



Item 1 – Cover Page

## LGT CLERESTORY LLC

Form ADV Part 2A  
("Brochure")

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This Brochure (also known as Form ADV Part 2A) provides information about the qualifications and business practices of LGT Clerestory LLC ("**LGT Clerestory**"), a Delaware limited liability company. If you have any questions about the contents of this Brochure, please contact us at +1(212) 336-0650. 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.

LGT Clerestory is a registered investment adviser with the SEC. 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 LGT Clerestory also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable CRD number for LGT Clerestory is 144083.

## **Item 2 - Material Changes**

This item only discusses specific material changes that are made to this Brochure after it has been filed and provides clients with a summary of such changes. Our current ADV Part 2 will be available to you 24 hours a day through the SEC's Investment Adviser Disclosure website. Additionally, pursuant to the SEC rules, we will ensure that within one hundred twenty (120) days of the close of the business' fiscal year you receive either: (i) a copy of our form ADV Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV Part 2. We may further provide other ongoing disclosure information about material changes as necessary.

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

Since our last annual filing on March 31, 2014, we have made the following material changes to our Form ADV Part 2A:

- Our Form ADV Part 2A has been revised to reflect updated information pertaining to our assets under management.
- Our Form ADV Part 2A has been revised to provide update to Item 10 - LGT Clerestory's Other Financial Industry Activities and Affiliations.

We urge all recipients of this Brochure to read it carefully in its entirety.

### **Item 3 - Table of Contents**

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#### **Item 4 - Advisory Business**

LGT Clerestory, formerly known as Clerestory Capital Advisors, LLC, was formed on March 29, 2007. In 2008, LGT Clerestory sponsored Clerestory Small Cap Real Estate Fund I, its first real estate fund and formed Clerestory Small Cap Real Estate Fund I GP, LLC, a Delaware limited liability company to serve as a general partner of the fund. LGT intends to sponsor additional funds in the future.

LGT Clerestory's principal business is to provide real estate investment advisory services to the current fund and any future sponsored funds (individually a "Fund" and collectively the "Funds").

LGT Clerestory identifies real estate funds worldwide, direct and indirect real estate investments and limited partnership interests on the secondary market for the Funds. LGT Clerestory manages the acquisition, management, monitoring and disposition of the Fund's investments. Although the Fund initially determines an investor's eligibility for investment in the Fund, the individual needs of investors in the Fund are not a basis of investment decisions by LGT Clerestory. Investment advice is provided directly to the Fund on a discretionary basis and not individually to its investors.

As of June 2014, LGT Clerestory has assets under management of US\$ 137.3 million on a discretionary basis and US\$ 97.9 million on a non-discretionary basis.

***Persons reviewing this Brochure should not construe this as an offer to sell or solicitation of an offer to buy the securities of any of the Funds described herein. Any such offer or solicitation will be made to qualified investors only by means of a confidential private placement memorandum and only in those jurisdictions where permitted by law.***

On November 30, 2012, ownership of LGT Clerestory LLC was transferred to LGT Capital Partners Holding (USA) Inc. ("LGT CP Holding"), a company incorporated under the laws of the State of Delaware. LGT CP Holding is a wholly-owned subsidiary of LGT Capital Partners, Ltd. ("LGT CP Pfaeffikon"), an exempt reporting adviser located in Pfaeffikon, Switzerland. LGT CP Pfaeffikon is a wholly-owned subsidiary of LGT Holding International, which is LGT Holding Denmark ApS, which is wholly-owned by LGT Holding (Malaysia) Limited, which in turn is wholly-owned by LGT Group Foundation ("LGT Group"). LGT Group is 100% controlled by the Prince of Liechtenstein Foundation.

H.S.H. Reigning Prince Hans-Adam II. von und zu Liechtenstein is the main beneficiary of the Prince of Liechtenstein Foundation.

#### **Item 5 - Fees and Compensation**

LGT Clerestory is entitled to some or all of the following fees from the Funds under its management:

- (i) an annual fund management fee (the "Management Fee"), paid quarterly in advance and calculated on commitment capital during the investment period and on invested capital thereafter;
- (ii) a performance fee (the "Performance Fee") calculated as a share of a portion of actual distributions.

Any refunds on pre-paid fees will be made on a pro rata basis as determined by LGT Clerestory in its sole discretion in accordance with the terms of any applicable limited partnership agreement.

LGT Clerestory and its supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or services fees in connection with the Fund's investments.

LGT Clerestory is in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "Advisers Act") with respect to investors for which such Rule must be complied with as provided in Section 205(b) of the Advisers Act.

Other expenses paid by the Funds include expenses normally incurred in operating a private equity style investment partnership such as professional fees, organizational expenses, investment pursuit costs, occasional brokerage costs (see the "Brokerage Practices" section of this brochure for additional information) and other administrative costs.

LGT Clerestory and certain individuals, by virtue of their indirect ownership of LGT Clerestory and of one or more entities that serve as the managing member of certain General Partner affiliates ("GP Holding Company Affiliates"), have, collectively, an ownership interest in the Management Fees and Performance Fees paid by each Client.

The General Partner of the Fund is entitled to share in the capital appreciation or profits of the applicable private fund, as described in the Performance Fee descriptions referenced above. The General Partner may, at its discretion, directly or indirectly, make an investment in the Fund and, therefore, participates pro rata in the investments of the Fund in accordance with its capital account therein.

## **Item 6 - Performance Based Fees and Side by Side Management**

All Funds advised by LGT Clerestory are subject to Performance Fee, as described above. Such fees are also described in each Fund's Limited Partnership Agreement.

All Funds pay performance fees, therefore no conflicts arise regarding managing accounts that do not pay Performance Fees.

LGT Clerestory will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The existence of LGT Clerestory's Performance Fee may create an incentive for LGT Clerestory to make more speculative investments than it would otherwise make in the absence of such

performance-based payments. Additionally, performance fee arrangements can create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. LGT Clerestory manages this potential conflict of interest by ensuring that no single person makes investment decisions for any Fund. Instead, investment decisions are made by the investment committee. Further, LGT Clerestory has procedures designed and implemented to ensure that all Funds are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Funds to the extent it arises.

### **Parallel Funds**

LGT Clerestory's Funds consist of various parallel vehicles which are generally organized on substantially similar terms and invest proportionally, based on their relative available capital commitments, in all investments on effectively the same terms and conditions, subject to applicable legal, tax, contractual, regulatory and other similar constraints. The terms of each parallel fund may however vary and each such parallel fund can contain certain special economic and/or other terms. Certain of these changes are driven by laws, rules, regulations applicable to certain investors which generally are not applicable to other investors. Any investments made by a parallel fund are divested on the same terms and at the same time as the other parallel fund's divestments, subject to applicable legal, tax, regulatory and other similar considerations.

### **Item 7 - Types of Clients**

LGT Clerestory provides investment advisory services to the Funds, as described in the "Advisory Business" above. Investment advice is provided directly to the Fund and not individually to investors in the Fund. The Fund is composed of accredited investors ("Accredited Investors") as that term is defined by Rule 501 of Regulation D of the Securities Act of 1933, as amended, all of whom will be "qualified purchasers" ("Qualified Purchasers") as that term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended. The investors include corporate, state and foreign pension plans.

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

LGT Clerestory's investment strategy seeks superior risk-adjusted returns by:

- (a) investing in real estate funds worldwide ("Underlying Funds");
- (b) investing directly or indirectly in real estate investments sourced by private equity-style vehicles, whether or not the Fund has made an investment in such vehicles (each a "Co-Investment");
- (c) investing in Underlying Funds by purchasing limited partnership interests therein on the secondary market from existing investors ("Secondary Interests" and, together with Co-Investments and investments in Underlying Funds, "Investments");
- (d) investing in Underlying Funds where the potential exists to gain early access to the investment opportunity in order to influence structure, terms and economics. Where possible, LGT Clerestory will seek seats on advisory committees of the underlying funds; and

(e) managing Investments pro-actively.

A significant component of LGT Clerestory's data aggregation and investment analysis will be carried out through LGT Clerestory's own due diligence efforts, and in certain instances through due diligence provided by third parties at the request of LGT Clerestory. Furthermore, LGT Clerestory may interview or meet with the management of funds in which it intends to invest the Fund's capital, or may carry out market studies and review comparable opportunities with respect to assets in which it intends to invest. LGT Clerestory has full discretion to invest Client capital.

On behalf of the Fund, LGT Clerestory invests in Underlying Funds globally that it, in its judgment, believes to have the best potential to achieve superior absolute returns for the Funds. The team uses a detailed top-down and bottom-up process to identify managers that can deliver superior returns. There are no investment restrictions with respect to geography or property type, but the Fund will achieve diversification through different underlying fund investments as well as through the investments by underlying funds.

Investing in securities involves risk of loss that clients should be prepared to bear. The Fund holds or will hold a non-controlling Interest in the Underlying Funds and, therefore, has or will have a limited ability to protect its position in the investments of those Underlying Funds. There can be no assurance that appropriate investor rights will be available to protect the Fund's Interest or that such rights will provide sufficient protection of the Fund's rights.

The Fund invests in Underlying Funds investing in markets where it may not be practicable to provide currency hedges and therefore there is a risk of loss from currency fluctuations. The success of the Fund is substantially dependent on the Fund's key personnel. Should one or more of these individuals become incapacitated or in some other way cease to participate in the Fund, its performance could be adversely affected. Additional information regarding material risks associated with the strategies employed by LGT Clerestory may be found in private placement memoranda prepared in connection with the offering of the Fund and prospective funds, and provided to the legal representative of the Fund and eligible, potential investors.

The Fund will be required to indemnify the General Partner, the Manager, members of the Advisory Committee, members of the Investment Committee, and each of their respective members, officers, directors, employees, shareholders and partners for liabilities incurred in connection with the affairs of the Fund. Such liabilities may be material. The indemnification obligation of the Fund would be payable from the assets of the Fund, including the Unfunded Commitments of the Limited Partners. In the event that the Fund is unable otherwise to meet its obligations, Limited Partners may be required to repay to the Fund, or to pay to creditors of the Fund, distributions previously received by them. In addition, Limited Partners may be required to pay to the Fund amounts which are required to be withheld by the Fund for tax purposes.

## **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 LGT Clerestory or the integrity of LGT Clerestory's management.

LGT Clerestory has no information applicable to this Item.

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

LGT Clerestory is part of LGT Capital Partners ("LGT CP"), an alternative asset management arm of LGT Group. As such, it has arrangements with companies that are under common control of LGT Group. The LGT CP brand groups together, for marketing purposes, the various investment advisers in LGT Group's alternative asset management division. LGT CP is not itself a legal entity; rather the legal entities remain the individual asset management firms. LGT Clerestory also has affiliated investment advisers with whom it does not conduct any business.

LGT Clerestory is not registered and does not have an application pending as a securities broker dealer. One business development professional and one investment professional hold securities licenses with a third-party broker dealer, Foreside Fund Services, LLC. to facilitate private fund distribution.

One of LGT Clerestory's access persons (described in Item 11), who provides advisory services, is an employee of a foreign affiliate, LGT CP Pfaeffikon, an Exempt Reporting Adviser (SEC File Number: 802-75606).

LGT Clerestory is neither a futures merchant, commodity pool operator or a commodity trading adviser, nor has an application pending to become one of these entities.

LGT Clerestory operates as an investment center and as such outsources a number of its support and operational functions to other entities within LGT CP. In particular, services in respect of Finance, Tax, Legal, Human Resources, IT, as well as assistance with Compliance and Business Development services are provided by LGT Clerestory's affiliated entities. Such provision of services is undertaken in compliance with applicable regulation and the appropriate supervision of compliance personnel.

Employees of LGT Clerestory share office space with its US affiliate, LGT Capital Partners (USA), Inc. ("LGT CP USA"), an SEC registered investment adviser, in compliance with applicable regulation and with the appropriate supervision of compliance personnel. LGT Clerestory has adopted policies and procedures to ensure protection of confidential information relating to its clients.

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

### **Code of Ethics**

LGT Clerestory has adopted a Code of Ethics consistent with the requirements of Rule 204A-1 of the Advisers Act. Because all Employees may at some time have access to or obtain



investment information, LGT Clerestory has designated all of its employees as access persons subject to the requirements of the Code of Ethics. More specifically, the definition of access person will generally include any director, officer, manager, employee or individual (including without limitation, consultants, trainees, interns and temporary staff whose employment is expected to last for 6 months or more<sup>1</sup>) having a function or role at LGT Clerestory. The purpose of the LGT Clerestory's Code of Ethics is to establish standards of conduct expected of its employees and reflects LGT Clerestory's fiduciary responsibilities and duties to its clients. All employees are required to acknowledge in writing the receipt of the Code of Ethics and their agreement to comply with its procedures and provisions.

The objectives of the Code of Ethics are primarily to protect LGT Clerestory's clients, but also to educate and remind LGT Clerestory's employees of their position of trust, and to guard against violations of securities laws and establish verification procedures. Implicitly stated in the Code of Ethics is the recognition that, as an investment adviser, LGT Clerestory is a fiduciary and, consequently has the responsibilities to render professional, continuous and unbiased advice, acting at all times in the client's best interest and avoiding even the appearance of a conflict of interest.

More specifically LGT CP Clerestory's Code of Ethics covers the following areas:

- Employee personal security transactions and holdings;
- Policies and procedures designed to detect and prevent insider trading;
- Compliance with federal securities laws;
- Protecting confidentiality of client information;
- Sanctions and reporting of violations;
- Managing conflicts of interest;
- Political contributions.

As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of its clients at all times. LGT Clerestory has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for LGT CP Clerestory's Code of Ethics, which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. LGT Clerestory requires all of its associated persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. LGT Clerestory has the responsibility to make sure that the interests of all clients are placed ahead of LGT Clerestory's or its associated person's own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. LGT Clerestory and its associated persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect its duty of

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<sup>1</sup> The Compliance Department has discretion to determine, on a case by case basis, whether a particular person should be considered an access person under the LGT Clerestory's Code of Ethics).

complete loyalty to all clients. This disclosure is provided to give all clients a summary of LGT Clerestory's Code of Ethics. However, if a client or a potential client wishes to review LGT Clerestory's Code of Ethics in its entirety, a copy will be provided promptly upon request.

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

It is not a general practice to recommend client purchase or sale of securities in which LGT Clerestory or a related person has an interest. Recommendations for clients are based upon the perceived advantage or disadvantages of the security in relation to the client's investment objectives and goals, and upon economic, financial, and other factors bearing on its value and on the valuation of alternatives. In order to minimize this conflict of interest, and in accordance with its fiduciary duty to clients, LGT Clerestory and its associated persons will place client interests ahead of their own interests. Any transactions must be carried out in a manner that does not work to the disadvantage of clients' transactions or result in a conflict of interest, or even the appearance of a conflict of interest. LGT Clerestory prohibits its access persons from trading, either personally or on behalf of others, while in possession of material non-public information regarding a security or communicating material non-public information to others. Further procedures within LGT Clerestory's Code of Ethics state that access persons:

- may not maintain securities, commodities or futures account at any broker, dealer, bank or investment adviser without LGT Clerestory's knowledge,
- must consult the "restricted list" prior to effecting any purchase or sell transactions,
- may not purchase or sell certain securities unless the access person obtains advance clearance of such transaction from Compliance. These securities transactions include Initial Public Offerings (IPOs) and Limited Offerings (e.g. participation in hedge funds, private equity funds, private placements, etc.) including investments in Funds managed by LGT Clerestory or Funds of LGT Clerestory's foreign affiliated entities.
- may not purchase or sell securities if access person has knowledge at the time of such transaction that the security is being purchased or sold, or is being considered for purchase or sale, for a client account.

### **Item 12 - Brokerage Practices**

As LGT Clerestory is exclusively investing on behalf of its Funds in non-publicly traded private equity style partnerships, there are no related soft dollar practices or clearing of trades through broker dealers. If the Funds were to receive a distribution in kind from a sale of stock it might be required to engage a broker to execute a sale of the security. Where LGT Clerestory must engage a broker, it will aim to place orders with brokers on the best available terms, taking into account the relevant market at the time of the transactions of the kind and size concerned. When evaluating trades to ensure best execution, LGT Clerestory would take into account the price of the financial instrument, transaction costs, speed, likelihood of execution and settlement size, nature and any other consideration relevant to the execution of the order. The best possible result for a particular transaction will be determined by the relative importance given by LGT Clerestory to these factors.

### **Item 13 - Review of Accounts**

Thomas B. Brown, LGT Clerestory's partner, is primarily responsible for the review of investment positions. Such reviews are carried out at least quarterly. LGT Clerestory has invested the capital of its Fund in underlying real estate funds. These investments receive frequent monitoring of their performance, management actions and investment strategies. Accounts will be reviewed on a non-periodic basis if any of the following factors are present: an extraordinary event occurs resulting in a material change in value for the investments held in the account.

Reports are prepared periodically for each investor in a LGT Clerestory managed fund, detailing the performance and composition of the fund(s) in which they have invested. Such reports are prepared and issued quarterly. All such funds are subject to annual review by independent registered public accounting firm.

### **Item 14 - Client Referrals and Other Compensation**

LGT Clerestory's does not engage in relationships where it will compensate any person or entity for client referrals. Furthermore, LGT Clerestory does not receive an economic benefit from any third party for providing investment advice or other advisory services to our clients.

### **Item 15 - Custody**

LGT Clerestory will take or maintain custody of Fund assets in the form of partnership interests, and will conduct all business operations in such a way that all Fund cash and investments will be preserved in a secured account. If necessary, Fund custodians will be either banks, trust companies or broker-dealers unaffiliated with Clerestory.

Investors in the Funds managed by LGT Clerestory receive quarterly statements as well as annual audited financial statements within 180 days of the Fund's year end, December 31.

### **Item 16 - Investment Discretion**

LGT Clerestory has full discretionary authority over the Fund's investment decisions. LGT Clerestory may also enter in the future into arrangements with investors where LGT Clerestory will not have full discretion.

### **Item 17 - Voting Client Securities**

LGT Clerestory provides investment advisory services to private investment funds whose investment program primarily involves investing assets in real estate private equity type vehicles generally through privately-negotiated transactions. These vehicles may from time to time hold interests in securities in which proxy voting is applicable. Policies and procedures have been adopted because LGT Clerestory may be deemed to have authority to vote proxies relating to the portfolio companies in which the Fund invests.

The general partner of each Fund is responsible for the management, policies and operations of the Fund acting pursuant to and in accordance with the Fund's partnership agreement.

Pursuant to an Investment Advisory Agreement, LGT Clerestory generally originates and recommends to the Fund investment opportunities, monitors and evaluates investments and provides other related services as the Fund may reasonably request. To the extent LGT Clerestory exercises or is deemed to be exercising voting authority over the Fund's securities, it shall vote securities in accordance with these proxy voting policies and procedures (the "Proxy Voting Policies").

The Proxy Voting Policies attempt to generalize a complex subject. LGT Clerestory may from time to time, determine that it is in the best interest of the Fund to depart from specific policies described herein. The rationale for any such departure will be memorialized in writing by the Compliance Officer.

### **Item 18 - Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about LGT Clerestory's financial condition. LGT Clerestory 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.

### **Item 19 – Requirements for State-Registered Advisers**

Not applicable.