance policies and procedures are available for review in our offices.

## Item 5 – Fees and Compensation

We do not have a set basis for compensation by our Clients, but instead negotiate fee arrangements on a case by case basis. With respect to new Funds that we create, this negotiation will often take place between PCCP and the prospective lead investor(s) in the Fund. Fee arrangements may involve a combination of one or more of the following: (1) a percentage of the value of the assets under management, (2) variable performance-based fees, (3) origination fees, or (4) fixed fees, each as described below.

Based on Assets Under Management. In certain cases, PCCP charges fees based on assets under management. Such fees may be calculated as gross asset value (i.e., without consideration of third-party debt), net asset value (i.e., after deducting third-party debt), capital commitment (either investor commitment to the investment vehicle or commitment by the investment vehicle to an investment), or invested equity (i.e., the outstanding basis of the client’s investment).

Variable-Based Performance Fees. In certain instances, PCCP charges fees based on a portion of the investment profit we generate. Profit may be calculated in a number ways, including after deduction of the cost of capital.

Origination Fee. PCCP sometimes charges a one-time, initial fee for creating an investment for a Client. Such fees may be calculated on gross asset value, net asset value, investor commitment, or investor basis.

Fixed Fees. PCCP may, from time to time, charge a fixed fee for investing a Client’s capital. Such fees are determined by negotiation.

Fees may be charged to the Client directly, or may be borne by the investment vehicle if there are multiple investors in a vehicle. Fees, and the method in which fees are paid but the Client, are always determined by negotiation, regardless of whether the fee is borne directly by the investor, or by the investment vehicle. Our fees are generally assessed based on capital commitments or invested equity, measured quarterly and are automatically deducted from Client accounts -- although, again, the exact arrangements are subject to negotiation. Investors in any Fund should refer to the offering memorandum for the Fund, as well as any related legal agreements, such as the limited partnership agreement, subscription documents, and investment management agreements for more details on the fees charged and other critical information. Investors in the Funds or Managed Accounts are advised that they are

generally responsible for any incidental fees and expenses they may incur from third parties, such as third party custodians or information services, not covered under the applicable governing agreements for any particular Fund or Managed Account.

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

As noted in Item 5 above, certain Clients pay us certain performance-based fees—up to 30% of net capital appreciation of the Client’s assets under management, subject to meeting a hurdle or preferred return. In the case of Funds, it is typically the case that performance-fees are individually negotiated for each investor through side letters with PCCP.

All performance-based income is calculated and paid in accordance with Section 205 and Rule 205-3 under the Investment Advisers Act of 1940, and/or applicable state regulations

Because we receive performance-based fees based on investments and dispositions of Clients’ properties, we may have an incentive to make investments, or to divest assets, under circumstances that are not in the best interest of a Client (or a Fund’s investors). Our receipt of performance fees may incentivize us to make investments that are riskier or more speculative than we would make if we did not receive performance fees. However, because these fees are based on the total value of the portfolio holding being purchased or sold and because our receipt of performance fees is subject to a meeting a hurdle or preferred return, we believe that our interests ultimately align with those of our Clients (and the investors in the Funds)—the greater the proceeds of the sale received by Clients, the more likely the hurdle or preferred return will be met, and the greater the performance fees we receive. Further, if PCCP receives fees based on gross asset value, net asset value or equity investment amount, then PCCP may hold a property.

Because of the different fee arrangements in place for our Clients and Fund investors, including our receipt of different performance-based fees, we may have an incentive to favor Clients that pay higher performance-based fees. This incentive could, for example, affect our decision to invest in a particular property for a particular Client and not for others if we believe the transaction will be profitable. To address these conflicts, our policies and procedures seek to provide that investment decisions are made without consideration of our pecuniary interests, and instead are made in accordance with our fiduciary duties to all Clients. As discussed further in Item 8 below, this generally means that all accounts managed in accordance with the same investment strategy will participate in property investment opportunities on a rotational basis (the “Investment Allocation Policy”). Under the Investment Allocation Policy, if we reach agreement for a potential investment that meets the investment strategy of more than one Fund, the decision whether to invest capital from any particular Fund or Client will be made based on objective and subjective criteria included in the Funds’ investment management agreement and related documents. Factors considered may include transaction size, leverage, geographic location, diversification policies, market characteristics, sponsor abilities, and risk profiles, among others. If such an instance, then the potential investment opportunity will be allocated among such Fund or Clients based on which Fund or Client has gone the longest without being allocated an investment opportunity. If the first Fund or Client declines the potential investment opportunity, the investment will be allocated to the next eligible Fund or Client sharing a substantially similar investment strategy, until a Fund or Client elects to make the investment. Once an investment is made, the Fund or Client that makes the investment will be considered last for the next potential investment opportunity. If PCCP or the Fund or Client declines to make any particular investment the Fund or Client that was allocated the potential investment opportunity will be offered the next available investment opportunity. It should be noted that if all Funds or Clients sharing similar investment strategies reject a potential investment opportunity, then PCCP may offer the investment opportunity to another Fund or Client or pursue the opportunity ourselves. We may modify this Investment Allocation Policy from time to time at our discretion. Copies of our Investment Allocation Policies are available from the Chief Compliance Officer upon request. In the case of certain Funds that are not managed in accordance with the same investment strategy as any other Client, the terms of their investment strategies are negotiated and defined in the relevant Fund documents.

We and our affiliates manage other Funds, some of which have objectives that are similar to, or which overlap with, those of other Funds. Additionally, we and our affiliates may own interests in those Funds. Our ownership interest

in these Funds may give us an incentive to favor these Funds over others. However, as discussed further in Item 8 below, all Client accounts managed using the same investment strategy will participate on a rotational basis in all investment opportunities that are appropriate for that strategy.

### Item 7 – Types of Clients

PCCP provides investment advice to the real estate investment Funds that it manages, and also provides advice to institutional clients such as pension plans and sovereign wealth funds. Although PCCP does not have any strict requirements for maintaining an account, it may accept or reject any account in its complete discretion.

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

We employ a wide range of investment strategies in managing the Funds' assets, which include, but are not limited to:

#### **EQUITY FINANCING**

Under its equity financing strategy, PCCP manages Client accounts by providing joint venture equity capital to third parties selected by PCCP. In our typical joint venture structure, Clients provide for 80-95% of the venture's required equity, with the third party providing the balance. Once a preferred return is paid out to the Client, profits are split with the real estate sponsor on an agreed-upon basis. Our joint ventures also typically pay fees to the unaffiliated sponsors of these joint ventures for development and leasing at current prevailing market rates based on case-by-case negotiations.

#### **JOINT VENTURE EQUITY PROGRAM**

Transaction Size:	Up to \$100 million
PCCP Equity Co-Invest:	Up to 99%
Investment Horizon:	Up to 7 years
Preferred Return:	9% - 12%
Sponsor Promote:	20% - 50% (after certain internal rate of return ("IRR") hurdles)
Product Type:	Office, Industrial, Multi-family, Retail, Infill Redevelopment, Single Family Residence, Select Hotel Transactions, and other product types.
Geography:	United States
Investment Class:	Acquisition and Redevelopment, Lease-up, Development, Partnership Buy-out, Repositioning, Value-Added, Opportunistic

#### **DEBT FINANCING**

As part of our debt financing strategies, PCCP uses Client capital to originate first mortgage loans on real estate which is not yet stabilized. We typically make LIBOR-based floating-rate loans, with maturities of 5 years or less. Each loan is typically \$50 million or less. Many of these loans have reserves or holdbacks for interest, construction, operating deficits, tenant improvements and leasing commissions. The loans can include construction loans, loans on empty buildings, lease-up and stabilization assistance loans, loans on properties in a turnaround situation, and discounted payoff and discounted note acquisition loans. As part of this strategy we also purchase sub-performing and non-performing loans originated by third parties.

As another facet of this strategy, PCCP uses Client capital to make stand-alone mezzanine loans, secured by second liens on real estate and by partnership and limited liability company interests. PCCP may also use Client capital to make mezzanine loans embedded in senior loans originated by the company.

#### SENIOR & MEZZANINE DEBT PROGRAM

Transaction Size:	Up to \$150 million
Max LTV:	Up to 95%
Maturity:	Up to 5 years
Interest:	Floating rate
Recourse:	Flexible
Product Type:	Office, Industrial, Multi-family, Retail, Land, Select Hotel Transactions, and other product types
Geography:	United States
Construction and Redevelopment:	Yes

Before PCCP invests in a property on behalf of a Client, it first determines if the property meets the investment strategy criteria of the particular Client. Then PCCP gathers and reviews market data, demographic information, and real estate due diligence documents, and the financial information of any sponsor or borrower, to help PCCP assess whether the risk of taking an interest in the property, or lending to the developer of the property, is acceptable and that the anticipated return on investment will be reasonably achieved.

Investing in real estate involves risk of loss that Clients and Fund investors should be prepared to bear. Such risks include, but are not limited to, those risks associated with investing in commercial real estate, debt, and changes in market and general economic conditions, lack of liquidity for refinancing, foreclosure, future government or regulatory initiatives, and various other events and circumstances, many of which are beyond the control of PCCP. Additional risks include, but are not limited to, operational cost overruns, real estate market fluctuations, natural disasters and acts of terrorism, uninsured losses, hazardous waste contamination, and delays due to engineering, construction or permitting issues. Because affiliates of PCCP may receive a performance fee, such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. Generally, PCCP's Funds are not subject to general regulatory oversight. There are currently no secondary markets for interest in PCCP's Funds and the interests will be illiquid.

PCCP manages several Client accounts and conflicts may arise in the allocation of various investment opportunities amongst the Clients. PCCP has procedures and policies in place to fairly allocate real estate investment opportunities between the Clients. Briefly, all investment opportunities meeting the investment strategy for multiple Clients will be offered to Clients on a rotational basis, until all investment amounts in that Client have been exhausted. PCCP has developed matrixes to cover various criteria and decisions by Clients to maintain fairness in the process, although PCCP retains some discretion over allocation, especially when a given Client does not have enough capital to cover the full commitment. Specific details on PCCP's allocation policy are available upon request.

PCCP values the portfolios of all Clients utilizing an equity strategy using the fair value method, which is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." All assets are valued at fair value pursuant to FAS 157. Certain liabilities are valued at fair value pursuant to FAS 159. Valuations for equity strategy portfolios are done on a quarterly and an annual basis.

The value of Client portfolios utilizing a debt strategy is the fixed sum of all current commitments made by the Client account. Determination of the amount of current commitments is made using standard industry practices.

#### Item 9 – Disciplinary Information

Form ADV Part 2 requires investment advisers such as PCCP to disclose legal or disciplinary events involving the firm or our partners, officers, or principals that are material to your evaluation of our advisory business or the integrity of our management. We have no information to report that is applicable to this item.

## Item 10 – Other Financial Industry Activities and Affiliations

PCCP has a number of material relationships with affiliates, especially the limited liability companies owned by Clients (i.e., special purpose vehicles), which in turn own portions of the joint venture companies, which in turn own the limited liability companies that hold the various properties in the Client's portfolio. In addition, CGKL I, LLC, invests in other real estate ventures not controlled by PCCP's Clients. However, CGKL I, LLC only invests in properties that do not meet the investment strategies of any of Client, or that have been rejected by all Clients for which the opportunity would be appropriate.

One of PCCP's minority owners, the California State Teachers Retirement System ("CalSTRS") owns a majority portion of several of the Funds. This may result in a potential conflict of interest because CalSTRS could influence PCCP to take actions that favor the Funds in which CalSTRS has an interest. PCCP attempts to mitigate these conflicts in two ways: first, no representative from Cal STRS may sit on any of PCCP's internal management or investment committees, and second, PCCP's investment opportunity allocation procedures require PCCP to invest Client assets in potential properties on a rotational basis.

PCCP does not engage, itself or through an affiliate, in any other financial industry activities. CalSTRS may own an interest in one or more otherwise unaffiliated investment advisers or other financial entities. PCCP does not act in concert with any of these entities.

## Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

*Code of Ethics and Personal Trading.* We strive to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust, and we have adopted a Code of Ethics (the "**Code**") to help us meet these standards. The Code incorporates the following principles:

- PCCP's and its employees' fiduciary duty to Clients;
- Compliance with all applicable Federal Securities Laws, and all other laws and regulations;
- Reporting and review of personal securities transactions and holdings;
- Strict enforcement of the Code.

The Code places restrictions on personal trades by employees as explained in further detail below. Clients, prospective clients, investors, and prospective investors may be provided a copy of the Code upon request by contacting us at the address or telephone number listed on the first page of this document.

*Participation or Interest in Client Transactions.* PCCP holds interest in all Client transactions in which PCCP owns a portion of the Fund investing in the real estate being purchased or collateralized, ranging from 1 to 5%. PCCP generally believes that its interests, and those of its personnel, are aligned with Clients due to PCCP's shared financial interest in Client investments.

*Personal Trading.* Subject to the Code, as described above, we and our partners, principals, employees, and other affiliates may engage in investment activities for our own account or for family members and friends. These activities may involve the purchase and sale of securities related to projects in which Clients have invested. Owners and employees of PCCP must submit all of the personal securities accounts they have a beneficial interest in and over which they have discretionary investment authority to continuous, third-party electronic surveillance and reporting, which is monitored for possible conflicts of interest and insider trading.

### *Other Related Conflicts and Practices*

Gifts and Entertainment. Brokers, counterparties, service providers and other third parties with whom we do business occasionally provide gifts and entertainment to our principals and employees. We and our affiliates may enter into business transactions and relationships on behalf of a Client with the donors of such gifts and entertainment. Such gifts and entertainment create a conflict of interest in our selection and retention of these donors as service providers for Clients. To address this conflict, we have adopted policies and procedures to: 1) monitor gifts and entertainment given and received by our principals and employees; and 2) limit the value of gifts

and entertainment given and received. We also have policies and procedures in place to help us monitor, and limit, the political contributions that our principals and employees make to public officials and candidates for elected office in accordance with the requirements of Rule 206(4)-5 under the Investment Advisers Act of 1940.

Outside Business Activities. Employees may serve as directors, trustees, or officers of outside organizations, such as public or private corporations, partnerships, charitable foundations and other not-for-profit institutions. Employees may also receive compensation for such activities. As an outside board member or officer, PCCP personnel may come into possession of material non-public public information about the outside company, or other public companies. Similarly, PCCP may have a business relationship with the outside organization or may seek a relationship in the future. In those circumstances, personnel must not be involved in the decision to retain or hire the outside organization. To prevent conflicts of interest that may arise in such circumstances, PCCP has implemented policies and procedures to review and approve all outside business activities.

Side Letters. We sometimes enter into agreements with prospective investors that allow for different terms of investment in a Fund than the terms applicable to other Fund investors, including terms related to our compensation. In general, we will notify Fund investors when we enter into these agreements. Fund investors may review any agreements we have entered into with respect to their Fund upon request.

Disclosure of Fund and Other Information. We sometimes provide Fund information to entities that have been retained by Fund investors to evaluate portfolio risk. We provide this information in our sole discretion, and reserve the right to cease providing information at any time. We make reasonable efforts to preserve the confidentiality of the information we provide, such as by entering into non-disclosure agreements, but we cannot ensure that the entities we provide information to will fulfill their confidentiality obligations.

In the course of conducting due diligence, Fund investors periodically request information pertaining to their investments, and pertaining to us. We may respond to these requests, and may provide information that is not generally made available to other Fund investors. When we provide this information, we do so without an obligation to update any such information provided. However, we endeavor to provide the information requested in the most current form available.

## Item 12 – Brokerage Practices

PCCP does not select or recommend brokerage services to its clients. PCCP selects third-party service providers to provide real estate-related services for assets owned by Clients. PCCP selects such providers only after determining that they have competency in the relevant discipline and that their fees are market rate.

## Item 13 – Review of Accounts

Reviews: The underlying investments of the Funds and Managed Accounts are continuously monitored and reviewed on a daily basis in the context of their investment objectives and guidelines. This review is carried out on a coordinated basis by our Finance and Accounting department and our Asset Management team. All investments are subject to an annual capital and operating budget process and financial results for investments are reviewed generally on a monthly, quarterly and annual basis. Further, asset valuations are reviewed regularly, with write-ups or write-downs taken pursuant to GAAP accounting procedures. Our investment professionals visit properties (or, in the case of portfolios containing a large number of smaller properties, a selection thereof) generally at least once each calendar year. Larger properties, as well as those undergoing renovation, development or redevelopment, are typically visited on a more frequent basis.

Reports: We furnish quarterly unaudited and annual audited financial statements (including a balance sheet, income statement, and statement of Partners' cash flow) to all investors in the Funds and Managed Accounts. On a quarterly basis, investors are also provided with a management letter, including a summary of the activities of the applicable Fund or Managed Account and all acquisitions and dispositions. On an annual basis, most investors receive the following: (1) a summary of all investments acquired and a written description of each investment; (2) a list containing our estimate of the fair market value of each investment. Other investors have negotiated to receive more information. All of the reports described above are provided in written form and available electronically through a secure portal.



### Item 14 – Client Referrals and Other Compensation

PCCP does not currently provide or accept compensation from any person for client referrals, nor does PCCP refer its clients to other professionals.

### Item 15 – Custody

PCCP is deemed to have custody of Fund assets because it controls each Fund's general partner. We generally provide Fund investors with the Fund's annual audited financial statements prepared by an independent public accountant. Further, Client cash balances and working capital may be placed into bank deposits, money market funds or similar cash-equivalent instruments with qualified custodians and such qualified custodians may send periodic statements directly to our Clients and investors. Clients are advised to compare the statements they receive from such custodians with those they receive from PCCP.

### Item 16 – Investment Discretion

We generally receive and exercise discretionary authority to manage investments on behalf of Clients, but the primary investors in each Fund maintain a high degree of discretion in setting the Fund's investment parameters and in choosing individual properties for investment. These primary Fund investors may impose limitations on this discretion with respect to (1) the specific types of properties or investment strategies; (2) the location of the properties, or (3) the risk profile of the properties, or the risk profile of the Fund as a whole; and a variety of other options. We typically assume our discretionary authority through the constituent documents of a Fund or through the investment management agreement for a Managed Account. As our Clients invest solely in real estate assets, we are almost never required to vote Client securities by proxy. If PCCP is ever required to vote proxies in any of the Funds, we will do so with the goal of maximizing the Client investors' return on investment. Therefore, PCCP will vote proxies in a good faith attempt to cause the value of the investments in the Fund to increase as much as possible or to decrease as little as possible, whichever may be the case, all implications being considered. PCCP will also vote considering the overall best interest of the Fund. Investors may request a copy of PCCP's proxy voting record on their behalf at anytime by contacting the Chief Compliance Officer.

### Item 17 – Voting Client Securities

Because PCCP's investment strategies involve investments in real estate, there are generally no proxies for Client securities that may be voted. However, PCCP does have the authority to exercise control of the special purpose entities owned by Clients, which may be understood to involve conflicts similar to those present in traditional proxy voting. In these instances, PCCP votes in the best interest of the Client. PCCP determines the best interest of the Client on a case-by-case basis.

You may request a copy of the proxy voting record relating to your account by contacting us at the address or telephone number listed on the first page of this document.

### Item 18 – Financial Information

Form ADV Part 2 requires investment advisers such as PCCP to disclose any financial condition reasonably likely to impair their ability to meet contractual commitments to clients. At this time, we have no information to report that is applicable to this item.