



White Oak Partners Investment Advisor, LLC  
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March 28, 2014

**This Brochure provides information about the qualifications and business practices of White Oak Partners Investment Advisor, LLC ("White Oak"). If you have any questions about the contents of this Brochure, please contact us at (614) 855-1155. 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.**

**While White Oak is a registered investment adviser, registration of an Investment Adviser does not imply any level of skill or training.**

Additional information about White Oak is also available at the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2:       Material Changes**

Item 2 is used to discuss material changes from the last annual update of this Brochure. We still recommend clients and prospective clients review the entire Brochure. White Oak Partners Investment Advisor, LLC ("White Oak") last annual update was filed on March 25, 2013. Since the last annual update filing, the following material changes have occurred:

On July 15, 2013, the Federal Deposit Insurance Corporation filed a complaint against Woodlands Bank ("Woodlands") naming among others Mr. Michael Menzer. Other than Michael Menzer, who is also an officer of White Oak, Woodlands Bank and White Oak are unaffiliated. The complaint alleges that Mr. Menzer, acting as a Director of Woodlands and member of its Credit Committee, during the period of July 2007 and June 2009, breached fiduciary duties, was grossly negligent and negligent in approving transactions in violation of Woodlands' loan policy and prudent lending practices. This matter was fully resolved in February 2014, without any admission of liability by Mr. Menzer. A Notice of Voluntary Dismissal of the litigation, with prejudice, was filed on March 28, 2014.

We will provide you with a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year of December 31st. We will further provide you with a new Brochure as necessary based on material changes or new information, at any time, without charge upon request.

Our Brochure may be requested by contacting us at 5150 E. Dublin Granville Road, Suite One, Westerville, OH 43081, or by phone at (614) 855-1155.

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Brochure Supplement(s) are provided separately to clients.

**Item 4:       Advisory Business**

Section A.

**THE COMPANY**

White Oak Partners Investment Advisor, LLC ("White Oak" or "the Firm" or "we") is organized as a limited liability company under the laws of the State of Ohio. White Oak has been registered with the SEC as an investment adviser since June 2011. The Firm is headquartered in Ohio and is a subsidiary of White Oak Partners, LLC.

**OWNERSHIP**

Prior to January 1, 2013, the Firm was wholly-owned by Michael Menzer. On January 1, 2013, Michael Menzer conveyed all of his interest in White Oak to White Oak Partners, LLC, a Delaware limited liability company. White Oak Partners, LLC is majority-owned by Michael Menzer. Complete details on White Oak's ownership can be found on Form ADV Part 1 Schedules A & B.

Section B.

**TYPES OF ADVISORY SERVICES**

White Oak provides discretionary investment advisory services to U.S. private investment funds (the "Funds") pursuant to separate investment management agreements. This investment advice focuses on real estate and real estate related investments. The Funds are exempt from registration under the Investment Company Act of 1940, as amended (the "Investment Company Act") and may use master-feeder structures.

Section C.

**OVERVIEW OF ADVISORY SERVICES**

With regard to its investment advisory services, White Oak's specializes in real estate and real estate related investments. The advisory services consist primarily of advising and making investment decisions with respect to the acquisition, rehabilitation, asset management, financing, and disposition of equity interest in multi-family housing real estate and equity investments related to multi-family housing real estate. In certain instances, White Oak also provides investors with access to unique co-investment opportunities in its real estate projects through joint venture arrangements.

Client portfolios are managed in accordance with each client's stated investment objectives and guidelines, which for the Funds are set forth in their offering documents, White Oak takes into consideration risk tolerance, time horizon, preferable tax treatment, liquidity and cash flow needs, and other relevant guidelines. White Oak may recommend changes to a client's investment objective in an attempt to take advantage of conditions in the current economic environment,

while being sensitive to transaction costs and taxes, as appropriate. Any changes to a client's investment objective is made in conjunction with such client's operative documents.

Section D.

**WRAP FEE PROGRAMS**

White Oak does not participate in wrap fee programs.

Section E.

**ASSETS UNDER MANAGEMENT**

As of March 28, 2014, White Oak had approximately \$120,344,564.00 in discretionary assets under management and no non-discretionary assets under management.

**Item 5: Fees and Compensation**

Fee arrangements are negotiated with each client and may vary by type and amount.

**White Oak Real Estate Opportunity Fund 2011-1, LLC** (the "2011 Fund"): The managing member of the 2011 Fund receives an asset management fee ranging of 0.5% per annum of contributed capital, generally charged monthly in arrears and paid from operating cash flow rather than from investor capital in accordance with the 2011 Fund's offering documents. Fees charged in arrears will be prorated for any partial period of investment advisory service. White Oak also receives an acquisition fee of \$55,000 per acquisition, capped at \$600,000 for the costs related to all the real estate acquisitions that White Oak makes on behalf of the 2011 Fund. One of the investments the 2011 Fund currently holds is an interest in the 2012 Fund (described below). An agreement is in place to ensure that investors in the 2011 Fund do not pay duplicative management fees as a result of this investment.

**White Oak Real Estate Opportunity Fund 2012-1, LP** (the "2012 Fund"): The general partner of the 2012 Fund receives an asset management fee of 1.6% per annum of contributed capital, generally charged monthly in arrears and paid from operating cash flow rather than from investor capital in accordance with the 2012 Fund's offering documents. Fees charged in arrears will be prorated for any partial period of investment advisory service. White Oak also receives an acquisition fee equal to 0.5% per acquisition of property that White Oak makes on behalf of the 2012 Fund.

**TRB/WOP JV, LLC** ("TRB Fund"): The managing member of the TRB Fund will receive an asset management fee of 1.0% per annum on gross revenues for the property acquired by TRB Fund located in Houston, TX ("Palms") and received a

one-time acquisition fee of \$196,200 on the Palms property. Additionally, the managing member of the TRB Fund will receive an asset management fee of 0.75% per annum on gross revenues for the properties acquired by TRB Fund located in Houston, TX (“Concierge”) and received a one-time acquisition fee of \$135,720 on the Concierge properties.

Generally, as set forth in Item 6 below, the respective Fund general partner is eligible to receive carried interest as a percentage of the net profits of the respective Fund after certain specified returns have been achieved by the limited partners on their contributed capital. The carried interest arrangements are described in additional detail in the applicable Fund governing documents.

Investors in the Funds may also pay fees in addition to those fees shown above. For a complete list of potential fees please see the Funds' offering documents. Performance-based fees are discussed further in Item 6.

White Oak’s management fees are not inclusive of all the fees that investors may bear. The Partnerships are responsible for costs and expenses incurred for maintaining the operations of the Funds, including legal fees, accounting fees, other out-of-pocket fees and expenses (as discussed below) and in connection with organizing and raising capital for the Funds up to certain limits. This list is not intended to be exhaustive; prospective investors in the Funds are advised to review the applicable Fund offering materials and organization agreements for a more extensive description of the fees and expenses associated with investments in the Funds.

*Out-of-Pocket Expenses.* In addition to fees, clients may be responsible for certain out-of-pocket expenses for reasonable and direct costs incurred by White Oak in its performance of its services for the client. Each Fund pays all expenses incurred in connection with its operations, excluding the overhead expenses of White Oak. These expenses include, but are not limited to: (i) various travel expenses incurred by White Oak employees in connection with identifying, negotiating, executing, researching, financing, managing, rehabilitation, disposing, or leasing potential or actual investment opportunities for the Funds; (ii) cost and expenses incurred in connection with the board, advisory committee, or investor meetings; (iii) cost and expenses related to engagement of third party consultants, advisors, and service providers; (iv) cost and expenses related to insurance policies; and (v) any costs and expenses related to indemnities, contributions, taxes, or litigation imposed or due by the Funds or their subsidiaries. These fees may also include real estate broker fees, legal fees, closing costs, custodial fees, transfer taxes, and other fees and taxes related to the real estate transactions.

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

In addition to Management Fees charged to certain of the Funds, affiliates of White Oak (i.e., the general partner or equivalent) to the Funds may receive performance based fees. Specifically, affiliates of White Oak can receive carried interest calculated as a percentage of the net profits of the Funds. Such allocation of profits is only allocated to the general partner of the Funds when specific conditions are met, including the return of all capital contributed to the Funds by investors or all the capital contributed by the investors to that investment, as well as allocable fees and expenses, and the receipt of a preferred return on such amounts. The governing documents of each Fund provide more detailed information concerning performance fee arrangements.

White Oak may sponsor other investment funds and may engage in other investment activities. The activities conducted by White Oak on behalf of other investment funds may create conflicts. In all cases White Oak is required to determine reasonably whether a potential acquisition is consistent with one or more Fund's investment objectives and limitations, and if so, to allocate that opportunity to those Funds.

White Oak generally makes new investments from a single Fund and generally does not offer a successor Fund until the predecessor fund is at least 75% invested. A follow-on investment in a property or joint venture is generally reserved to the fund that originally invested in the property or joint venture, subject to the guidelines and restrictions of the applicable Fund's offering documents.

With regard to the allocation of investment opportunities, the Funds receive first priority. If a hard asset real estate investment opportunity is not appropriate for a Fund, White Oak may then consider such investment opportunity for purchase for itself or with others. The investment opportunity if purchased would generally be structured as a private real estate investment vehicle and organized as a limited liability company.

**Item 7: Types of Clients**

White Oak's clients are the Funds, structured as a limited partnerships and limited liability companies that are exempt from registration as an investment company under U.S. law by virtue of Section 3(c)(1), Section 3(c)(5) and/or Section 3(c)(7) of the U.S. Investment Company Act of 1940 and private real estate investment vehicles that exclusively hold hard real estate assets organized as limited partnerships or limited liability companies.

Each of the Funds may have its own criteria for investors to participate, including, but not limited to these investors qualifying as “accredited investors” (as defined in the U.S. Securities Act of 1933, as amended) and “qualified clients” (as defined in under the U.S. Investment Advisers Act of 1940, as amended. Investors also are required to meet certain eligibility standards as set forth in the private fund’s respective offering documents.

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

### Methods of Analysis:

White Oak has created a formalized investment committee that analyzes potential real estate investments, the sale or refinancing of real estate investments, and certain related transactions. Main sources of information White Oak utilizes include third-party and proprietary due diligence as described below. The investment committee analyzes general terms and pricing of a potential investment and assesses the potential investment’s overall suitability for the Funds. Employees of White Oak along with third-party professionals with specific subject matter expertise perform due diligence on each potential investment in the following areas: (i) financial, (ii) physical, (iii) asset management, and (iv) legal. For each potential real estate investment, the methods of analysis include: (i) site visits and evaluation, (ii) appraisal, (iii) market analysis (third party and/or internal), (iv) engineer report, and (v) third-party review of records, leases, financial, and the like for the investment.

### Investment Strategy:

Any investment advice provided by White Oak to clients is based on a number of factors, including, but not necessarily limited to, the client’s investment objectives, risk tolerances, asset-class preferences, time horizons, liquidity needs, expected returns, and an assessment of current economic and market views expressed by economists, analysts, banks, and securities firms.

Presently, White Oak focuses to take advantage of current market conditions and uncertainty in the real estate market due to the global economic recession by purchasing conventional multi-family housing. White Oak believes that opportunities to invest in properties in selective markets exist where housing costs are stable and where rents on multi-family costs have been reduced. White Oak targets these properties as they have come into balance with housing costs or have dropped below the long term correlation between rental and home ownership. White Oak provides partially tax-sheltered, current cash distributions from operations of properties and appreciation in value from the sale of properties.



To accomplish this, White Oak intends to be nationally focused in strong markets and believes that this geographic focus will enable it to select favorable markets for investment. White Oak currently focuses its real estate investments in as follows: (i) existing properties only; (ii) properties with 150-400 units for liquidity and diversity; (iii) properties where additional equity and/or financial restructuring will create rent advancement in the current economic environment as well as capital appreciation over the holding period; and (iv) properties where the property owner is in financial distress or where the property is overleveraged, among other things.

Lastly, White Oak intends to obtain financing to either acquire or refinance approximately 65%-75% of the purchase price of each investment. White Oak anticipates attaining this goal (a) by securing government-sponsored financing on a long term, non-recourse basis with a fixed rate of interest or, in some cases, a floating rate with a cap or (b) from private lending sources or insurance companies, including those that securitize the mortgages for sale in the secondary market, whose terms may sometimes be equally or more favorable.

Generally, White Oak will not engage in trades of securities between its clients or between itself (or a subsidiary) and its clients. On rare occasion White Oak may believe such a trade is advantageous for the clients involved. Any such proposed transactions will comply with Rule 206(3)-2 promulgated under the Investment Advisers Act of 1940.

Risks involved with our Methods of Analysis: Certain risks associated with an investment by any client we advise include, but are not limited to:

- *Investment Judgment and Market Risk:* The success of White Oak's investment programs depends, in large part, on correctly evaluating future price movements of potential investments. White Oak cannot guarantee that it will be able to accurately predict these price movements and that its investment programs will be successful.
- *Financial Markets and Regulatory Change:* The instability pervading financial markets has heightened the risks associated with the investment activities and operations of funds, including those resulting from a reduction in the availability of credit and the increased cost of short-term credit, a decrease in market liquidity and an increased risk of bankruptcy of third parties with which we work. Market disruptions over the recent years and the increase in capital being allocated to funds and other alternative investment vehicles have led to increased scrutiny and regulation over the fund and asset management industry. In addition, the laws and regulations affecting business continue to evolve unpredictably. Laws and regulations applicable to our clients, especially those involving taxation, investment and

trade, can change quickly and unpredictably in a manner adverse to our clients' interests.

- *Dependence on Key Personnel:* Successful management of client assets will often depend on the continued employment or availability, of certain key personnel at White Oak and the managers with which our clients invest. There is no assurance that such key personnel will remain or be able to carry on their current duties through the term of the clients investments.
- *White Oak Co-investment:* In many of its fund-of-fund vehicles White Oak (or an affiliate) acts as General Partner with its own interest and in some cases invests its own additional capital (or that of key persons) into the fund vehicle. In these cases White Oak has its own investment interest to consider along with its clients.

#### Risk of Loss:

Investing in securities involves risk of the complete loss of the investments that clients should be prepared to bear. All investments carry the risk of loss and there is no guarantee that any investment strategy will meet its objective. Depending on the type of investment, your account may face the following additional investment risks:

General Real Estate Investment Risk - A client's investment in funds which invest in real estate is subject to various risks associated with real estate investing generally, including but not limited to:

1. adverse changes in national or international economic conditions, including changes in interest rates;
2. adverse local real estate market conditions;
3. the financial condition of tenants, buyers and sellers of properties;
4. the promulgation and enforcement of governmental regulations relating to land use and zoning restrictions, environmental protection and occupational safety;
5. the unavailability of mortgage funds that may render the sale of a property difficult;
6. changes in real estate tax rates and other operating expenses;
7. changes in demand for certain property types;
8. environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems as to which inadequate reserves had been established;
9. uninsurable losses;
10. quality of maintenance, insurance and management services;
11. competition based on rental rates;

12. acts of God and natural disasters; and
13. other factors beyond the control of White Oak.

Market Risk - Real estate investments are subject to market risk including but not limited to: (i) material changes in market conditions; (ii) large employer shutting down in market area, which can be a higher risk in secondary markets; (iii) general economic or conditions in which the properties are located; or (iv) development of newer, competitive properties in the vicinity of property. The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

Extraordinary Events - Global terrorist activity and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

Potential Concentration - Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

Nature of Investment - A real estate investment requires a long-term investment perspective, with no certainty of return. White Oak will make investments in real estate related assets, some of which may be experiencing or are expected to experience financial difficulties, which difficulties may never be overcome. There may be little or no near-term cash flow available. Since White Oak may only make a limited number of investments and since many of the investments may involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns.

General Real Estate Risks - A real estate investment is subject to certain risks, including those associated with the direct ownership of real estate and with the real estate industry in general. These risks include, among other things: (i) adverse changes in local, national or international economic or other conditions, including those relating to potential terrorist activities and U.S. involvement in armed conflicts, (ii) the financial condition of tenants, buyers and sellers of properties, (iii) environmental laws and regulations, (iv) zoning and land use laws and other governmental rules, (v) environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems or as to which inadequate reserves had been established, (vi) costs resulting from the clean-up of,

and liability to third parties for damages resulting from, whether known or unknown, environmental problems, casualty or condemnation losses, and/or uninsured damages from, whether as a result of acts of God or man, floods, hurricanes, fire, natural disasters, or other uninsurable losses, (vii) possible declines in the value of real estate, (viii) delays in the acquisition of properties and costs associated with failed acquisition transactions of properties, including, but not limited to, those that do not have satisfactory due diligence reviews, (ix) possible lack of availability of mortgage financing funds, (x) overbuilding, (xi) increases in competition; (xii) property taxes and operating expenses; (xiii) changes in interest rates, and (ix) other factors beyond the control of White Oak. Certain states' climates present risks of natural disasters.

White Oak may compete for the purchase of property with other entities, including individuals and private and publicly traded companies. White Oak may incur costs on unsuccessful acquisitions that it will not be able to recover. The operating performance of property acquisitions may also fall short of expectations, which could adversely affect financial performance. Competitors will be building additional properties in the markets in which White Oak properties will be located. Some of these competing properties may be newer or have more desirable locations. If the market does not absorb newly constructed space, market vacancies will increase and market rents and values may decline. The current economic environment may continue well into the future could result in a double-dip recession that and further exacerbates all of the risks discussed herein. Competition generally may reduce the amount of land available as well as increase the bargaining power of property owners seeking to sell. A property may be unable to attract and retain tenants, which means that rental income would decline. The investments could lose revenue if tenants don't pay rent or if the Funds are forced to terminate a lease for nonpayment. Any disputes with tenants also could involve costly litigation. A property's profitability could go down if operating costs, such as property taxes, utilities, maintenance and insurance costs, go up in relation to gross rental income, or the property needs unanticipated repairs and renovations. The sale price of investment property might differ from its estimated or appraised value, leading to losses or reduced profits to clients.

Because of the nature of real estate, White Oak might not be able to sell a property at a particular time for its full value, particularly in a poor market. This might make it difficult to raise cash quickly and also could lead to client losses. Certain catastrophic losses (e.g., from earthquakes, wars, terrorist acts, nuclear accidents, hurricanes, floods, or environmental or industrial hazards or accidents) are uninsurable or so expensive to insure against that it doesn't make sense to buy insurance for them. If a disaster not insured against occurs, clients could lose both their original investment and any future profits from the property affected. In addition, some leases may permit a tenant to terminate its obligations in certain

situations, regardless of whether those events are fully covered by insurance. In that case, the Funds would not receive rental income from the property while that tenant's space is vacant. In general, demand for real estate is adversely affected by increases in interest rates, housing cost, and unemployment and by decreases in the availability of mortgage financing. In addition, there have been discussions of possible changes in the federal income tax laws, which would remove or limit the deduction for home mortgage interest. The preceding five years have been characterized by low interest rates and highly volatile real estate values, which may or may not continue in the future. Investments in deferred real estate commissions pose collection risks.

Inability to Obtain Adequate Financing - White Oak may cause the Funds to maintain one or more credit facilities. There is no assurance that the Funds will be able to obtain a line of credit or any long-term permanent financing on satisfactory terms. If adequate financing is not available in the future, White Oak may not be able to complete a certain investment as anticipated, which could negatively impact clients.

Risks Associated with Joint Ventures - The Funds may make investments in other entities and enter into partnerships or joint ventures with any person (including White Oak affiliates). Assets held through joint ventures may not be as liquid as they would be if held directly by a Fund. Such investments may involve risks not present in direct property investment, including for example, the possibility that a co-venture or partner of a Fund (i) has economic or business interests or goals that are inconsistent with those of the Fund, (ii) takes actions contrary to the instructions or requests of the Fund or contrary to the Fund's policies or objectives with respect to particular investments, (iii) is unable or unwilling to fulfill its obligations under the applicable joint venture agreement, or (iv) experiences financial difficulties. The occurrence of such problems could have a material adverse effect on the business and prospects of a Fund and may affect management decisions of the joint venture and distribution and exit strategies in a manner adverse to a Fund's interests. In addition, co-investors may have a significant ability to influence the day-to-day management and affairs of jointly held investments, in some cases even greater than that of a Fund. A Fund could also be liable for actions of its joint venture partners. While the general partner of each Fund will take all reasonable steps to review the qualifications and previous experience of any proposed joint venture partner, it does not expect in all cases to obtain financial information from, or to undertake private investigations with respect to, prospective joint venture partners.

Please see the Funds' offering documents for additional disclosures and information about risks of loss and investment strategy related to the Fund's investments.

**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 the adviser or the integrity of the adviser's management.

This section contains information on certain legal and disciplinary events:

On July 15, 2013, the Federal Deposit Insurance Corporation filed a complaint against Woodlands Bank ("Woodlands") naming among others Mr. Michael Menzer. Other than Michael Menzer, who is also an officer of White Oak, Woodlands Bank and White Oak are unaffiliated. The complaint alleges that Mr. Menzer, acting as a Director of Woodlands and member of its Credit Committee, during the period of July 2007 and June 2009, breached fiduciary duties, was grossly negligent and negligent in approving transactions in violation of Woodlands' loan policy and prudent lending practices. This matter was fully resolved in February 2014, without any admission of liability by Mr. Menzer. A Notice of Voluntary Dismissal of the litigation, with prejudice, was filed on March 28, 2014.

**Item 10: Other Financial Industry Activities and Affiliations**

Section A.

**BROKER DEALER**

No management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Section B.

**COMMODITY POOL OPERATOR AND COMMODITY TRADING ADVISER**

Neither White Oak nor any of its management persons is required to be registered as a Commodity Pool Operator or Commodity Trading Advisor.

Section C.

**OTHER RELATIONSHIPS AND/OR ARRANGEMENTS MATERIAL TO ADVISORY BUSINESS**

Affiliates of White Oak are the general partners of certain funds listed in response to Item 7(B) of Part 1 of its Form ADV.

Certain members of White Oak's Investment Committee are actively engaged in other business activities for, and receive compensation from, non-advisory affiliates of White Oak. These relationships are described in each person's Form ADV Part 2B. Except as previously stated, White Oak does not believe that it has any

material business relationships with these other affiliates, but there is such potential due to the affiliates' many lines of business.

White Oak and/or certain related persons have and may continue to organize other partnerships and serve as the manager, general partner, or managing member of the general partner to these partnerships.

Finally, White Oak and its affiliates may face conflicts of interest resulting from the broad spectrum of activities in which the affiliates engage, including those relating to:

- Financial incentives related to carried interest arrangements;
- The possession of material, non-public information regarding existing or prospective real estate investments;
- White Oak's or its affiliates' pursuit of investments on a proprietary basis on its own behalf or on behalf of the Fund;
- The exercise by principals of White Oak of their discretion to allocate investment opportunities, time, and resources among their various businesses, clients, and White Oak related persons;
- Purchases or sales by the Funds from or to White Oak or its affiliates in which White Oak or its affiliates have an interest; and
- Restrictions applicable to the Funds as a result of White Oak being subject to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, among other things.

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

##### **Section A.**

##### **CODE OF ETHICS**

White Oak has adopted a written Code of Ethics in accordance with Rule 204A-1 under the Advisers Act that sets forth ethical standards of business conduct, including compliance with applicable federal securities laws, which White Oak requires of its supervised persons. This Code of Ethics is intended to reflect fiduciary principles that govern the conduct of White Oak employees and its supervised persons in those situation where White Oak acts as an investment adviser as defined under the Advisers Act in providing investment advice to clients. It consists of an outline of policies regarding several key areas: standards of conduct and compliance with laws, rules and regulations, protection of material non-public information and guidance that is provided in firm-wide policies and procedures. All employees review and acknowledge reviewing the Code of Ethics annually. Violations of the Code of Ethics may result in disciplinary action or dismissal.

White Oak will provide a copy of its Code of Ethics to any client or prospective client upon request. Please contact White Oak at the address or phone number listed on the face of this Brochure to request a copy.

Section B.

**PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

White Oak is not obligated to recommend, buy, or sell or to refrain from recommending, buying, or selling any security that White Oak or its access persons, as defined by rules under the Advisers Act and the 1940 Act, may buy or sell for their own accounts or for the accounts of any other client. White Oak is not obligated to refrain from investing in securities held by the Funds, or other accounts that it may manage in the future, except to the extent that such investments violate the Code of Ethics adopted by White Oak.

Certain White Oak officers, members, and employees (“Related Persons”) are also investors of the Fund. White Oak may invest client accounts in, among other things, securities in which White Oak or its Related Persons have a financial interest. White Oak or its Related Persons may purchase for themselves securities or other investments which one or more clients own, previously owned, or will own in the future, including units of the Fund. Furthermore, employees of White Oak may serve as officers, directors, or in a comparable management function or provide other services for real estate properties in which the Funds invest or for affiliated entities of White Oak with similar investments. Employees of White Oak may also from time to time serve on the board of directors or credit committee of companies or be given access to confidential information relating to real estate properties in which the Funds invest. As these situations may represent a potential conflict of interest, White Oak has adopted procedures relating to personal securities transactions and insider trading, both of which are described below, that are reasonably designed to prevent actual conflicts of interest.

White Oak and its affiliates may manage simultaneously parallel accounts, in some cases with similar objectives, but with differing fees to White Oak, in some cases performance-based fees. White Oak may, from time to time, unknowingly recommend the purchase or sale of securities in which an affiliate has a position or interest or does business. White Oak’s many affiliates with multiple lines of business make this likely. White Oak’s policy is to manage each account independently and fairly and White Oak recognizes and seeks to control the conflicts of interests inherent in such practices.

As the investment manager of the Fund, White Oak participates in the Fund’s investments, pro rata, in accordance with its capital accounts. Principal executive officers and other personnel of White Oak may receive compensation and bonuses based, in part, on the annual and lifetime performance of the Funds as more fully



disclosed in the offering documents. In addition, certain personnel of White Oak are also permitted to invest in the Funds as knowledgeable employees.

*Restrictions on Personal Securities Transactions*

Because White Oak specializes in real estate investments, it is unlikely that a Related Person and a client will buy or sell a security at the same time or that personal trading of White Oak employees will involve the same securities as the Funds invest. Nevertheless, the Code of Ethics prohibits certain types of personal securities transactions in accordance with Rule 204A-1. This policy specifies certain permitted personal investments and establishes reporting and preclearance requirements and enforcement procedures. Certain security types, such as initial public offerings and private placements, are subject to a preclearance requirement. The Code also includes guidelines relating to insider trading and gifts. Access Persons must submit their brokerage statements quarterly to the Compliance Officer for review and archiving. Employees may purchase and sell securities for their own accounts that have also been recommended to clients. The Code of Ethics is designed to assure that the personal securities transactions and interests of the employees will not interfere with making decisions in the best interest of clients. Nonetheless, because the Code of Ethics permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client.

White Oak personnel may receive or give certain gifts and gratuities or travel/entertainment from or to brokers or other persons with whom White Oak, its affiliates, or the Funds do business (including the Funds' real estate brokers). This may include such things as tickets to sporting events, or the theater, meals and other entertainment, transportation, attendance at seminars or other educational, training, or informational events, logo items and other items of small value, gifts associated with life events such as birthdays, weddings, and anniversaries, and other gifts of more substantial value. Receipt of such gifts and gratuities might be viewed as causing a conflict of interest for White Oak in selecting brokers and other service providers.

*Disclosure of Personal Investments*

White Oak principals and employees may maintain personal investments within the Fund. They may also maintain personal brokerage accounts subject to the firm's Code of Ethics.

Access Persons are required to provide a quarterly report to the Chief Compliance Officer, or other designated person, showing investment transactions in their personal accounts, as well as disclosing annually all securities held on their behalf. Certain securities are exempt from reporting based upon the determination that these would not pose any material conflicts. These reports are monitored regularly

to seek to reasonably prevent conflicts of interest between White Oak and its clients. While it is unlikely to occur, there is an inherent conflict of interest between our fiduciary duty of best execution for our clients and the apparent self-interest of employees trading in the same securities contemporaneously.

*Insider Trading Policy*

White Oak may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, White Oak may be prohibited from improperly disclosing or using such information for its personal benefit or for the benefit of any other person, regardless if such other person is a client. Accordingly, should such persons come into possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, clients and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, clients when following policies and procedures designed to comply with law.

The Code of Ethics also contains a policy, adopted in accordance with Advisers Act Section 204A, which establishes procedures to prevent the misuse of material nonpublic information by supervised persons. Supervised persons are prohibited from trading, either personally or on behalf of others, while in possession of material nonpublic information in violation of the law. Any supervised person who fails to observe the aforementioned policies risks serious sanctions, including dismissal and personal liability.

**Item 12: Broker Practices**

Due to the fact that most of White Oak's advice relates to privately offered securities in partnerships that invest in real estate or real estate related assets, White Oak generally does not arrange trades with any broker or dealer.

Neither White Oak nor any of its supervised persons accept compensation for the sale of securities.

If it were necessary to engage a broker-dealer, White Oak may permit the client to direct the brokerage, in which case White Oak may be unable to achieve the most favorable execution of the client's transaction. The result of this could be more costs and / or less favorable prices for the client.

**Item 13:      Review of Accounts**

White Oak's senior management team continuously monitors the underlying investments in client accounts and performs monthly, quarterly, and annual reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance, and performance relative to appropriate benchmarks. Specifically in regards to the Fund, the Firm conducts regular monitoring and on-site inspection of all investment-property operations and annual maintenance programs to ensure asset values. The Firm obtains monthly and quarterly financial and operating reports from the property managers. The Firm regularly analyzes the data collected from the site visits and operations reports to determine that each investment property is adhering to White Oak's target criteria. More frequent reviews may be triggered by economic and other specific events.

White Oak engages outside third parties to annually audit the Fund, and copies of the audits are provided to each investor in the respective Fund. White Oak provides the Funds and their respective investors quarterly unaudited statements.

**Item 14:      Client Referrals and Other Compensation**

White Oak does not receive any economic benefits other than the fees paid to the Firm by its clients, as described in Items 5 and 6. White Oak employees may benefit from noneconomic benefits from the use of soft-dollar arrangements. White Oak and its representatives do not receive any economic benefits from any third parties with respect to the advisory services offered to clients.

In compliance with applicable law, White Oak or an affiliate may from time to time pay event attendance or participation or other fees, underwrite charitable or industry events, or provide gifts of value to, or at the request of, an organization or individual (including White Oak affiliates) that, among other things: (i) offers or includes products or services of White Oak or an affiliate in a particular program; (ii) permits White Oak access to their financial advisors, brokers, employees, or other affiliated persons to provide training, marketing support, and educational presentations on products or services affiliated with White Oak; and/or (iii) refers or has referred a client to White Oak. White Oak may obtain products and/or services from consulting firms separate and apart from any recommendations made to clients for White Oak's investment services. Additionally, certain affiliated or third-party institutions may provide financial support on a voluntary basis for marketing, educational, and sales meetings of White Oak or affiliates.

White Oak has entered into solicitor's arrangements with unrelated third parties ("Solicitor") where White Oak agrees to pay a portion of the fees derived from an

account to the entity that referred the account. Unless otherwise disclosed, the client is not charged any amount in addition to the customary fees charged by White Oak. There is no differential between the amount or level of advisory fee charged by White Oak to the client, attributable to the existence of any Solicitor's arrangement and that charged to other clients of White Oak. In accordance with Advisers Act Rule 206(4)-3, the Solicitor is required to provide the prospective client with a copy of this document (Firm Brochure) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with White Oak;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to White Oak by the client will be increased above its normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to White Oak by clients referred by solicitors, or by affiliates of White Oak and/or their employees, are not increased as a result of any referral fee.

It is White Oak's policy not to accept or allow related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services provided to its clients.

#### **Item 15: Custody**

White Oak is not a qualified custodian and does not provide custodial services to its clients. However, under the SEC's Custody Rule, White Oak may be deemed to have custody based on its ability to deduct fee from client accounts.

Under the Advisers Act, pooled investment vehicles that are audited annually by an independent accountant registered with the Public Company Accounting Oversight Board are exempt from some of the reporting and accounting requirements set forth under the Custody Rule. This exception applies as long as the pooled investment vehicles' audited financial statements (i) are prepared in accordance with generally accepted accounting principles; and (ii) are distributed to all limited partners (or members) within 120 days of the end of the fiscal year. The Funds prepare their financial statements in accordance with U.S. GAAP.

The Funds and their investors will receive quarterly statements from White Oak in addition to annual audited financial statements by an independent public accountant. White Oak urges all its clients and their respective investors to carefully review and compare their quarterly statements to benchmarks and compare these reports to the annual audited financial statements. Comparing

reports will allow you to determine whether account transactions are proper. The information in our quarterly reports may vary from audited statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

**Item 16: Investment Discretion**

We have discretionary authority for the management and conduct of the affairs of our clients, which at present is the Fund. We are responsible for and have the authority to identify, acquire, operate, manage, finance, and dispose of the Funds assets. Other responsibilities include among other things, evaluating the investment strategy and providing research, acquisitions, portfolio management, asset management, and oversight of third-party property managers, administration, and financial accounting. In all cases, however, such discretion is exercised, observing investment limitations and restrictions that are outlined in each client's investment advisory agreement or in the case of the Fund, the fund's offering documents. Investors in the Funds have no authority to place limitations on investment activities, but clients, including the Fund, may place reasonable restrictions on White Oak's investment discretion. The most common restrictions are set forth in the Fund's offering documents and limit the amount of leverage that White Oak may employ and direct the investment objective of the Fund. Such investment guidelines and restrictions, and changes thereto, must be provided to White Oak in writing. Such restrictions may impact performance.

**Item 17: Voting Client Securities**

Not Applicable. White Oak specializes in real estate investments as opposed to traditional equity stock investments. White Oak's real estate investments do not generate or send voting materials.

**Item 18: Financial Information**

Not applicable.

**Item 19: Requirements for State-Registered Advisers**

Not applicable.