

SUTTER CAPITAL MANAGMENT, LLC

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MARCH 18, 2014

This Brochure provides information about the qualifications and business practices of [Sutter Capital Management, LLC](#). If you have any questions about the contents of this Brochure, please contact us at 925-631-9100/investors@mackenziecapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

[Sutter Capital Management, LLC](#) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about [Sutter Capital Management, LLC](#) also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 18, 2014, is a document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Chip Patterson, Managing Director at 925-631-9100 or chip@mackenziecapital.com.

Additional information about Sutter Capital Management, LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Sutter Capital Management, LLC who are registered, or are required to be registered, as investment adviser representatives of Sutter Capital Management, LLC.

Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation.....	1
Item 6 – Performance-Based Fees and Side-By-Side Management.....	2
Item 7 – Types of Clients	3
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	3
Item 9 – Disciplinary Information.....	3
Item 10 – Other Financial Industry Activities and Affiliations	4
Item 11 – Code of Ethics.....	4
Item 12 – Brokerage Practices	6
Item 13 – Review of Accounts	6
Item 14 – Client Referrals and Other Compensation	7
Item 15 – Custody.....	7
Item 16 – Investment Discretion	7
Item 17 – Voting Client Securities	8
Item 18 – Financial Information	8
Item 19 – Requirements for State-Registered Advisers	8
Brochure Supplement(s)	

Item 4 – Advisory Business

Sutter Capital Management, LLC has been acting as an Investment Adviser to clients since 2005. MCM Advisers, LP is the principal owner owning 100% of Sutter Capital Management, LLC. MPF Principals, LP and MPF Founders, LP are the principal owners owning 25% or more of MCM Advisers, LP. C.E. Patterson and Berniece Patterson own approximately 72% of MPF Founders, LP and 22% of MPF Principals, LP.

Sutter Capital Management, LLC's advice is furnished on appropriate investments for limited partnerships and limited liability companies investing in real estate investment trusts and secondary market investments in limited liability companies, corporations, and limited partnerships. The adviser, through in-house and outside independent contractors' research and property inspections, generates research reports. Most investments researched are in real estate. Compensation is set by negotiations and written contacts with investment funds. With investors who are qualified to pay performance-based fees under the Investment Advisers Act of 1940, performance fees may be charged. Fees are negotiable. Clients are not requested to pay before work is done. Agreements can be terminated 30 days after receipt of a notice of cancellation from either party to the agreement, subject to contractual buy-out provisions. The client should be aware that comparable investment advisory services may be available for lower fees from other sources. Fees are payable monthly for services rendered during the following month. As contracts have 30-day cancellation clauses, no account will be terminated less than 30 days following the payment of monthly fee.

As of March 18, 2014, Sutter Capital Management, LLC managed 3 clients on a discretionary basis with a total of \$4,284,570 in assets and does not manage any clients on a non-discretionary basis.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by Sutter Capital Management, LLC is established in a client's written agreement with Sutter Capital Management, LLC. Sutter Capital Management, LLC will generally bill its fees on a quarterly basis. Clients may elect to be billed in advance or arrears each calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account,

any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Sutter Capital Management, LLC's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds (as well as many other investments in pooled investment vehicles) also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Sutter Capital Management, LLC fee, and Sutter Capital Management, LLC does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Sutter Capital Management, LLC considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

In some cases, Sutter Capital Management, LLC has entered into performance fee arrangements with qualified clients: such fees are subject to negotiation with each such client at the inception of the investment fund. Sutter Capital Management, LLC will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Sutter Capital Management, LLC shall include realized capital gains and losses. Performance based fee arrangements may create an incentive for Sutter Capital Management, LLC to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Sutter Capital Management, LLC has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients. It allocates trades according to a written trade allocation policy, which determines which clients are entitled to purchase which assets, with the intent being that this conflict is avoided.

Item 7 – Types of Clients

Sutter Capital Management, LLC provides portfolio management services to limited partnerships and limited liability companies.

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

Sutter Capital Management, LLC will perform a detailed analysis of the securities it believes may be suitable for acquisition by the client. Sutter Capital Management, LLC will review information obtained from various sources, including the seller, the issuer, real estate publications, SEC filings, state securities filings, and other materials. During the detailed evaluation, Sutter Capital Management, LLC may use a number of procedures, some of which are described below, although such procedures will not necessarily be followed in all cases. First, Sutter Capital Management, LLC will estimate the current value of the real estate owned by the issuer of the security based on (i) a capitalization at the estimated market rate of the net operating income of the real estate, (ii) an estimation of the market value of the real estate, and/or; (iii) any other evaluation method deemed to be appropriate. Second, Sutter Capital Management, LLC will deduct the estimated selling costs and commissions, based on the assumption that the real estate is sold, to determine the net value of the issuer's real estate interests. Third, Sutter Capital Management, LLC will estimate the net equity value of the issuer's securities by adjusting the aggregate net value of its real estate to take into account (i) other assets of the issuer, (ii) the issuer's liabilities, (iii) the amount of seller financing that may be required to sell the issuer's real estate, (iv) the estimated amount of time it may take to sell the real estate, and (v) an allowance for any uncertainty based on incomplete or conflicting information. Fourth, Sutter Capital Management, LLC will determine the net equity value per unit or share by dividing the aggregate net equity value of all of the outstanding securities of the issuer by the number of outstanding securities. Fifth, Sutter Capital Management, LLC may adjust the net equity value per unit to take into account the illiquid position of a security holder.

Investing in securities involves risk of loss that clients should be prepared to bear. Sutter Capital Management, LLC may make errors in its calculations and estimates. If it does, this could result in loss of potential profit or loss of invested capital. Many of these risks are discussed in the private placement memoranda previously distributed to investors in the clients.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Sutter Capital Management, LLC or the integrity of Sutter Capital Management, LLC's management. Sutter Capital Management, LLC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Sutter Capital Management, LLC's executive officers' business also includes providing administrative services to limited liability companies and limited partnerships, acting as managing member of limited liability companies and general partner to limited partnerships, property management, and managing nursing homes. Sutter Capital Management, LLC is owned by MCM Advisers, LP, an SEC registered Investment Adviser (SEC File No. 801-50572).

Sutter Capital Management, LLC does not intend to offer services to the general public, restricting its advisory services to existing clients who are private investment limited partnerships and limited liability companies. Full disclosure of the relationship between Sutter Capital Management, LLC and its affiliates is available to individual investors in such investment funds.

Item 11 – Code of Ethics

Sutter Capital Management, LLC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, and personal securities trading procedures, among other things. All supervised persons at Sutter Capital Management, LLC must acknowledge the terms of the Code of Ethics annually, or as amended.

Sutter Capital Management, LLC anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Sutter Capital Management, LLC has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Sutter Capital Management, LLC, its affiliates and/or clients, directly or indirectly, have a position of interest. Sutter Capital Management, LLC's employees and persons associated with Sutter Capital Management, LLC are required to follow Sutter Capital Management, LLC's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Sutter Capital Management, LLC and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Sutter Capital Management, LLC's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Sutter Capital Management, LLC will not interfere with (i) making decisions in the best interest of

advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of [Sutter Capital Management, LLC](#)'s clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between [Sutter Capital Management, LLC](#) and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with [Sutter Capital Management, LLC](#)'s obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Sutter Capital Management, LLC will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

[Sutter Capital Management, LLC](#)'s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Chip Patterson.

It is [Sutter Capital Management, LLC](#)'s may affect principal cross securities transactions for client accounts, but will not affect agency cross transactions. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

Item 12 – Brokerage Practices

The majority of securities recommended by Sutter Capital Management, LLC are real estate securities traded in the informal secondary market, although some are listed on a national exchange. For securities listed on a national exchange, Sutter Capital Management, LLC will normally place orders through E*TRADE or Western International Securities, FINRA-registered broker/dealers, although under circumstances where Sutter Capital Management, LLC believes it beneficial to its clients, other broker/dealers will be used. For securities purchased in the informal secondary market for real estate securities, Sutter Capital Management, LLC will use one of approximately ten different broker/dealers who specialize in services in the market. While some services such as research and assistance with administration details are provided by these firms, no formal arrangement exists, and orders are placed depending on availability of bids or offers of securities at prices which meet the criteria of Sutter Capital Management, LLC. While it is possible that Sutter Capital Management, LLC will place security orders with broker/dealers at commission rates higher than offered by others in return for services, Sutter Capital Management, LLC does not anticipate such occurrences except under unusual circumstances which provide significant benefits to Sutter Capital Management, LLC's clients. One possible circumstance would be when Sutter Capital Management, LLC employs the assistance of a broker dealer in the solicitation by mail or telephone of specific real estate security interest, in such case, a larger than competitive commission might be paid to reimburse the broker/dealer for the exceptional cost of effort involved in the solicitation.

Item 13 – Review of Accounts

Robert Dixon, Managing Director and Chief Investment Officer of Sutter Capital Management, LLC, reviews each client's account at least quarterly to assure that the portfolio of investment meets with the stated objectives of the client and/or to determine if any investment ought to be purchased or sold. An extensive review and report to clients is made quarterly in writing including the presentation of unaudited financial reports. Total clients to which Sutter Capital Management, LLC has an advisory relationship is four and the review function is solely allocated to Mr. Dixon.

Item 14 – Client Referrals and Other Compensation

Sutter Capital Management, LLC does not have any applicable arrangements for this item.

Item 15 – Custody

Sutter Capital Management LLC's affiliate, MacKenzie Capital Management, LP, has custody of client funds and securities. The funds and securities are all held by qualified custodians, who send quarterly or monthly account statements directly to clients. On behalf of such clients, MacKenzie Capital Management, LP carefully reviews those statements.

Investors in our clients also receive account statements from MacKenzie Capital Management, LP, and under the Investment Advisers Act, MacKenzie Capital Management, LP has retained Moss Adams, LLP to audit 2 of the clients on a yearly basis. Such audited financial statements will be mailed to the investors of such clients after they are completed. Sutter Capital Management, LLC urges investors in its clients to compare the account statements they receive from the auditor with those they receive from MacKenzie Capital Management, LP. For the other client, the qualified custodians send quarterly or monthly account statements directly to the investors in the clients, and Novogradac & Co. conducts a surprise audit yearly.

Item 16 – Investment Discretion

Sutter Capital Management, LLC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, **Sutter Capital Management, LLC** observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to **Sutter Capital Management, LLC** in writing.

Item 17 – Voting *Client* Securities

Whenever **Sutter Capital Management, LLC** or its affiliate is in a position to vote proxies on behalf of its clients, Sutter Capital Management, LLC or its affiliate will determine whether or not the matters are of sufficient importance to vote, and if so, will follow the guidelines set forth in its compliance manual, as summarized below. As a general rule it will not vote proxies for individual clients, and contracts with such clients will so state. In the event a client desires Sutter Capital Management, LLC to vote proxies, the contract will provide for such voting.

Generally, Sutter Capital Management, LLC will generally vote as follows: (i) in favor of the management-proposed slate of directors or for limited liability of directors; (ii) to ratify its choice of independent auditors; (iii) in accordance with the management on changes in corporate structure or stock splits; (iv) in favor of proposals that give shareholders a greater voice in the affairs of a company and oppose any measure that seeks to limit such rights; (v) in favor proposals that promote transparency and accountability. We believe proxy votes dealing with corporate reorganizations are an extension of the investment decision. Accordingly, we will analyze such proposals on a case-by-case basis and vote in accordance with our perception of our Funds' interests. We will review proposals related to social, political and environmental issues to determine whether they may adversely affect shareholder value. We may abstain from voting on such proposals where they do not have a readily determinable financial impact on shareholder value.

Clients may obtain a copy of **Sutter Capital Management, LLC's** complete proxy voting policies and procedures upon request. Clients may also obtain information from **Sutter Capital Management, LLC** about how it voted any proxies on behalf of their account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about **Sutter Capital Management, LLC's** financial condition. **Sutter Capital Management, LLC** has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.