

**Item 1. Cover Page**

**TA Realty LLC**

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This brochure provides information about the qualifications and business practices of TA Realty LLC. If you have any questions about the contents of this brochure, please contact us at 617-476-2700. 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.

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

Although TA Realty LLC is a "registered investment adviser," that registration does not imply a certain level of skill or training.

**Item 2. Material Changes**

This brochure has been updated from the one dated March 31, 2014, to reflect (i) the merger of TA Realty LLC with its affiliate, Realty Associates Advisers LLC, and (ii) the sale of a majority stake in TA Realty LLC to a subsidiary of Rockefeller Group International, Inc. Specifically, the description of TA Realty LLC's advisory business in Item 4 and the description of TA Realty LLC's financial industry affiliations in Item 10 have been updated.

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#### **Item 4. Advisory Business**

TA Realty LLC (“TA Realty”), a limited liability company that has been a registered investment advisor since April 11, 2000 (SEC registration number 801-57460), is a real estate investment management firm that has been in business for more than 30 years. Throughout its history, TA Realty has focused exclusively on private real estate investment and currently manages value-added, closed-end, commingled funds and core separate accounts totaling over \$11,556.0 million in real estate assets under management as of December 31, 2014, of which \$9,795.9 million (84.77%) is managed on a discretionary basis and \$1,760.1 million (15.23%) is managed on a non-discretionary basis. With respect to client accounts over which TA Realty does not have discretionary investment authority, TA Realty generally has broad authority with respect to the operations and management of the real estate investments within such accounts, the scope of which varies by account.

TA Realty provides investment advisory services regarding, and manages, real estate investments and special purpose entities organized to hold real estate investments for institutional investors such as pension and profit sharing plans, state and municipal retirement plans, business entities, foundations and endowments, and for high net worth individuals that meet certain investment qualifications. TA Realty performs these services for its clients on a separate account basis, indirectly through limited partnerships, limited liability companies, title holding corporations and other special purpose vehicles organized to hold clients’ real estate investments, or through sub-advisory relationships. TA Realty also manages real estate investments for collective investment vehicles it sponsors and structures as real estate investment trusts and limited partnerships and other pooled vehicles investing in real estate (“Funds”).

Because TA Realty’s clients engage it to provide advice regarding real estate investments, it generally does not enter into securities transactions on its clients’ behalf. For some clients, however, it may make investments in securities (typically money market mutual funds) for cash management purposes, in which case TA Realty may determine the securities, and their amount, to be bought or sold for a client account, the parties with who or through whom the transactions are conducted and any fees or charges associated with those investments.

TA Realty is managed by its three Co-Managing Partners, Michael Ruane, James Buckingham and Thomas Landry, and other members of TA Realty’s Management Committee. The Management Committee is subject to the oversight and authority of the Managing Partners, and the Managing Partners report to a Board of Managers.

On January 2, 2015, the owners of TA Realty completed the sale of a majority stake in TA Realty to a subsidiary of Rockefeller Group International, Inc. (“RGI”), a wholly-owned subsidiary of Mitsubishi Estate Co., Ltd. (“MEC”).

Collectively, through subsidiaries, RGI and MEC manage approximately \$20 billion (\$4 billion and \$16 billion, respectively) of real estate assets worldwide. The Managing Partners and RGI intend that TA Realty will continue to focus its investing activities on value-add and core real estate and real estate-related assets. TA Realty is RGI’s primary real estate investment management platform in the United States, thereby continuing TA Realty’s focus on and commitment to its fundamental competencies.

Partners of TA Realty have retained a significant minority stake in TA Realty and certain employees also received equity ownership interests in TA Realty. A substantial portion of this equity is intended to be held by key employees on a long-term basis and will be subject to repurchase upon termination of employment, with the expectation that the repurchased equity will be transferred or otherwise “recycled” to other key employees. TA Realty has articulated its succession plan for many years and this expanded breadth of equity ownership participation represents a significant milestone in execution of the plan. Most importantly, by expanding equity ownership participation in TA Realty, it enhances the firm’s alignment with investors.

It is the intent of TA Realty and RGI to minimize changes to the management and operations of TA Realty and its related activities. RGI expects to support and perpetuate TA Realty's continued success and growth in the future. As such, it is expected that the management team of TA Realty will maintain autonomy over the investment management process and day-to-day operation of the business.

## **Item 5. Fees and Compensation**

TA Realty receives an ongoing management fee from each Fund and the Fund's sponsor general partner (who is related to TA Realty) receives a performance allocation that is based on the Fund's profits and increases as certain real return targets are met by the Fund. The management fees and performance allocations for the Funds are typically not negotiable. In certain circumstances, financial accommodations to certain large investors may be negotiated where permissible under applicable laws (including, without limitation, tax laws and regulations). With respect to its clients other than Funds ("Non-Fund Clients"), TA Realty receives management fees, transaction fees and/or performance-based fees or allocations as applicable that are negotiated on a client-by-client basis.

The management fee paid to TA Realty by a Fund client is based on a percentage of the Fund's capital commitments until the Fund is fully invested, after which the management fee is based on the Fund's Aggregate Invested Equity, as defined in the Fund's Limited Partnership Agreement, in each case measured as of the end of each month. The management fee percentage rate adjusts annually during the first eight years of the Fund, beginning at an annual rate of 0.50%, gradually increasing to an annual rate of up to 1.25% and then decreasing to an annual rate of 0.60%. Specific management fee schedules are included in each Fund's Limited Partnership Agreement. Management fees payable by the Funds to TA Realty are charged monthly (in arrears) and paid by each Fund by means of a withdrawal from such Fund's cash account(s).

From its Non-Fund Clients, TA Realty may receive compensation based on one or more of (a) a percentage of assets managed within the account (either on a cost or fair market value basis), (b) a percentage of capital contributed to the account, (c) a percentage of the income from the account's real estate operations and (d) a percentage of the amount paid or capital contributed in connection with the acquisition of real estate holdings within the account and related financings. TA Realty may also receive fees in connection with the disposition of an account's real estate holdings. Management fees are billed to Non-Fund Clients either monthly or quarterly (in arrears) and may be paid directly (i.e. deducted) from the client's assets or billed to them separately, as stipulated in the applicable investment advisory agreement. Performance-based fees or allocations and transaction related fees are payable to TA Realty at such times as set forth in the Non-Fund Client's investment advisory agreement.

Fees payable to TA Realty by Non-Fund Clients in connection with the disposition of real estate are not expected to give rise to any conflicts with respect to hold/sell decisions as the sale of assets will result in a corresponding reduction in the assets within the account on which the on-going management fee payable by such account are based. Decisions regarding when to buy, sell or invest additional capital into real estate projects are made based on what is in the best interest of a client's real estate investments in order to accomplish the clients' objectives and/or to protect and preserve its assets.

A client's interim cash balances may be invested in money market mutual funds for cash management purposes. Such money market mutual funds will generally incur expenses, including investment advisory fees that are in addition to fees charged by TA Realty or other expenses incurred by a Fund or Non-Fund Client.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

TA Realty is entitled to earn an incentive fee or receive an incentive allocation based on the performance of the real estate investments for several of its managed separate accounts. Typically, TA Realty receives an incentive fee/allocation if the performance of the separate account exceeds certain thresholds. The specific terms of a separate account's incentive fee/allocation, including the manner in which it is calculated and the applicable measurement and payment dates, are negotiated on a client-by-client basis and are set forth in each separate account client's investment advisory agreement.

The sponsor general partner of each of TA Realty's Funds (each of whom is a related-party of TA Realty) is entitled to receive a performance allocation from the applicable Fund that is equal to a percentage of such Fund's profits. The sponsor general partner's performance allocation percentage increases as certain real return targets to the investors of the Funds are met and becomes fixed (no longer subject to increase) once an 8% real return to investors is realized. The specific terms on which a Fund's real returns to investors and the performance allocation to the Fund's sponsor general partner are set forth in the Fund's Limited Partnership Agreement.

To manage the risk that certain clients may be favored for a particular investment based upon that client's compensation structure, TA Realty has adopted a formal policy for allocating among its clients those investments that may be suitable for more than one client. Under TA Realty's investment allocation policy, when a property is identified by TA Realty for possible acquisition, TA Realty's Investment Committee will determine whether it is a suitable investment for a Fund or any separate account managed by TA Realty that is actively pursuing new investments. Whenever the Investment Committee determines that a particular investment opportunity may be appropriate for more than one of its clients, the investment will be allocated to the Fund or separate account that has funds available and has gone the longest since having been presented with an investment opportunity.

With respect to each of its Funds, TA Realty shall not begin investing on behalf of a successor fund until after the earlier of (i) the end of the predecessor fund's capital call period or (ii) such time as at least eighty percent (80%) of such predecessor fund's capital commitments have been invested, or been committed for investment unless consented to by the predecessor fund's advisory committee (the members of which are representatives of and elected by the investors in such predecessor fund). This eliminates competition among the Funds for investment opportunities. For purposes of the foregoing restriction, "successor fund" shall mean a closed-end commingled investment fund organized after the initial closing date of the predecessor fund that has a principal investment focus and strategy that is substantially similar to that of the predecessor fund.

**Item 7. Types of Clients**

TA Realty's separate account clients and Fund investors are primarily sophisticated institutional investors, including pension and profit sharing plans, state and municipal retirement plans, business entities, foundations and endowments.

The minimum investment requirements for investors in Funds advised/managed by TA Realty will vary depending on the Fund and the nature of the investment interest, and may be waived. Capital requirements to open and maintain a separate account are determined by TA Realty on a case-by-case basis.



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

TA Realty seeks to construct for its clients diversified real estate portfolios that will generate strong cash flow, benefit from an active asset management approach and result in long-term creation of value. TA Realty utilizes a comprehensive market research approach with respect to its acquisition, disposition and the ongoing management of its clients' investments in real estate. TA Realty reviews numerous publications, gathers information from ongoing relationships with local, regional and national real estate brokers, leasing companies and property management groups, and conducts a comparative analysis for each proposed real estate investment.

TA Realty takes measured steps to ensure risks across all aspects of a client's investment portfolio are being appropriately managed. Experienced real estate professionals in acquisitions, dispositions, valuations, asset management, portfolio management and finance and operations participate in a team approach to risk management, including in the form of various committees. The applicable committee(s) must reach a consensus before material decisions are made with respect to a client's real estate investments.

TA Realty uses a team approach to portfolio management designed to moderate market or property-specific impact; monitor weightings and transaction decisions as relative performance of property type or markets change; create portfolios of properties with complementary risk profiles; purchase and monitor properties at various stages in their life cycles, and structure tenant size, credit and type of business diversification. The active management of client portfolios is coordinated and supervised by TA Realty's Portfolio Management Team.

Additionally, client investment guidelines are disseminated to appropriate TA Realty partners and staff by the portfolio managers, who work with Separate Account/Fund Controllers and others to ensure that guidelines are correct and up to date in all systems. Compliance with investment guidelines is carefully monitored by the portfolio managers and Separate Account/Fund Controllers.

Each potential acquisition is led by a partner within TA Realty's acquisitions group and is thoroughly underwritten by our acquisition team often with input from portfolio managers, asset managers and certain finance and operations personnel to determine if they meet a separate account's or Fund's investment objectives and guidelines. Every acquisition must undergo exhaustive financial, physical and market due diligence by our senior acquisition officers and third-party due diligence specialists. For each potential investment, a senior member of TA Realty is designated to independently review the purchase and sale agreement and related transaction documents and all due diligence reports relating to such investment. The TA Realty acquisitions partner leading a potential transaction must submit a written investment summary to the Acquisitions Committee for approval and receive unanimous support of the Investment Committee before TA Realty commits to the acquisition.

Investments in the real estate strategies employed by TA Realty involve a risk of loss that separate account clients and investors in the Funds should be prepared to bear. There can be no assurance that a separate account's or a Fund's investment objectives will be achieved. The primary risks inherent in the real estate strategies employed by TA Realty are as follows:

1. *General Risks of Real Estate Investment* - The economic performance and value of the real estate investments made by the Funds or within the separate accounts managed by TA Realty are subject to all of the risks associated with owning and operating real estate, including, but not limited to:
  - adverse changes in the national, regional and/or local economic climate;
  - adverse changes in local market conditions, including an oversupply of space in the applicable property types held by a Fund or separate account, or a reduction in demand for such properties;

- adverse changes in the attractiveness of the properties to tenants;
  - adverse changes in the financial conditions of tenants (and their ability to pay rent);
  - competition from other available properties;
  - adverse changes in market rental rates;
  - the need to periodically pay for costs to repair, renovate and re-let space;
  - increases in operating costs and expenses, including costs for maintenance, insurance, energy and real estate taxes;
  - adverse changes in the availability of debt financing;
  - increases in interest rates;
  - adverse changes in laws and governmental regulation, including environmental laws and regulations, zoning laws and other governmental rules and fiscal policies;
  - the fact that the expenses of owning and operating real estate are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from such real estate;
  - certain significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from such real estate;
  - the long term cyclical trends that give rise to significant volatility in real estate values; and
  - risks associated with acts of God, uninsurable losses and other factors beyond the control of a Fund or separate account.
2. *Market Risk; Economic Downturn* - Client investments generally consist of real estate within industrial, office, multifamily and retail properties. The performance of such properties may be adversely affected by weakness in the national, regional and local economies and the excess amount of real estate space in certain markets.
  3. *Leverage/Debt Financing* - The Funds will typically leverage their investments by means of debt financing, subject to the restrictions on the amount of leverage set forth in each Fund's Limited Partnership Agreement. Certain separate accounts may also employ leverage, subject to the restrictions on the amount of leverage set forth in each separate account's investment advisory agreement. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also increase the risk of loss.
  4. *Illiquidity* - Real estate investments are relatively illiquid and cannot be disposed of as quickly as liquid investments, such as investments in publicly-traded securities. As a result, a Fund or separate account may not be able to dispose of its properties when so desired.
  5. *Environmental Risks* - Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up any hazardous or toxic substances or petroleum product releases at such property and may be liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. Such laws typically impose clean up responsibility and liability without regard to whether the owner knew of or caused the presence of the contaminants, and the liability under such laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of responsibility.

The above is only a brief summary of some of the important risks associated with real estate investment strategies employed by TA Realty of which clients should be aware. As a result of these factors and other risks inherent in any investment, there can be no assurance, and none is given, that a client's investment objectives will be achieved, or that a client will receive any return of or on its invested capital. For a more detailed discussion of the risks relating

to an investment in The Realty Associates Fund XI, L.P. (and its related entities) please refer to the Confidential Private Placement Memorandum for such Fund.

**Item 9. Disciplinary Information**

Not applicable.

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

MEC intends that TA Realty will be the exclusive platform for the growth of its United States real estate investment management business. However, MEC and its affiliates engage in a broad spectrum of real estate related activities and have extensive investment activities that are independent from the activities of TA Realty, as described below.

RGI indirectly owns a majority interest in TA Realty. RGI is licensed as a real estate broker in New York. RGI and its affiliates currently own office buildings in New York and other parts of the United States and may acquire and/or develop office buildings in New York and other markets in the future. RGI also owns and is developing sites throughout the United States for industrial, multi-family residential and retail uses.

RGI owns all of the equity of Rockefeller Group Investment Management Corp. (“RGIM”). RGIM is registered with the Securities and Exchange Commission as an investment adviser. Four officers of RGIM are also registered representatives of SDDCO Brokerage Advisors LLC, a registered broker-dealer. RGIM provides investment advisory and administrative services to a single closed-end real estate fund (the “RGIM Fund”).

RGI is wholly-owned by MEC. MEC is a fully-integrated real estate services company whose consolidated businesses offer development, property management, asset management, investment management and real estate services across the office, residential, retail and hotel sectors internationally and in the United States. Mitsubishi Estate New York Inc. is the United States investment arm of MEC.

RGI also is a 75% strategic investor in Europa Capital LLP (“Europa Capital”), a European real estate investment management company based in London, which has raised seven real estate funds and invested over €8.0 billion in 18 European countries. Europa Capital does not consider similar investment opportunities as the Funds and the separate accounts that TA Realty manages.

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

TA Realty has established a Code of Ethics, Conduct and Insider Trading Policy (the “Code”) in accordance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The Code contains provisions that set forth standards of conduct and educates employees about their obligations to clients and obligations to comply with federal and state securities laws. The Code is intended to guide actions related to conflicts of interest and confidentiality. The Code also contains provisions related to reporting violations of, and enforcing, the Code. Each employee is required to acknowledge that he or she received, read and understands the Code. TA Realty will provide a copy of the Code to any client or prospective client upon request.

TA Realty may from time to time offer its separate account clients the opportunity to invest in newly formed commingled real estate Funds that it sponsors/manages. In connection with such offers, clients are provided with disclosures that describe TA Realty's involvement with and interests in such Fund. Certain related persons of TA Realty invest in the Funds managed by TA Realty through the sponsor general partner for each such Fund.

TA Realty, through one or more affiliates, co-invests in a limited number of real estate assets or entities with certain of its separate account clients. All transactions with respect to the accounts of such clients are executed pursuant to the terms of such clients' investment management agreements, and, comply with TA Realty's Code and other policies and procedures.

**Item 12. Brokerage Practices**

Not applicable.

**Item 13. Review of Accounts**

With respect to real estate investments, each property is monitored regularly by TA Realty's asset managers and independent third-party management companies. Property reports are prepared monthly and are regularly reviewed (typically at least quarterly) by TA Realty's financial accounting staff. Any findings resulting from these reviews are first resolved by TA Realty's financial accounting staff with the third-party management companies and then communicated to TA Realty's asset management team for their review and consideration.

Portfolio level financial statements are prepared quarterly and are reviewed by TA Realty's Separate Account/Fund Controller(s) and Director of Accounting. TA Realty's Chief Financial Officer and portfolio managers are also involved in various review procedures with respect to portfolio level financial statements.

TA Realty provides written quarterly reports, including unaudited financial statements, to all separate account clients and investors in each Fund. In addition, annual audited financial statements are provided to all Fund investors and all separate account clients, unless a separate account client elects not to receive audited financial statements or an annual audit is not required pursuant to the separate account client's investment advisory agreement.



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

Not applicable.

## **Item 15. Custody**

TA Realty provides advice regarding real estate investments and generally does not enter into securities transactions on its clients' behalf. For some clients, however, it may make investments in securities (typically money market mutual funds) for cash management purposes, in which case TA Realty may determine the securities, and their amount, to be bought or sold for a client account, the parties with who or through whom the transactions are conducted and approve any fees or charges associated with those investments, in which case:

- a qualified custodian maintains these funds and/or securities in a separate account for each client under that client's name; or in accounts that contain only clients' funds and/or securities, under TA Realty's name as agent or trustee for the clients;
- each separate account (except for those identified in the next bullet) and/or Fund is audited on an annual basis by an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and we distribute those audited financial statements (which are prepared in accordance with generally accepted accounting principles) to each applicable separate account client and each investor in the Funds, within 120 days of the end of the fiscal year of the applicable separate account or Fund; and
- for separate accounts that are not audited (or that are audited, but for which the audited financial statements are not distributed within 120 days of the end of the separate account's fiscal year or otherwise do not meet the requirements of Rule 206(4)-2(b)(4) under the Advisers Act), an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, conducts an annual surprise examination of these clients' funds and/or securities. Such clients will also receive account statements from a qualified custodian on a quarterly or more frequent basis. Such clients may also receive periodic account statements from TA Realty. Clients should carefully review account statements received from the qualified custodian and compare such account statements with those, if any, received from TA Realty.

**Item 16. Investment Discretion**

All of TA Realty's Funds and certain of its separate accounts are managed on a discretionary basis. Certain of its separate accounts have specific procedures for recommending and obtaining approval to consummate investment transactions. The specifics of TA Realty's authority to manage the assets of a separate account are set forth in the applicable investment advisory agreement(s). The specifics of TA Realty's authority to manage the assets of each Fund are set forth in each Fund's Limited Partnership Agreement.

The scope of restrictions on TA Realty's authority to recommend real estate investments are set forth in the applicable investment advisory agreements for separate account clients or in the applicable Limited Partnership Agreements for Funds managed by TA Realty. These investment restrictions generally include limitations on the amount of investments made in certain property types, the amount of investments made in certain geographic locations and the size of individual investments relative to the size of a given portfolio.

**Item 17. Voting Client Securities**

TA Realty does not intend to invest client assets in voting securities, except that client accounts may hold shares of unaffiliated money market mutual funds (“Cash Sweep Funds”) used to earn a return on any uninvested cash balances. If it receives a proxy for a Cash Sweep Fund, TA Realty intends to vote the proxy as recommended by the Cash Sweep Fund's trustees who are not interested persons of the Cash Sweep Fund within the meaning of the Investment Company Act of 1940, as amended. Upon request, TA Realty will provide clients with information about how proxies received for the client’s account were voted.

**Item 18. Financial Information**

Not applicable.