

# **PROPRIUM CAPITAL PARTNERS, LLC**

## **Form ADV Part 2A**

**1 Landmark Square, 19<sup>th</sup> Floor, Stamford, CT 06901**

**June 1, 2013**

**This brochure (“Brochure”) provides information about the qualifications and business practices of Proprium Capital Partners, LLC (“Proprium”). If you have any questions about the contents of this brochure, please contact Diane Citron at (203) 883-0351 or via e-mail at [Diane.Citron@Proprium.com](mailto:Diane.Citron@Proprium.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Proprium also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT PROPRIUM OR ANY PRINCIPALS OR EMPLOYEES OF PROPRIUM POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.**

## **Material Changes**

This section of the Brochure, dated as of May 2, 2013, provides a summary of material changes to Proprium's policies, practices and conflicts of interest that have occurred since the Brochure was last filed with the SEC on November 20, 2012.

Effective March 1, 2013, Proprium commenced investment advisory operations. As of the date hereof, Proprium had approximately \$1.9 billion in assets under management, all of which Proprium manages on a discretionary basis.

Effective June 1, 2013, Proprium moved offices to its current address at 1 Landmark Square, 19<sup>th</sup> Floor, Stamford, CT 06901.

We recommend that you read this Brochure in its entirety.

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## **Advisory Business**

Proprium Capital Partners, LLC (“Proprium”) is a newly formed investment advisory firm founded in August 2012. Proprium’s principal owners are J. Timothy Morris and Jan Willem de Geus (the “Proprium Founders”). Immediately prior to founding Proprium, the Proprium Founders served as managing directors in Morgan Stanley’s real estate division, where their portfolio management responsibilities encompassed various investment accounts managed by Morgan Stanley, including the Morgan Stanley Fund (as defined below).

Proprium’s investment advisory business is principally focused on providing advisory and sub-advisory services to its clients, which include one or more pooled investment vehicles (collectively, the “Funds”) organized primarily to make non-controlling opportunistic investments in public and private equity securities as well as public and private fixed income instruments of real estate and real estate-related portfolio companies (including other pooled investment vehicles). Such portfolio companies may include companies that are primarily engaged in businesses focused on the ownership or operation of, or the provision of services relating to, real estate assets. The Funds may also, as part of their respective investment strategies, invest in securities and real estate indices and in derivatives linked to such indices and to individual real estate companies. Additionally, from time to time, the Funds may also invest to a limited extent directly in real estate and real estate-related assets or purchase controlling interests in real estate or real estate-related companies.

As noted above, during their tenure as managing directors within Morgan Stanley’s real estate division, the Proprium Founders provided portfolio management services to various investment accounts managed by Morgan Stanley, including Morgan Stanley Real Estate Special Situations Fund III, L.P. (the “Morgan Stanley Fund”). In connection with the Proprium Founders’ departure from Morgan Stanley, effective March 1, 2013, the Morgan Stanley Fund has ceased: (i) making new investments and (ii) accepting subscriptions from new investors as well as additional subscriptions from pre-existing investors. Additionally, pursuant to a Sub-Advisory Agreement (the “Sub-Advisory Agreement”), dated as of March 1, 2013, among Proprium, the Morgan Stanley Fund and Morgan Stanley Real Estate Special Situations III-GP, L.L.C. (the “Morgan Stanley GP”), Proprium has agreed to continue to provide investment advisory services to the Morgan Stanley Fund in respect certain of its pre-existing investments. Further, effective March 1, 2013, a related person of Proprium has organized a new Fund whose purpose is to continue the investment strategy of the Morgan Stanley Fund, and which has commenced accepting subscriptions from new investors as well as existing Morgan Stanley Fund investors.

Proprium tailors its advisory services to the specific investment objectives and restrictions of each client account as set forth in such client account’s confidential private placement memorandum, limited partnership agreement, investment management

agreement and/or other governing documents (collectively, the “Governing Documents”). Investors and prospective investors of each Fund should refer to the Governing Documents of the applicable Fund for complete information on the investment objectives and investment restrictions with respect to such Fund. There is no assurance that any of the Funds’ or other client accounts’ investment objectives will be achieved or that their investment strategies will be successful.

In accordance with common industry practice, one or more of the Funds and/or their general partners have or may in the future enter into “side letters” or similar arrangements with certain investors pursuant to which the general partner grants the investor specific rights, benefits or privileges that are not made available to investors generally.

Proprium does not participate in any wrap fee programs.

As of the date hereof, Proprium had approximately \$1.9 billion in assets under management, all of which Proprium manages on a discretionary basis.

### **Fees and Compensation**

#### *Compensation and Fee Schedules*

Different Funds may be subject to different management fees and performance-based compensation arrangements. In certain circumstances, the advisory fees payable to Proprium by individual investors in the Funds may be negotiable and/or waived. Investors and prospective investors in each Fund should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees. In addition to this Brochure, all investors should review the Governing Documents for each Fund for more complete information on the fees and compensation payable with respect to a particular Fund.

With respect to the Morgan Stanley Fund, Proprium is compensated directly by the Morgan Stanley GP out of its own advisory and performance-based fees received from the Morgan Stanley Fund. As a result, investors in the Morgan Stanley Fund will pay a single advisory fee and performance-based fee to the Morgan Stanley GP and will not be responsible for paying any additional fees directly to Proprium.

With respect to a Fund other than the Morgan Stanley Fund, Proprium will typically receive an annual advisory fee, based on a percentage of such Fund’s net asset value. Additionally, the general partner of such Fund may be entitled to receive a performance-based allocation at the end of each fiscal year. Prospective investors should refer to the Governing Documents of any such Fund for more definitive information on the fees associated with an investment in such Fund.

### *Deduction of Fees; Timing of Payments*

With the exception of the Morgan Stanley Fund, Proprium is generally authorized under a Fund's Governing Documents to charge and deduct advisory fees directly from the assets of such Fund, at the times and in the amounts described in such Fund's Governing Documents. Please refer to the Governing Documents of the relevant Fund for complete information on the timing of advisory fee payments. Additionally, with the exception of the Morgan Stanley Fund, Proprium's services may generally be terminated by any Fund at any time by prior written notice to Proprium delivered by the general partner of such Fund within a reasonable period of time prior to such termination. Upon any such termination of advisory services, any prepaid, unearned fees will be promptly refunded to the applicable Fund, and any earned, unpaid fees will be due and payable.

In the case of the Morgan Stanley Fund, the Morgan Stanley GP is authorized pursuant to such Fund's Governing Documents to charge and deduct advisory fees directly from the assets of such Fund on a periodic basis as set forth in such Fund's Governing Documents. Additionally, in the case of the Morgan Stanley Fund, the Morgan Stanley GP or the limited partners of the Morgan Stanley Fund may terminate Proprium's sub-advisory services in accordance with the terms of the Sub-Advisory Agreement. Upon termination of the Sub-Advisory Agreement, any prepaid, unearned fees will be promptly refunded to the Morgan Stanley GP (determined on a pro rata basis based on the number of days that have elapsed in the applicable payment period), and any earned, unpaid fees will be due and payable.

### *Other Fees and Expenses*

With respect to a Fund, in addition to the advisory fees and performance-based compensation payable to Proprium and/or its affiliates, the Fund (and therefore, indirectly, the investors in such Fund) will incur various charges imposed by third parties directly relating to the Fund's operations. Please refer to the Governing Documents of a Fund for a description of the third party charges that may be incurred by such Fund in the course of its operations.

The section titled "Brokerage Practices" describes the factors Proprium will consider in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

### *Sales-Based Compensation*

Neither Proprium nor its supervised persons will receive any compensation as broker or agent for the sale of securities or other investment products to any Fund.

## **Performance-Based Fees and Side-by-Side Management**

### *Performance-Based Fees*

All Funds are expected to be subject to performance-based compensation arrangements. The General Partner of each Fund, will typically receive certain allocations calculated and charged based on a share of the capital appreciation of the assets of the Fund (as described more fully above under “Compensation and Fee Schedules”).

The performance-based allocation arrangements discussed above will comply with Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”). Performance-based allocations to the General Partners of the Funds are separate and distinct from the advisory fees paid to Proprium by such Fund for Proprium’s investment advisory services.

Performance-based allocation arrangements received by a Fund’s General Partner may create an incentive for Proprium to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the Governing Documents of each Fund for more complete information on the performance-based allocation arrangements of such Fund.

### *Side-by-Side Management*

As noted above under “Advisory Business,” effective March 1, 2013, the Morgan Stanley Fund has ceased making new investments, and a related person of Proprium has organized a new Fund that is intended to continue the investment strategy of the Morgan Stanley Fund. For the time being, therefore, Proprium will only be managing a single Fund that will be actively engaged in making new investments.

In the future, however, it is possible that Proprium may operate and make investments on behalf of multiple clients with similar investment strategies that may be subject to different performance-based compensation arrangements. If Proprium or an affiliate is entitled to receive a higher percentage of the net profits of the account of one client than the percentage that Proprium or an affiliate may be entitled to receive from another client with a similar investment strategy, then Proprium may have an incentive to favor, or to allocate certain riskier or more speculative investments to, the client account that is subject to the higher percentage.

To the extent the Company in the future provides investment advisory services to multiple clients on whose behalf the Company will make investments, it is the Company’s policy that all investment opportunities shall, to the extent practicable, be allocated among such clients on a basis that over time is fair and equitable to each client relative to other clients, taking into account all relevant facts and circumstances.

## **Types of Clients**

### *Types of Clients*

Proprium will provide investment advice to the Funds (including the Morgan Stanley Fund), which are pooled investment vehicles that have been or will be privately offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “1940 Act”). As a result, it is not anticipated that the Funds will be required to register as investment companies under the 1940 Act. The limited partners of the Funds may include high net-worth individuals and institutional investors (such as corporations, endowments, foundations, trusts, estates, and pension and profit sharing plans). Additionally, Proprium may, from time to time, provide customized investment advisory services to high net-worth individuals and institutional investors via separately-managed account arrangements.

Proprium and/or its affiliates may establish certain alternative investment vehicles, parallel funds, feeder funds and/or special purpose vehicles (collectively, “AIVs”) for the purpose of addressing tax, regulatory and/or structural issues, and/or facilitating certain investments by one or more Funds and/or their respective investors. Prospective investors are requested to refer to the Governing Documents of the applicable Fund for complete details on any AIV that may be established by such Fund and such Fund’s ability to make investments through AIVs.

### *Minimum Investment Requirements*

Proprium and its related persons will require that each limited partner in each of the Funds be an “accredited investor” as defined in Regulation D under the Securities Act of 1933 (the “Securities Act”). In addition, with respect to certain Funds primarily offered to institutional investors, Proprium and its related persons may also require that each limited partner in each such Fund be a “qualified purchaser” as defined in the 1940 Act.

In general, it is anticipated that the minimum investment subscription required of a new limited partner to participate in a Fund will be \$5 million. Additionally, a pre-existing limited partner seeking to make an additional subscription to a Fund will generally be subject to a \$500,000 minimum. Notwithstanding the foregoing, the general partner of a Fund may, in its sole discretion, waive these minimum investment subscription amounts with respect to any limited partner. Investors are requested to refer to the Governing Documents of a Fund for complete information on minimum investment requirements for participation in such Fund.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

### ***Investment Strategies***

As discussed above under “*Advisory Business*,” the Funds’ investment strategy is multi-asset class in nature and involves making primarily non-controlling opportunistic investments in public and private equity and fixed income securities of global real estate and real estate-related portfolio companies (including other pooled investment vehicles). Such portfolio companies may include companies that are primarily engaged in businesses focused on the ownership of, or operation of, or the provision of services relating to, real estate assets. The Funds may also, as part of their respective investment strategies, invest in securities and real estate indices and in derivatives linked to such indices and to individual real estate companies. Additionally, from time to time, the Funds may also invest to a limited extent directly in real estate and real estate-related assets or purchase controlling interests in real estate or real estate-related companies.

The Funds’ investment strategy will focus on three market opportunities: growth markets, developed markets and distressed markets.

- ***Growth Markets.*** Proprium believes that over time, early participants in growth markets may reap the benefit of significant value creation as economies and real estate markets mature. Proprium will focus on identifying opportunities in those markets where real estate operators require growth capital to enhance their business, often in order to prepare for an initial public offering. Growth capital can be in the form of both private equity and fixed income. There are a number of countries and regions which currently appear to offer a substantial opportunity to find operators requiring growth capital, including Brazil, China, India, Central and Eastern Europe, Russia, Turkey, Mexico and the Middle East-North Africa region.
- ***Developed Markets.*** Proprium will also focus on identifying opportunities in markets which have a higher level of real estate securitization than growth or distressed markets and which allow for the exploitation of mispricings between private and public real estate values. Additionally, Proprium will seek to identify “best of breed” local operators who are pursuing local “niche” strategies (*e.g.*, private hotel company, multi-family company or hard-to-access retail company) in developed markets. The United States, the United Kingdom, Australia, France, Germany, Hong Kong, Japan, South Korea, Spain and other western European countries all represent countries where these investment opportunities may exist.
- ***Distressed Markets.*** Distressed markets, which typically reflect an excess of supply over demand or periods of lagging economic growth, present potential opportunities for real estate investors. Proprium will focus on identifying opportunities in those markets with significant activity in non-performing loans, financial restructuring and corporate sales of non-strategic real estate.

### ***Methods of Analysis***

The position of a geographic market in the real estate cycle is an important consideration in Proprium's investment allocation decisions. Real estate is cyclical in nature; geographic markets are frequently at different stages in the cycle and progress through the cycle at different speeds. Proprium believes that a geographically diversified real estate portfolio mitigates risk in the portfolio because of the inclusion of investments from countries with different GDP growth, interest rates, inflation and specific market supply and demand dynamics.

Proprium will utilize macro and local market research capabilities to seek investment opportunities. Once investment opportunities have been identified, Proprium will utilize its resources to conduct in-depth analysis and due diligence of the potential investment opportunities.

Proprium's investment team will review each prospective investment to ensure it meets a return profile that it determines is appropriate for the underlying risk and market and capital structure exposure. Additionally, the investment team will work with Proprium's regional teams to determine strategic opportunities to either increase exposure to or liquidate select investments.

Proprium's regional teams will be responsible for performing due diligence on the underlying investments. Such analysis will include underwriting the potential returns and risks for such investments (including legal, tax, accounting and environmental risks), as well as regularly monitoring the value of such investments. The regional teams will assess the impact of various macro and microeconomic shifts on potential investments and make recommendations to Proprium's investment team on strategies to maximize the value of investments. Proprium's investment team will make preliminary investment decisions relating to potential Fund investments based on its review and analysis of the foregoing recommendations.

All preliminary decisions by Proprium's investment team relating to Fund investments have to be ultimately approved by Proprium's investment committee, which is comprised of senior management of Proprium.

### ***Material Risks***

The task of identifying investment opportunities and managing such investments is difficult. There can be no assurance that the Funds will be able to choose, make and/or realize any particular investment or that the Funds will be able to generate returns for their investors. Investing in a Fund involves a risk of loss that investors should be prepared to bear. Investors in the Funds should carefully consider, among other factors, the following material risks involved with Proprium's investment strategies. Investors in the Funds are requested to refer to the Governing Documents of the applicable Fund for more complete information on investment strategies employed by the Fund and the corresponding risks associated with such investment strategies.

*General Investment and Trading Risks.* The Funds will invest in and actively trade securities and other financial instruments and may invest in portfolios of real estate and real estate related assets using investment techniques with significant risk characteristics, including risks arising from the volatility of the real estate markets and private equity, private debt, public equity, public debt and other financial markets, the risks of short sales, the risks of leverage, risks arising from the potential illiquidity of the Funds' investments, including derivative instruments, the risk of loss from counterparty defaults and the risk of borrowing, including to meet redemption requests. No assurance can be given that the Funds will be able to locate suitable investment opportunities in which to deploy all of their capital. A reduction in the volatility and pricing inefficiency of the markets in which the Funds will seek to invest, as well as other market factors, may reduce the number and scope of available opportunities for the Funds' investment strategies.

*General Real Estate Investment Risks.* Investments in real estate are subject to various risks, including adverse changes in regional, national and international economic conditions, adverse local market conditions, the financial condition of tenants, buyers and sellers of properties, changes in availability of debt financing, changes in interest rates, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws and other governmental rules and fiscal policies, environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems or as to which inadequate reserves had been established, energy prices, changes in the relative popularity of property types and locations, risks due to dependence on cash flow and 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 Proprium. Investments in real estate securities are relatively illiquid, and therefore, Proprium's ability to vary a Fund's portfolio promptly in response to changes in economic or other conditions may be limited. No assurance can be given that the fair market value of any investments held by a Fund will not decrease in the future or that a Fund will recognize full value for any investments disposed of by the Fund.

*Competition for Real Estate Investments.* The business of identifying and structuring real estate transactions of the types that will be made by the Funds is competitive and involves a high degree of uncertainty. The availability of investment opportunities generally is subject to market conditions. The Funds may be competing for investment opportunities with entities that have substantially greater financial and other resources than the Funds. Those entities may be able to accept more risk than the Funds can prudently manage. Competition generally may reduce the number of suitable investment opportunities available to the Funds and increase the bargaining power of companies in which the Funds may seek to invest. The Funds may face increasing competition for attractive investments from existing and new real estate investors with similar investment objectives. Accordingly, there can be no assurance that the Funds will be able to identify and complete attractive investments in the future or that they will be able to invest their capital fully.

*Non-Controlling Interests in Companies.* The Funds will invest principally in non-controlling interests of real estate and real estate related companies. Such investments are likely to involve risks not present in investments that constitute controlling interests. For example, such investments may not give the Funds the ability to influence the management of the company or to elect a representative to the company's board of directors or other governing body. In addition, the management of the company or its shareholders may have economic or business interests, which are inconsistent with those of the Funds, and they may be in a position to take action contrary to the Funds' objectives.

*Risk of Limited Diversification.* The Funds may at certain times hold large positions in a relatively limited number of investments. A Fund could be subject to significant losses if it holds a relatively large position in a single company or a particular type of investment that declines in value, and the losses could increase even farther if the investments cannot be liquidated in a timely manner or without adverse market reaction or are otherwise adversely affected by changes in market conditions or circumstances. Investments by the Funds may be concentrated in certain types of securities and in certain geographic markets. To the extent a Fund concentrates its investments in one or more specific types of securities or geographic areas, the Fund will be subject to risks of adverse events or conditions which particularly affect the Fund's areas of concentration, and the Fund could be more adversely affected than if its investments were more diverse as to type and/or geographic location.

*Lack of Liquidity of Investments.* Given the nature of the investments the Funds may make, there is a significant risk that the Funds will be unable to realize their investment objectives by sale or other disposition at attractive prices within any given period of time or will otherwise be unable to complete any exit strategy. In particular, these risks could arise from changes in the financial condition or prospects of the person or entity in which the investment is made, changes in national or international economic conditions and changes in laws, regulations or fiscal policies of jurisdictions in which investments are made. Dispositions of investments may also be subject to limitations on transfer or other restrictions that would interfere with the subsequent disposition of such investments or adversely affect the terms that could be obtained upon any disposition thereof. In addition, it is unlikely that there will be a public market for many of the investments held by the Funds. The Funds generally will not be able to sell many of their investments publicly unless the sale is registered under applicable federal and state securities laws, or unless an exemption from such registration requirements is available. Furthermore, in some cases the Funds may be prohibited by contract from selling investments for a period of time.

*Leverage and Margin.* The Funds may from time to time use substantial amounts of leverage in its investment program. The use of significant levels of leverage increases the exposure of investments to adverse economic factors such as rising interest rates, severe economic downturns or deteriorations in the condition of a real estate investment or its

market. Leverage may take the form of borrowings pursuant to credit facilities (including commitment-based and asset-based facilities), trading on margin, use of derivative instruments that are inherently leveraged and other forms of direct and indirect borrowings. Trading securities on margin will result in interest charges and, depending on the amount of trading activity, such charges could be substantial. The amount of leverage or borrowings which the Funds may have outstanding at any time may be large in relation to their capital. Consequently, the level of interest rates generally, and the rates at which the Funds can borrow in particular, will affect the operating results of the Funds.

*Commercial/Business Risks Relating to Portfolio Companies.* Investments by the Funds in certain companies may involve a high degree of business and financial risk. Such companies may be in an early stage of development, may not have a proven operating history, may be operating at a loss or have significant variations in operating results, may be engaged in a rapidly changing business, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial condition. Companies in which the Fund invests may be highly leveraged. Leverage may have important adverse consequences to such companies and the Fund as an investor. Such companies may be subject to restrictive financial and operating covenants. Leverage may impair such companies' ability to finance their future operations and capital needs. As a result, such companies' flexibility to respond to changing business and economic conditions and to business opportunities may be limited. A leveraged company's income and net assets will tend to increase or decrease at a greater rate than if borrowed money were not used. In addition, such companies may face intense competition, including competition from companies with less leverage or greater financial resources, more extensive development, marketing and other capabilities and a larger number of qualified personnel. As such, there can be no assurance that any company in which the Funds invest or its industry sector will perform to expectations.

*Investments in Partnerships, Joint Ventures and Other Entities.* The Funds may make investments through partnerships, joint ventures or other entities, including public and private investment funds. Such investments may involve risks, including, for example, the possibility that such entities or joint venture partners of the Fund might become bankrupt, or may at any time have economic or business interests or goals which are inconsistent with those of the Funds, or that such entities or joint venture partners may be in a position to take action contrary to the Funds' objectives. In addition, the Fund may be liable for actions of its joint venture partners. While Proprium will review the qualifications and previous experience of such entities and joint venture partners, it generally does not expect to undertake private investigations with respect to prospective entities or joint venture partners, or to obtain financial information from joint venture partners.

Although Proprium will monitor the performance of the Funds' investments, it is primarily the responsibility of third-party corporate management teams, joint venture partners and third-party managers to operate on a day-to-day basis investments the Funds

makes through partnerships, joint ventures or other entities. There can be no assurance that such management teams, joint venture partners or managers will be able to operate such investments successfully.

*Non-U.S. Investments.* The Funds will make investments in a number of different countries. Investments may be made in countries or economies that may prove unstable. In certain countries in which the Fund may invest, there exists the possibility of investor taxation and political, economic and social instability and the risk of adverse political developments, including nationalization, expropriation or confiscation without fair compensation, terrorism or war. In addition, governments from time to time impose restrictions intended to prevent capital flight, which may, for example, involve punitive taxation (including high withholding taxes) on certain securities transfers or the imposition of exchange controls making it difficult or impossible to exchange or repatriate foreign currency, which could adversely affect the Funds.

Securities markets of certain countries in which the Funds may invest may be substantially less liquid and have greater volatility and greater fluctuations in the rate of exchange between currencies and costs associated with currency conversions than other countries. Moreover, brokerage commissions, custodial services and other costs relating to investment in international securities markets generally may be more expensive than those of other countries. In addition, clearance and settlement procedures may differ from country to country and, in certain markets, such procedures have been unable to keep pace with the volume of securities transactions, thus making it difficult to conduct such transactions.

Furthermore, individual economies may differ in such respects as growth of gross national product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments position.

It also may be difficult to obtain and enforce a judgment in courts of certain countries. Laws and regulations differ from country to country. Investments in certain countries may require significant government approvals under corporate, securities, exchange control, investment and other similar laws and may require financing and structuring alternatives that differ significantly from those in other countries. Moreover, because of different accounting, auditing and financial reporting standards, practices and requirements, there may be different types of, and lower quality, information available about entities of certain countries as compared to entities of other countries. Different countries also have varying degrees of regulation of their securities markets, and such securities markets may provide different levels of protection.

*Emerging Markets.* The Funds may make investments in countries that are considered "emerging markets." In addition to the risks described above under "Non-U.S. Investments," investors should consider a number of risks associated with investments in emerging markets countries, including, but not limited to those summarized below.

Governments of many emerging markets countries have exercised and continue to exercise substantial influence over many aspects of the private sector. In some cases, the government owns or controls many companies, including some of the largest in the country. Accordingly, government actions could have a significant effect on economic and market conditions in an emerging markets country than in a developed country. Moreover, the economies of emerging markets countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade.

Some emerging markets countries have laws and regulations that currently limit or preclude direct foreign investment in real estate or the securities of their companies. Prior government approval for foreign investments may be required under certain circumstances in some emerging markets countries and the process of obtaining these approvals may require a significant expenditure of time and resources. Repatriation of investment income, capital and the proceeds of sale by foreign investors may require governmental registration and approval in some emerging markets countries. Furthermore, investments in emerging markets country companies may require significant government approvals under corporate, securities, exchange control, foreign investment and other similar laws and may require financing and structuring alternatives that differ significantly from those customarily used in more developed countries. In addition, in certain countries, such laws and regulations have been subject to frequent and unforeseen change potentially exposing the Funds to restrictions, taxes and other obligations that were not anticipated at the time the initial investments were made.

Many emerging markets do not have developed legal frameworks. In particular, many emerging markets do not have well-developed shareholder rights, which could adversely affect the Funds' minority investments. In addition, many emerging markets provide inadequate legal remedies for breaches of contract.

With respect to companies that keep accounting records in local currency, inflation accounting rules in some emerging markets countries require, for both tax and accounting purposes, that certain assets and liabilities be restated on the company's balance sheet in order to express items in terms of currency of constant purchasing power. As a result, financial data may be materially affected by restatements for inflation and may not accurately reflect the real condition of real estate, companies and securities markets. Accordingly, the Funds' ability to conduct due diligence in connection with potential investments and to monitor investments after their acquisition may be adversely affected by these factors.

*Interest Rate Risk.* Changes in interest rates may adversely affect a Fund's investments. Changes in the general level of interest rates can affect a Fund's income by affecting the spread between the income on its assets and the expense of its interest-bearing liabilities,

as well as, among other things, the value of its interest earning assets and its ability to realize gains from the sale of assets. Interest rates are highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the control of the Fund. A Fund may finance its activities with both fixed and floating rate debt. With respect to its floating rate debt, a Fund's performance may be affected adversely if the Fund fails to limit the effects of changes in interest rates on its operations by employing an effective hedging strategy, including engaging in interest rate swaps, caps, floors or other interest rate contracts, or buying and selling interest rate futures or options on such futures.

*Currency Risk.* The Funds' investments may be denominated in currencies other than the U.S. dollar. However, the Funds' investment objective will be to target attractive risk-adjusted returns through the various global real estate market cycles in U.S. dollars. Accordingly, fluctuations in exchange rates between the U.S. dollar and the relevant local currencies, costs of conversion and exchange control regulations will directly affect the value of the Funds' investments and the ultimate rate of return realized by investors in the Funds.

*Hedging Risk.* The Funds may employ hedging techniques. These techniques could involve a variety of derivative transactions, including futures contracts, exchange-listed and over-the-counter put and call options on securities, financial indices, forward foreign currency contracts and various interest rate transactions (collectively, "Hedging Instruments"). Hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of Hedging Instruments and price movements in the position being hedged creates the possibility that losses on the hedging instrument may be greater than gains or losses in the value of the Funds' positions. In addition, certain Hedging Instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, a Fund may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. Although the contemplated use of Hedging Instruments is intended to minimize the risk of loss due to a decline in the value of the hedged position, at the same time they tend to limit any potential gain, which might result from an increase in the value of such position. A Fund's ability to hedge successfully will depend on Proprium's ability to predict pertinent market movements, which cannot be assured.

### **Disciplinary Information**

Neither Proprium nor any of its principals have been the subject of any material legal proceeding required to be disclosed in response to this item.

## **Other Financial Industry Activities and Affiliations**

### *Registered Broker-Dealers*

Neither Proprium nor its management persons are registered as a broker-dealer or a registered representative of a broker-dealer. In addition, Proprium and its management persons are not affiliated with any broker-dealer, bank or other financial services firm.

### *Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors*

Neither Proprium nor any of its management persons are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

### *Relationships with Related Persons*

As discussed in the section titled “Participation or Interest in Client Transactions; Personal Trading,” Proprium and its related persons will, directly or indirectly, serve as the general partner, limited partners and/or managing members/general partners of the general partner of each of the Funds (except the Morgan Stanley Fund). Proprium and its related persons may spend substantially all of their business time on one or more of the Funds as required pursuant to the terms of each Fund’s Governing Document. Investors are requested to refer to the Governing Documents of each Fund for more complete information on the requisite time commitments of Proprium and its related persons to the Funds.

Employees of Proprium and its affiliates may serve as officers, advisors, directors or in comparable management functions for portfolio companies in which the Funds invest, or provide other services to portfolio companies, and may receive compensation in connection therewith. Employees of Proprium may also from time to time serve on the board of directors or a creditors committee of a portfolio company, or be given access for other reasons to confidential information relating to companies in which the Funds invest. As a result, the Funds may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or securities of such a portfolio company, which prohibition may have an adverse effect on the Funds. The above individuals may spend a substantial portion of their time with these related activities.

### *Relationship with Morgan Stanley*

As discussed above under “Advisory Business,” in connection with the Proprium Founders’ departure from Morgan Stanley, Proprium has agreed to continue to provide investment advisory services to the Morgan Stanley Fund, which is, at present, Proprium’s primary client. Until Proprium is able to raise sufficient capital from investors in additional Funds or from other client accounts, it is expected that a significant portion of Proprium’s revenues will be derived from the sub-advisory fees

Proprium will receive from the Morgan Stanley GP with respect to the Morgan Stanley Fund. As discussed above under “*Fees and Compensation*,” the Sub-Advisory Agreement with respect to the Morgan Stanley Fund may be terminated by the Morgan Stanley GP or the Morgan Stanley Fund’s limited partners in accordance with the terms of such agreement. Additionally, it is expected that during an initial transition period, pursuant to a negotiated transition services agreement between Proprium and Morgan Stanley, Proprium will continue to rely on Morgan Stanley for certain administrative/back-office services relating to Proprium’s advisory business.

#### *Selection or Recommendation of Other Advisers*

From time to time, Proprium may invest a portion of a Fund’s assets in pooled investment vehicles managed by unaffiliated third-party investment advisers consistent with such Fund’s investment strategy, investment guidelines and investment restrictions. Except in the case of such investments, Proprium does not recommend or select other investment advisers for its Funds. Further, Proprium does not have any other business relationships with other advisers that would create a material conflict of interest in relation to the Funds.

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### *Code of Ethics*

Proprium has adopted a Code of Ethics under Rule 204A-1 of the Advisers Act expressing Proprium’s commitment to ethical conduct. Proprium’s Code of Ethics describes its fiduciary duties and responsibilities to its clients, and sets forth Proprium’s (i) policies on receipt of gifts by employees and campaign contributions and (ii) practice of monitoring the personal securities transactions of supervised persons with access to client investment recommendations. Under Proprium’s Code of Ethics, all supervised personnel have a duty to act only in the best interests of the Funds and all potential conflicts and violations of the Code of Ethics must be promptly reported to Proprium’s Chief Compliance Officer (“CCO”). All supervised personnel must acknowledge the terms of the Code of Ethics annually, or as amended. It is the expressed policy of Proprium that no person employed by Proprium shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Proprium requires that anyone associated with its advisory practices with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the CCO. Proprium requires such “access persons” to also receive approval from the CCO prior to making certain types of investments, including, but not limited to, investments in any initial public offerings or private placements. Additionally, to ensure that client interests are placed above the personal interests of such access persons, Proprium’s Code of Ethics

generally prohibits access persons from transacting in the securities of an issuer which is either: (i) the subject of a current or prospective portfolio investment by a Fund or other client account or (ii) materially related to the issuer of a portfolio company a Fund or other client account has invested in or proposes to invest in.

In an effort to prevent inappropriate securities transactions by Proprium's personnel, the CCO will from time to time establish and make available a list of restricted securities. The restricted securities list will be updated periodically and will include all securities where Proprium has, or is in a position, to receive material non-public information about the issuers of such securities as a result of a special relationship between Proprium (or an access person of Proprium) and such issuers or otherwise. Access persons are strictly prohibited from trading on their own behalf in restricted securities without obtaining the prior written approval of the CCO.

Proprium requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. Proprium's Code of Ethics also sets forth Proprium's policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to discipline or termination.

Proprium will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

#### *Participation or Interest in Client Transactions; Personal Trading*

As general partners, limited partners or managing members of the general partners of each of the Funds, Proprium and its related persons will have indirect beneficial interests in the securities owned by the Funds and will share in any profits and losses generated by the Funds' investments. Moreover, in certain situations, related persons of Proprium may hold or purchase interests in the same portfolio investments held by one or more Funds. All such transactions are subject to compliance with Proprium's Code of Ethics as described above and the Governing Documents of the applicable Funds. Any access person who has or acquires ownership of an issuer through a private placement (excluding any indirect investment in an issuer via a direct or indirect interest in a Fund) must affirmatively disclose that interest to the CCO if such access person is involved in considering or determining any subsequent investment decision regarding an investment by a Fund in any security of that issuer or an affiliate.

Proprium and/or certain related persons of Proprium may, on rare occasions, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Funds in connection with certain "warehousing" or investment transactions, provided that the sale is consistent with Proprium's fiduciary obligations to the Funds. Such transactions will be fully disclosed and the written consent of the appropriate Fund (which, in certain circumstances, may be provided by the Fund's advisory committee) will be obtained prior to the consummation of any such transactions

in accordance with Section 206(3) of the Advisers Act to the extent that such transactions constitute “principal transactions” under Section 206(3).

Moreover, Proprium may, in limited instances, cause a Fund to engage in “cross transactions” via the purchase or acquisition of a security from, or the sale or transfer of a security to, another Fund, provided that the transfer is consistent with Proprium’s fiduciary obligations to each Fund participating in the cross transaction.

While Proprium endeavors at all times to act in the best interests of the Funds, investors should be aware that such transactions described above create a potential conflict of interest.

### **Brokerage Practices**

#### *Discretionary Brokerage*

The Funds invest primarily in privately negotiated real estate investments, although they may acquire, sell or distribute public securities on occasion. When selecting real estate investment opportunities for the Funds, Proprium believes it satisfies its best execution responsibilities through negotiation of the terms of the investment.

With respect to those limited instances in which Proprium has discretionary power to purchase or sell or distribute publicly traded securities on behalf of the Funds through a broker-dealer, Proprium will seek to satisfy its best execution obligation by considering all relevant facts and circumstances, including the price and size of the order, the trading characteristics of the securities involved, the value of research provided by each broker, the broker’s execution abilities, commission rates, and financial responsibility and responsiveness. Subject to the investment objectives, policies and restrictions of each Fund as set forth in such Fund’s Governing Documents, and Proprium’s duty to obtain best execution for such Fund, Proprium will generally have discretionary authority to: (i) select the broker or dealer to be used to execute transactions in securities on behalf of the Fund (which may, but need not, be a broker-dealer affiliated with Morgan Stanley) and (ii) negotiate the commission cost to be paid to such broker or dealer.

On at least an annual basis, the CCO will evaluate broker-dealers that provide services to Proprium (or that are under consideration by Proprium) to determine whether such broker-dealers continue to provide services that maximize value for Proprium’s clients.

#### *Research and Other Soft Dollar Benefits*

Proprium will not engage in soft dollar arrangements with respect to securities transactions for the Funds.

#### *Brokerage for Client Referrals*

Proprium will not consider referrals of investors to the Funds in determining its selection of brokers or dealers.

### *Trade Aggregation*

Although Proprium does not expect to trade in public securities on a regular basis, in those limited circumstances where Proprium trades in public securities, Proprium will, to the extent possible, generally place a combined order for two or more Funds it manages that are engaged in the purchase or sale of the same security if, in its good faith determination, joint execution would be consistent with its duty to seek best execution, consistent with the terms of the participating Funds' Governing Documents, and otherwise in the best interest of the Funds.

### **Review of Accounts**

#### *Review of Client Accounts*

Proprium will continuously monitor portfolio investments on behalf of each Fund. Investments will be reviewed in the context of each Fund's stated investment objectives and guidelines as set forth in the Governing Documents of such Fund and each Fund's investment performance. Proprium's senior management will meet regularly to determine and review overall investment objectives, risk tolerance and other information relevant to the Funds.

#### *Reports to Clients*

The General Partners of each Fund will distribute quarterly and annually written reports to their respective limited partners. Annual reports of a Fund generally contain an individual capital account statement of each limited partner as of the end of such fiscal year, certain descriptive information relating to such Fund's investments and the audited financial statements of such Fund. The Quarterly reports of a Fund will generally contain financial statements of such Fund for the applicable fiscal quarter and certain descriptive information relating to such Fund's investments. The General Partner of a Fund may, in certain circumstances, agree to provide a limited partner with additional tax-related information related to such Fund and its investments, including for purposes of: (i) assisting such limited partner in filing for tax refunds or (ii) such limited partner's tax planning.

Investors are requested to refer to the Governing Documents of each Fund for further information on the reports provided by a particular Fund to its investors.

### **Client Referrals and Other Compensation**

#### *Third Party Compensation for Client Referrals*

Proprium and related persons of Proprium may enter into cash compensation arrangements with unaffiliated placement agents or third parties for introducing investors to a Fund. In accordance with the terms of the relevant Fund's Governing Documents, any sales charge associated therewith will ultimately be payable by Proprium and/or its

related persons, either directly or through an offset of the advisory fee payable by the relevant Fund to Proprium. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party.

Proprium endeavors at all times to put the interests of the Funds first as part of Proprium's fiduciary duty. Nevertheless, the receipt of compensation by the placement agents creates a potential conflict of interest, and may affect the judgment of placement agents when referring potential investors to Proprium and the Funds.

### **Custody**

Proprium will not have physical custody of any client assets. However, it is anticipated that Proprium will be deemed to have constructive custody of the assets of the Funds as a result of its authority over the Funds.

It is Proprium's policy to cause each Fund with assets over which Proprium is deemed to have "custody" to be audited annually and distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP") except as otherwise permitted pursuant to relevant SEC guidance, to investors no later than 120 days after the end of each fiscal year. In addition, upon the final liquidation of any such Fund, Proprium will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Fund to all investors promptly after completion of the audit.

### **Investment Discretion**

Subject to the investment objectives, policies and restrictions of each Fund as set forth in the Governing Documents of such Fund, Proprium will have discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Fund, including the selection of, and commissions paid to, broker-dealers. Proprium is provided with this authority pursuant to a limited power of attorney granted to it by each Fund's limited partners via such Fund's Governing Documents.

### **Voting Client Securities**

Because Proprium will accept authority to vote securities held by a Fund, it has adopted policies and procedures (the "Proxy Voting Policies and Procedures") that have been designed to ensure that Proprium complies with the requirements of Rule 206(4)-6 and Rule 204-2(c)(2) under the Advisers Act, and reflect Proprium's commitment to vote all Fund securities for which it exercises voting authority in a manner consistent with the best interest of the Funds.

Proprium monitors the performance, activities and events related to each Fund investment. When exercising its voting authority over client securities, Proprium will

consider such information, evaluate other issues that could have an impact on the value of the security and votes with a view toward maximizing overall value. Proprium votes all proxies in a prudent manner, considering the prevailing circumstances at such time, and in a manner consistent with the Proxy Voting Policies and Procedures and Proprium's fiduciary duties to its clients.

Proprium reviews each proposal submitted for a vote on a case-by-case basis to determine whether it is in the best interest of the client. As a result, depending on the client's particular circumstances, Proprium may vote one client's securities differently than it votes those of another client, or may vote differently on various proposals, even though the securities or proposals are similar (or identical). In some instances, Proprium may determine that it is in the client's best interest for Proprium to "abstain" from voting or not to vote at all, and will do so accordingly.

The following proxy voting procedures will be performed when proxy voting materials are received with respect to an investment:

- The investment professionals who are responsible for such investment will review the current performance, activities and events related to the investment and will ensure that Proprium has received all necessary voting materials.
- The investment professionals, after consultation with senior management, the CCO and outside counsel, as appropriate, will determine how the securities should be voted.
- The investment professionals will ensure that the voting and/or consent materials are completed and returned on time (unless it has been decided that it is in the client's best interests for Proprium to abstain from voting on such matter).

Prior to exercising its voting authority, Proprium, in consultation with senior management, the CCO and outside counsel, as appropriate, will review the relevant facts and determines whether or not a material conflict of interest may arise due to business, personal or family relationships of Proprium, its owners, its employees or its related persons, with persons having an interest in the outcome of the vote. If a material conflict exists, Proprium will takes steps to ensure that its voting decision is based on the best interests of the client and is not a product of the conflict. Proprium may, at its discretion, (A) seek the advice of the applicable advisory board in voting such security (if any); (B) disclose the conflict of interest to the client and defer to the client's voting recommendation; (C) defer to the voting recommendation of an independent third party provider of proxy voting services; and/or (D) take such other action in good faith (in consultation with Proprium's outside counsel) which would serve the best interest of the client. Depending on the particular circumstances involved, the appropriate resolution of one conflict of interest may differ from the resolution of another conflict of interest, even though the general facts underlying both conflicts may be similar (or identical).

Proprium will promptly deliver to each client upon written request a complete copy of its Proxy Voting Policies and Procedures and/or information on how it voted proxies for the applicable Fund(s).

**Financial Information**

Not applicable.