

Part 2A of Form ADV: *Firm Brochure*

Phoenix Capital Realty Advisors, LLC

15725 North Dallas Parkway, Suite 230
Dallas, TX 75001

Telephone: 972-866-7577
Email: sperry@pcpre.com

March 28, 2013

This brochure provides information about the qualifications and business practices of Phoenix Capital Realty Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 972-866-7577 or sperry@pcpre.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Phoenix Capital Realty Advisors, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Phoenix Capital Realty Advisors, LLC’s CRD number is 161129.

While Phoenix Capital Realty Advisors, LLC is a SEC-registered investment adviser, such registration does not imply a requisite level of skill or training.

Item 2 Material Changes

Pursuant to exemptions which may no longer be available, Phoenix Capital Realty Advisors, LLC (the “Firm”) was not required to register as an investment adviser with the Securities and Exchange Commission (the “SEC”) prior to March 2012. This Firm Brochure, dated March 28, 2013, is the Firm’s disclosure document prepared according to the SEC’s requirements and rules applicable to registered investment advisers. As you will see, this document is a narrative providing detailed information regarding the Firm, its practices, fees, actual and potential conflicts of interest and key mitigating circumstances, policies and controls.

After the initial filing of this Brochure, this Item 2 will be used to provide Firm clients (each a “Fund” or “Client”; and, collectively, the “Funds” or “Clients”) and/or fund investors (each a “Third Party Fund Investor”) with a summary of new and/or updated information. The Firm will inform of revision(s) based on the nature of the updated information.

Consistent with SEC rules, the Firm will ensure that a summary of any material changes to this and subsequent Brochures is received within 120 days of the close of our business fiscal year. Furthermore, the Firm will provide other interim disclosures about material changes as necessary.

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

Item 4 Advisory Business

The Firm is an SEC registered investment adviser with its principal place of business in Addison, Texas. Although the Firm is a registered investment adviser, registration itself does not require and should not be interpreted to imply any particular level of skill or training. The Firm began conducting business in 2012. The Firm is owned by Sea Pines Capital Management, LLC, a Delaware limited liability company (50% member); BT Advisors, LLC, a Texas limited liability company (50% member). Sea Pines Capital Management, LLC is wholly owned by Stephen J. Mastor and BT Advisors, LLC is wholly owned by Bruce Williams.

Investment Management Services

The Firm is a real estate financial services firm that sponsors and serves as a discretionary fund manager to Private Equity Real Estate Funds (i.e., the Funds). The Firm provides fund management and investment advisory services relating to the acquisition, development, ownership, operation and sale of real estate and interests in real estate. The Funds are private, closed-end investment funds. Generally, a Fund has a “hard-cap” on the aggregate amount of money that the Firm can raise for that particular Fund (the “Capital Commitment Ceiling”). Unlike other types of private funds, such as hedge funds, private equity funds receive unfunded capital commitments (“Capital Commitments”) from the Third Party Fund Investors during one or more initial fundraising stages, after which the Funds are generally closed to new investors. Each Fund is typically structured as a limited liability company or a limited partnership, with a subsidiary or affiliate of the Firm serving as the manager or general partner of the Fund, as the case may be (whether a general partner of a limited partnership or a manager of a limited liability company, in each case, the “Fund General Partner”). During the life of a Fund, the Fund General Partner will, from time to time, call on the Third Party Fund Investors and the Firm Participant (as defined below) to make capital contributions (each a “Capital Contribution”, and collectively, “Capital Contributions”) of a portion of their respective Capital Commitments to the respective Fund on a *pro rata* basis in proportion to Investors’ respective Capital Commitments to a Fund to satisfy one or more calls for capital for expenses, or fees or project investments (each a “Call for Capital”).

To date, generally, Funds have been focused on commercial real estate (including multi-family) within the United States.

The Firm currently provides fund management and investment advisory services solely to the following Funds:

Real Estate Funds

The primary business of the Firm’s Funds is to make equity investments in U.S. based commercial real estate.

- Phoenix Capital Realty Fund V, L.P., a Delaware limited partnership (**in an equity raise phase**);
- Champion 2012 Partners, L.P., a Delaware limited partnership;
- Phoenix 2011 Partners, L.P., a Delaware limited partnership;
- Phoenix 2010 Partners, L.P., a Delaware limited partnership; and
- Phoenix 2009 Partners, L.P., a Delaware limited partnership.

The Funds are not required to register under the Securities Act of 1933 or the Investment Company Act of 1940 in reliance upon certain exemptions available to issuers whose securities are not publicly offered. The Firm manages the Funds in accordance with the terms and conditions of each Fund's offering and organizational documents (in each case, the "Fund's Organizational Documents").

Assets Under Management

The firm manages each Fund on a discretionary basis in accordance with the applicable Fund's Organizational Documents. Discretionary assets under the Firm's management were \$377,231,114 as of December 31, 2012. The Firm does not manage any assets on a non-discretionary basis.

IMPORTANT ADDITIONAL CONSIDERATIONS: The information provided herein merely summarizes the detailed information provided in each Fund's Organizational Documents. Current Third Party Fund Investors and prospective Third Party Fund Investors in any new Fund launched by the Firm should be aware of the risks associated with Fund investments as well as the terms applicable to such investment. This and other detailed information is provided in each respective Fund's Organizational Documents.

Item 5 Fees and Compensation

Management Fee

The Firm charges management fees ("Management Fees") to its Firm Clients for its fund management and investment advisory services. Typically, the Management Fees are paid to the Fund's General Partner or other affiliate of the Firm.

Management Fees are charged to a Fund in two distinct stages. Generally, for the first five years of an investment, the General Partner or an affiliate will receive an annual Management Fee equal to 1.25% - 1.50% of the total capital invested in and allocated to such investment. Management Fees for each investment are generally paid on a monthly basis. Thereafter, the Management fee will be calculated on the unreturned capital allocable to each investment.

Acquisition Fee

The Fund's General Partner or an affiliate of the Firm may be paid an Acquisition Fee for each investment made. At the time such investment is made, the Acquisition Fee may be as much as 3% of the capital contribution made or committed to be made by the Fund for the specified real estate project that is the subject of the investment. Generally, the Acquisition Fee is paid at the project level.

Third Party Fund Investors should refer to the appropriate Fund's Organizational Documents for detailed information regarding all matters concerning a Fund, including but not limited to fees and fee offsets. Any new Fund sponsored by the Firm may have similar or materially different terms than those described herein.

Expenses

Generally, pursuant to a Fund's Organizational Documents, each Fund is responsible for expenses relating to its operations, including fees, costs and expenses of the Fund incurred thereby together with certain overhead allocations of the Fund's General Partner, in connection with potential investments and the evaluation, acquisition, ownership, sale, or financing of any potential investment, taxes, accounting and auditors fees, reporting and investor servicing, legal counsel, insurance (including errors and omissions and directors and officers insurance), travel, litigation and indemnification expenses, administrative expenses and any other extraordinary expense. Each Fund will also be responsible for the organizational expenses incurred by the Fund General Partner, up to a maximum amount further set forth in a Fund's Governing Documents.

Additional Compensation and Conflicts of Interest

No supervised persons of the Firm may accept direct compensation for the sale of securities or other investment products.

Investments in Funds

Prospective Third Party Fund Investors in any Fund sponsored by the Firm should refer to the respective Fund's Organizational Documents for all information regarding that Fund, including but not limited to Management Fees, expenses, any minimum investment thresholds and any additional qualifications required for investment in that Fund. Generally, there is a minimum investment threshold for Third Party Fund Investors in each Fund of \$500,000; however, any such minimum investment threshold may be waived or modified by the Fund General Partner for any Third Party Fund Investors.

In addition to the Third Party Fund Investors, each Fund is partially owned by a subsidiary of the Firm (the "Firm Participant"; and together with the Third Party Fund Investors, collectively, the "Investors") through which the Firm makes Capital Contributions (the "Firm Capital") to the Fund side-by-side with the Third Party Fund Investors. Like the Third Party Fund Investors, the Firm Participant is subject to Calls for Capital from the Fund General Partner; however, generally, only for calls for expenses and project investments and Management Fees. Generally, Firm Capital equates to a minimum of five percent (5%) of the Capital Commitment Ceiling. Further, as disclosed in the respective Fund's Organizational Documents, certain executive officers, owners and other employees of the Firm may have direct investments in the Firm Participant.

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

In addition to the fees disclosed in Item 5 of this Brochure, the Firm, either through the Fund General Partner or the Firm Participant, or other affiliate or subsidiary, will receive a carried interest in the profits of the Fund, a form of performance-based compensation ("Carried Interest"). Generally, Carried Interest is calculated based on a share of aggregate realized profits on assets of the Fund, subject to the Fund first having achieved a preferred return on Capital Contributions ("Preferred Return"), and return of the Third Party Fund Investors committed Capital, as set forth in the applicable Fund's Organization Documents. The Preferred Return may range from 8-10%, and represents a cumulative, but not compounded annual rate of return on each Investor's Capital Contributions, calculated separately for each project investment. Therefore, the Firm may receive a portion of the

profit distributions of a Fund, which may equal as much as 20% of the amounts otherwise distributable by a Fund after each Investor has received a return of 100% of their Capital Contributions plus the Preferred Return thereon.

Investors should note that the terms of the Fund's Organizational Documents, including but not limited to the amount of the Firm Capital, the percentage of any Carried Interest and the timing of payment of any Carried Interest, are negotiated items, and in such, through the negotiations, the Investors' interests and the Fund General Partner's interests (and in such the Firm's) become aligned, as deemed appropriate amongst the parties a party thereto under the circumstances, thereby mitigating seemingly inherent risks, including incentive for the Firm to cause the Fund General Partner to make project investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Additionally, the contributions of the Firm Capital and the deferment of payment of the Carried Interest until after the return of Contributed Capital and the Preferred Return, respectively, further mitigate such risk because the Firm has at-risk capital in the Fund, and Carried Interest is calculated based on realized, not unrealized gains, leading the Firm to scrutinize investment and property fundamentals when considering project investments for the Funds.

At this time, the Firm does not offer advisory services to Clients who do not provide for performance-based compensation, and therefore, the Firm does not have an incentive to favor performance-based fee accounts over non-performance-based fee accounts. However, in theory, the Firm could have an incentive to favor a Fund paying higher aggregate performance-based compensation than one paying less or a Fund in which officers, owners and employees of the Firm may have more of their personal assets invested through the Firm Participant. As previously stated, however, a Fund's Organizational Documents are negotiated to align the interests of an Investor with those of the Firm's and the Fund General Partner's. Further, the Firm takes the following steps to mitigate risk and potential conflicts:

1. the Firm discloses to Third Party Fund Investors the existence of known and potential material conflicts of interest;
2. the Firm discusses with its employees the responsibilities of a fiduciary, including the equitable treatment of all Clients and Third Party Fund Investors;
3. the Fund's investment committee (the "Investment Committee"), which is comprised of senior executives of the Firm, reviews and approves all investments and any material changes to existing investments.

Performance-based compensation will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 and/or applicable state regulations.

Co-Investments: The firm or a Fund's General Partner may make co-investment opportunities available to outside or non-Fund investors and their affiliates as appropriate and in the best interest of the Funds. Allocation of such opportunities creates a conflict of interest as they are, by nature, limited and participation is not possible for all or even most investors in the Funds. As such, the firm must determine which investors will be given the opportunity to co-invest and which will not. Investors should note, however, that the Firm's allocation of co-investment opportunities is primarily driven by prior arrangements. For example, the Firm will generally allow third party investors that had negotiated side letters requiring that the firm provide co-investment opportunities at the time of their original capital commitment to the applicable Fund. In addition, co-investment opportunities may be

allocated to outside or non-Fund investors that are part of a consortium for the particular deal as a way for the firm to fully fund an investment. Pursuant to the respective third party investors Agreements, certain executive officers and employees of the firm may also have direct investments in one or more of the underlying assets through separate, affiliated entities formed for co-investment purposes. Employees of the firm and its subsidiaries may also be offered additional opportunities, on a case-by-case basis, to co-invest in portfolio companies with the Funds.

Item 7 Types of Firm Clients

The Firm provides fund management and investment advisory services to several Private Equity Real Estate Funds as disclosed in Item 4 of this Brochure.

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

Methods of Analysis

The Firm considers a number of factors when identifying potential real estate investments and development opportunities, including: the strengths and weaknesses of any operating sponsor; the overall condition of the property; the cost and availability of lots and/or land for development; the cost of entitlements for each developmental parcel; the efficiency with which a property has been operated and the efficiency with which a property could be operated in the future; the comparative value of the cost of funds (debt and equity); the timing of equity contributions and loan proceed distributions; and the authenticity and validity of a properties trailing and forecasted income and expense assumptions.

Investment Strategies

The Firm seeks to identify and acquire, on behalf of its managed Funds, real estate investments in accordance with the parameters established by each Fund's Organizational Documents. The investments acquired by the respective Fund(s) may include fee interests in real estate assets (including "need-based" development projects) and equity investments in operating companies with third parties sponsors (which operating companies, in turn, hold fee interests in real estate assets either directly, or indirectly, through subsidiaries).

The Firm's investment process is intended to maximize a Fund's return potential through a combination of cash flow and equity appreciation, while simultaneously mitigating risk of loss. The Firm seeks investments that meet the specified investment criteria and restrictions set forth in the Fund's Organizational Documents, including operating properties, that will benefit from physical improvements, improved marketing, operations turn-around and/or increased property management expertise, and from the development of real estate projects.

Material, Significant or Unusual Risks Relating to Investment Strategies & Particular Types of Investments (i.e., Real Estate)

Investing in securities involves risk of loss that Investors should be prepared to bear. An investment in a Fund entails a high degree of risk and is suitable only for sophisticated institutions and individuals for whom such an investment is not a complete investment program. Generally, each Fund differs in its risk profile, investment strategy, targeted yield on investment and timing and amounts of capital and profit distributions. As such, any person contemplating an investment in any Fund whatsoever, should

carefully read and understand any such Fund's Organizational Documents to best appreciate the potential risks and rewards of any such particular Fund. Such an investment is only appropriate for persons who fully understand and are capable of and willing to bear the risks of any such investment. Generally, risk factors, include, but are not limited to the following:

General Risks of Real Estate. Investments in real estate and real estate-related interests are subject to various risks, including, for example, adverse changes in national and international economic and geopolitical conditions, local market conditions and the financial conditions of tenants; changes in the number of buyers and sellers of properties; increases in the availability of supply of property relative to demand; changes in availability of financing; increases in interest rates, real estate tax rates, energy prices, and other operating expenses; changes in environmental laws and regulations, zoning laws and other governmental rules and policies; changes in the relative popularity of properties; risks due to dependence on cash flow; risks and operating problems arising out of the presence of certain construction materials, as well as acts of God, uninsurable losses and other factors which are beyond the control of the Firm. In addition, real estate is subject to long-term cyclical trends that give rise to volatility in real estate values.

Additionally, a Fund's ability to realize cash flow from operations and favorable sales proceeds from disposition will depend, among other factors, on the financial reliability of buyers, tenants and borrowers, the location and attractiveness of the properties in which it invests, the supply of comparable space and product in the geographic areas in which its properties are located and general economic conditions.

Additionally, a Fund may, in certain instances, be responsible for ground-up construction, structural repairs, improvements and general maintenance of real property. The expenditure of any sums in connection therewith beyond those budgeted will reduce the cash available for distribution and may require the Fund to fund deficits resulting from the operation of a property. No assurance can be given that a Fund will have funds available to make such project overruns, repairs or improvements. These factors and any others that would impede a Fund's ability to respond to adverse changes in the performance of its assets could significantly affect a Fund's financial condition and operating results.

Long Term Investment Horizon: As set forth in further detail in the respective Funds' Organizational Documents, an investment in one of the Funds is generally an illiquid investment given that Investors will not, except in very limited circumstances, be permitted to withdraw profits, gains or capital prior to disposition assets and a transfer of an Investor's interest in a Fund may not be directly or indirectly assigned, pledged, hypothecated or otherwise transferred in whole or part without consent of the respective Fund's General Partner and exemption from registration under the securities laws.

While the investments of a Fund are intended to generate current cash flow, it is likely that a significant portion of the cash received by the Fund for further distribution to Investors will occur only after refinancing or sale of a Fund's investments, which may occur 2 to 10 years after the acquisition of an investment. Further, amongst other issues, it is possible that (a) there is a limited or no liquid market for a Fund's membership interests or its investment assets at such time, thereby extending the hold period or resulting in an undesirable sales price; (b) the Fund General Partner may not be able to obtain favorable financing, refinancing or sale terms for an investment, thereby reducing or eliminating any return of capital to the Investors; (c) given the potential long-term hold period generally associated with real estate assets, an investment may decline sharply in value before the Fund General Partner makes the decision to sell; and (d) the Firm, its competitors, or the real estate industry in which the Firm

operates may behave in ways which were not, and in some cases could not have been, predicted, leading to significant losses and/or a lack of any attractive exit option for a particular investment.

Variable Rate Financing. Certain investments may be subject to financing that provides for adjustments in the interest rate at various monthly, annual or other intervals. An increase in such interest rates may adversely impact a Fund resulting in less income to Investors, negative amortization or the sale of an investment prematurely or on less favorable terms than may otherwise be obtained. The Firm may elect to pursue hedging strategies, including engaging in interest rate caps and floors to mitigate such risks.

Failure to Make Capital Contributions. Generally, if an Investor fails to make Capital Contributions in an amount equal to its Capital Commitments pursuant to a proper Call For Capital, and the contributions made by non-defaulting Investors by the Fund are inadequate to cover the defaulted Capital Contribution, the Fund may be unable to pay its obligations when due. As a result, the Fund may be subjected to penalties that could materially adversely affect the returns to the Fund, and in turn, to the Investors (including non-defaulting Investors). If an Investor defaults, the non-defaulting Investors and the Fund General Partner may do any of the following: (i) sue the Defaulting Partner for such default, (ii) expel the Defaulting Partner from the Fund without paying the Defaulting Partner any amount for its Interest, (iii) permit the Defaulting Partner to cure such default within 15 days of delivery of written notice of such default sent by the General Partner (including the payment of interest at a default rate determined by the General Partner), (iv) have one or more of the Limited Partners advance such uncontributed amount to the Fund on the Defaulting Partner's behalf, or (v) pursue any other remedy the General Partner reasonably determines is appropriate.

Changes in Market Circumstances. The success of a Fund's activities will often be affected by international, U.S., regional and local economic and market conditions, including changes in interest rates, instability in certain securities markets, changes in relative valuation of its target investment sectors, changes in the availability of, or the general terms and conditions for, investment financing, shifts in the supply and demand for the types of properties in which a Fund will make investments, changes to the financial resources and solvency of tenants and buyers and sellers of real estate assets, among other factors; any one of which could adversely affect investment returns.

Lack of Diversification. Generally, the Firm will seek to limit the impact on financial performance of poorly performing investments by investing in a number of investments with varying degrees of risk, subject in all respects to a Fund's investment criteria and restrictions, as set forth in a Fund's Organizational Documents. However, there can be no assurance that such diversification will be available on acceptable terms. To the extent the investments for a particular Fund are concentrated in a limited number of properties, a particular asset type or class or geographic area, such Fund and its Investors will be subject to certain concentration-related risks. The Firm may make a relatively limited number of investments on behalf of a Fund, so adverse events affecting a particular investment could have a significant negative impact on the financial condition and results of operation of such Fund.

Risks of Potential Leveraging. Subject to investment restrictions set forth in the respective Funds' Organizational Documents, the Firm may cause the Fund General Partner to use leverage at the Fund level and at a property investment level to increase the potential returns on equity of an investment. While the use of leverage may enhance returns to Investors and increase the number of investments a Fund can make, it also substantially increases the risk of loss to a Fund.

If the Firm utilizes leverage, the third-party lender would be entitled to cash flow generated by such investment for application to any such debt service prior to a disbursement of capital to the Fund, and in turn, Investors. If a property owner in which a Fund is an investor defaults on secured indebtedness, the lender may foreclose on the real property securing any such indebtedness and, in such, the Fund could lose its entire investment in the real property asset.

Counterparty Risk. It is expected that virtually all investment purchases and dispositions made on behalf of a Fund will transpire in public real estate marketplaces. Customary to these markets is the risk that a counterparty (e.g., purchaser or seller) will not complete or settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (irrespective of whether *bona fide*) or because of a credit or liquidity problem, thus causing a Fund to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where Fund transactions have been concentrated with a particular counterparty or group of counterparties. Generally, a Funds’ Organizational Documents restricts a Fund from dealing with certain affiliate counterparties on terms less than third-party arm’s length or from concentrating a Fund’s transactions with one counterparty in an amount greater than certain stated percentage interest thresholds.

Despite the prospect that a Fund’s risk management process may incorporate an assessment of counterparty risk, there can be no assurance that such assessment may be accurate. In addition, although a Fund expects to transact with well-capitalized, credit-worthy counterparties in its purchase and sale transactions, there can be no assurance that such will be the case in every transaction (or that the counterparties will perform their obligations).

Litigation at Property Level. The acquisition, ownership and disposition of real properties carry certain specific litigation risks, which could result in losses to a Fund. Generally, during property investment due diligence and underwriting, prior to making an investment, if a property retains any such risks, a Fund will clarify, quantify and make price adjustments, as appropriate under the circumstance, to quell any such risks.

Item 9 Disciplinary Information

The Firm is required to disclose any legal or disciplinary events that are material to Investors or prospective Investors’ evaluation of the Firm’s advisory business or the integrity of its management. The Firm has no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Certain direct and indirect partners, members, officers and employees of the Firm may serve as directors or hold executive positions with entities in which investments are held and/or invest alongside any one particular Fund.

Material Relationships and Arrangements

Steve Mastor, Bruce Williams (partners of the Firm) and Jeffrey Swope have ownership interests in Champion Private Equity, L.P., a co-sponsor of the Champion 2012 Partners, L.P. Additionally, Mr.

Master and Mr. Williams are the owners of Phoenix Capital Partners, Ltd. and Phoenix Capital Holdings, Ltd., affiliated firms under common ownership and control, and the sponsor or co-sponsor of all other Funds besides Champion 2012 Partners, L.P.

A registered investment adviser is required to disclose whether it or any of its management persons are registered, or have an application pending to register, as a (i) broker-dealer or a registered representative of a broker-dealer, or (ii) futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. Neither the Firm nor any of its management persons are registered as such or have any application for such registration pending.

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

Code of Ethics and Personal Trading

The Firm has adopted a Code of Ethics which sets forth the ethical standards of business conduct for the Firm's supervised persons. The Code of Ethics provides for oversight, enforcement and recordkeeping. A copy of the Code of Ethics is available to existing and prospective Investors, upon request to the Chief Compliance Officer, at the Firm's principal address set forth on the cover page of this Brochure.

Participation or Interest in Client Transactions

The Firm has established the following restrictions and guidelines in order to address potential conflicts of interest that could arise if the Firm or its related persons were to hold a material financial interest in an investment of a Fund:

1. No officer or employee of the Firm and its affiliates may knowingly:
 - a. compete for or acquire a direct interest in an investment, such interest being equal to or greater than \$2,000,000, that may be appropriate for a Fund without first presenting the opportunity to the Firm on behalf of the Fund;
 - b. own a direct interest in any investment owned by a Fund, provided that if any such interest was acquired by a related person before becoming affiliated with the Firm and the nature and extent of such interest is entirely disclosed to the Firm at the commencement of affiliation, such related person may retain such interest, and transactions in respect of such interest generally require the prior approval of the Chief Compliance Officer; or
 - c. prefer his or her own interest to that of an Investor.
2. All of the Firm's principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
3. Any individual not in observance of the above may be subject to disciplinary action, up to and including termination.

Item 12 Brokerage Practices

The Firm does not purchase publicly-traded securities; as a result, it does not contract with broker-dealers and does not engage in soft dollar practices, directed brokerage or trade aggregation.

Item 13 Review of Accounts

Generally, the Investment Committee is responsible for (i) the initial evaluation of whether an investment is suitable for a respective Fund, (ii) the continuous monitoring of the investments held by a Fund, and (iii) any material changes to the business plan applicable to the investments. The Investment Committee reviews investments on a regular basis. The Investment Committee meets at least twice a month (via phone and/or in person) to assess and discuss potential investments and modify (as necessary) the asset management strategy for the Fund's investments.

The following employees of the Firm are members of the Firm's existing Fund's Investment Committee:

Committee Member	Firm Title
Stephen J. Mastor	Managing Partner & Principal
Bruce Williams	Partner & Principal
Andrew Scott	Managing Director of Acquisitions
Travis Furr	Managing Director of Asset Management

Item 14 Client Referrals and Other Compensation

The Firm does not receive any additional compensation from third parties for providing investment advice to its Investors and does not compensate for Investor referrals; however, the Firm may engage broker-dealers from time to time to act as a placement agent with respect to its Fund's private placement offerings. Generally, such broker-dealers' compensation is based on a percentage of Capital Commitments secured by any such placement agent for a Fund. Any such placement agent hired by the Firm in connection with such offerings will be required to be registered with the Securities and Exchange Commission as a broker-dealer and will be required to be a member of FINRA.

Item 15 Custody

Generally, the Firm only has custody of Client funds for a short duration (i.e., following a Call for Capital and prior to a project investment). The Firm provides Investors with audited financial statements, prepared in accordance with generally accepted accounting principles, on an annual basis within 180 days after the end of each Fund's fiscal year.

Item 16 Investment Discretion

Generally, the Firm has discretion to make all investment decisions for a Fund, subject to any applicable investment criteria or other restrictions and limitations set forth in a Fund's Organizational Documentation.

Item 17 Voting Client Securities

The Firm does not vote Client securities, as the Firm does not currently invest in publicly-traded securities on behalf of its Clients.

Item 18 Financial Information

The Firm does not require or solicit payment of fees in excess of \$1,200 per Client more than six months in advance of services rendered. Therefore, the Firm is not required to include a financial statement.

As a fund management and investment advisory firm that has custody of Client funds, the Firm is required to disclose any financial condition that is reasonable likely to impair its ability to meet contractual obligations to its Clients or Investors. The Firm is not aware of any financial condition that impairs its ability to meet contractual obligations to its Clients or Investors. The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.