
**ITEM 1. COVER PAGE FOR PART 2A OF FORM ADV:
FIRM BROCHURE**

December 2014

Green Street Advisors, LLC

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This brochure provides information about the qualifications and business practices of Green Street Advisors, LLC (hereinafter "GSA" "We", "us", or "our") If you have any questions about the contents of this brochure, please contact Warner Griswold, Chief Compliance Officer, by telephone at (949) 640-8780 or by email at wgriswold@greenst.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority.

Additional information about Green Street Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov by searching CRD#: 172378.

Please note that the use of the term "registered investment adviser" and description of Green Street Advisors, LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firms' associates who advise you for more information on the qualifications of our firm and its employees.

ITEM 2. MATERIAL CHANGES TO OUR PART 2A OF FORM ADV: FIRM BROCHURE

On July 24, 2014, GSA filed its initial application to register as an investment adviser with the SEC. Accordingly, pursuant to disclosure rules under the Advisers Act, this is the first Brochure compiled by GSA to provide new and prospective clients with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. We encourage all recipients of this Brochure to read it carefully in its entirety.

In the future, this Item will identify and discuss the material changes since the last annual update to assist investors and make them aware of certain information that has changed since the prior year's Brochure and that may be important to them.

GSA's Form ADV Part 2A Firm Brochure is available in hard copy or electronic form upon request.

Alternatively, you can obtain a copy at <http://www.adviserinfo.sec.gov>, under 'Part 2 Brochures' on the left hand side of the screen.

ITEM 3. TABLE OF CONTENTS:

Item. 1 Cover Page For Part 2A of Form ADV: Firm Brochure	1
Item 2. Material Changes to Our Part 2A of Form ADV: Firm Brochure	2
Item 3. Table of Contents:	3
Item 4. Advisory Business	4
Item 5. Fees & Compensation.....	7
Item 6. Performance-Based Fees & Side-By-Side Management.....	7
Item 7. Types of Clients & Account Requirements	8
Item 8. Methods of Analysis, Investment Strategies & Risk of Loss	8
Item 9. Disciplinary Information	9
Item 10. Other Financial Industry Activities & Affiliations.....	10
Item 11. Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	10
Item 12. Brokerage Practices	11
Item 13. Review of Accounts or Financial Plans	11
Item 14. Client Referrals & Other Compensation	11
Item 15. Custody	11
Item 16. Investment Discretion	12
Item 17. Voting Client Securities.....	12
Item 18. Financial Information.....	12

Item 4. Advisory Business

GSA is a Delaware limited liability company wholly owned by Green Street Parent LLC. In fourth quarter of this year, GSA assumed the research, subscription and advisory & consulting businesses previously provided by GSA, Inc. (dually registered broker dealer and RIA), and the research and advisory & consulting teams responsible for this business will become employees of GSA as part of an arrangement described in greater detail in Item 10 of this brochure. Where this brochure discusses our past advisory activities and experience, it refers to the activities and experience of the research and advisory & consulting teams that joined the newly formed RIA, Green Street Advisors, LLC .

For more than 25 years the GSA team has been committed to discovering and delivering insights and foresight to our clients. We have roughly forty research professionals covering the commercial real estate industry in the U.S. Our affiliate Green Street Advisors (UK) Limited (GSA-UK) also provides coverage for the European real estate industry. Our research staff analyze data as well as evaluate properties, markets, and companies in depth. We specialize in providing research and data analytics on publicly traded Real Estate Investment Trusts (REITs) and cover over 100 companies together with GSA-UK as of the date of this brochure. We also analyze broader trends in the private real estate markets. In addition, we provide a broad range of advisory & consulting services to commercial real estate market participants. A brief breakdown of what our team provides and their experience follows:

Senior Management Team:

Our senior management team provides experience, insight, and innovative thinking in specialized property fields such as apartment, industrial, office, mall, healthcare, lab space, student housing, self storage, lodging and strip center properties.

Managing Directors:

The five (5) managing directors of the firm directly involved in research have an average tenure in the industry of over twenty (20) years.

Description of the Types of Advisory Services We Offer

Research:

- **North America:**

We publish a variety of research reports and statistical analyses covering the public and private real estate markets on a monthly, quarterly, and ad hoc basis. Our research explores the property sector fundamentals and valuations in both the private and public markets. We provide coverage of individual publicly traded REIT securities as well as broader sector and macro trends. We also offer a research product called Real Estate Analytics that provides analysis on the private commercial real estate markets through digestible, conclusion-driven reports to help real estate investors and service providers make capital allocation decisions. In addition, GSA offers online access to our extensive proprietary databases, built through years of research,

analysis, and property visits conducted by our dedicated research team, enabling clients to carry out customized detailed analyses on a variety of topics at the company and property-sector levels.

- **Europe**

Our international expansion began in early 2008 with the formation of our affiliate GSA-UK and the opening of an office in London. This expansion was driven by client demand for the type of research and analysis on European companies that we provide in North America. GSA-UK has assembled a team of industry professionals that apply the same core operating principles as GSA.

Our research reports are based on extensive quantitative and qualitative analyses and they include “BUY,” “SELL,” or “HOLD” recommendations based on the strength of a company and how its shares are currently priced. Research reports are typically sold pursuant to individually negotiated agreements with individually negotiated pricing.

Advisory & Consulting Services:

GSA’s advisory & consulting group provides our broad range of clients with tailored solutions that address their specific needs. Some of the advisory & consulting services that we offer are:

- Strategic Planning:

GSA's advisory & consulting team conducts research and valuation studies to identify optimal public and private market strategies designed to maximize value, mitigate risk, reduce conflicts of interest, enhance competitive positioning and increase liquidity. We provide insight and guidance on analyzing, structuring, and executing firm-level planning and re-organization activities for publicly traded REITs, and private real estate companies. Our strategic planning assignments have included initial public offerings (IPOs), privatizations, mergers, acquisitions and sales.

- Valuation:

GSA's advisory & consulting team uses our proprietary net asset value (NAV) methodology and recurring cash flow analysis to value a variety of real estate entities, including publicly traded REITs, public non-traded REITs, private REITs and private real estate companies. This quantitative and qualitative analysis identifies strengths and weaknesses of the public REIT peer group. We also provide insight in valuing real estate as an asset class by comparing real estate's risk-adjusted returns to the broader equity and debt markets.

- Custom Research:

Our advisory & consulting group aims to present analysis with clarity and insight. We execute a diverse range of assignments while leveraging our understanding of the most effective structures and strategies in operating, capitalizing and financing a competitive real estate business. We offer a customized product for each client to accommodate specific profiles and

objectives. Our clients have included private REIT management teams, boards of directors, legal practitioners, institutional investors, and individual property owners.

- Benchmarking:

Utilizing publicly available and proprietary data, GSA delivers direct, insightful comparisons between companies and sectors, thus providing a platform for knowledge enhancement and informed decision making. The spectrum of metrics studied may include historical and projected operating performance, key valuation drivers, and analysis of capital structure, among others. GSA consultants focus on each client's unique areas of interest to provide information that is tailored to meet their specific needs.

- Operating Partnership Unit (OP unit) Advisory:

In an OP unit transaction, we capitalize on our expertise to assist clients with analyzing opportunities to sell assets, provide independent valuation of REIT stock and OP units offered, and recommend the best REIT partner. GSA helps structure OP unit transaction terms and explains the investment merits represented by the potential REIT buyers.

- Transaction Advisory:

GSA provides advisory services to support commercial real estate transactions across all major asset classes and geographic markets. GSA's team assists clients in numerous ways, including investment identification and selection, acquisition/disposition analysis, analysis of strategic alternatives, and OP unit advisory services. We believe the combination of deep transactional experience and our robust REIT research enables GSA to add value during all phases of a transaction.

- Investment Fund Advisory:

GSA works with money managers to devise capital allocation strategies for public and private real estate assets and to evaluate potential investments from a risk/return and fair value perspective. The investment analysis techniques and methodologies that GSA has developed and refined over the past 25 years provide a time-tested platform from which sound investment frameworks and strategies can be developed.

Tailoring of Advisory Services

We offer customized research and advisory & consulting services, including tailored research projects in the public and private real estate arenas.

Participation in Wrap Fee Programs

We do not offer wrap fee programs.

Regulatory Assets Under Management

GSA provides a variety of research reports and statistical analyses to our research and advisory & consulting clients; however it does not provide continuous and regular supervisory or management services to clients.

Item 5. Fees & Compensation

We are required to describe our brokerage, custody, fees and fund expenses so our clients will know how much they are charged and by whom. Our fees are generally negotiable.

How We Are Compensated for Our Advisory Services

Research:

Research reports are typically sold pursuant to individually negotiated agreements with individually negotiated pricing. These agreements typically require clients to pay for our research in advance. The cost of our research will depend upon the type of subscription purchased.

Fees for research subscriptions are typically paid in advance on an annual basis and due within thirty (30) days of receipt of invoice.

Advisory & Consulting Services:

Advisory & consulting clients are invoiced based on the size and scope of the engagement. Fees are billed on a flat fee basis and are generally negotiable.

Advisory & consulting services payment terms are determined on a case by case basis. Generally, one half of the fees will be due at the commencement of our work, and the other half upon completion of the advisory & consulting services.

Other Fees:

Clients may incur brokerage expenses such as commissions from trading or other transaction-based fees when buying shares using our “Buy,” “Hold,” “Sell” research reports. These transaction fees are separate from our fees and should be disclosed by the firm through which the trades are executed.

Policy Regarding Fees Due In Advance

We charge advisory fees for our research reports on an individual basis in advance. In the event that a customer wishes to terminate our services, we typically will not refund the unearned portion of our advisory fee, unless GSA terminates our advisory agreement with the client. If a client wishes to terminate our services, they will need to notify us in writing.

Item 6. Performance-Based Fees & Side-By-Side Management

We do not charge performance-based fees to our clients.

Item 7. Types of Clients & Account Requirements

We have the following types of clients:

- High Net Worth Individuals;
- Banking or Thrift Institutions;
- Investment Companies;
- Pensions, Endowments, Foundations, and Profit Sharing Plans;
- State or Municipal Government Entities;
- Corporations, Limited Liability Companies and/or Other Business Types;
- Real Estate Owners, Managers, and Operators; and
- Professional Organizations, Accountants, Lawyers, and Consultants.

We generally do not require a minimum account balance nor do we require a minimum fee for research-based projects.

Item 8. Methods of Analysis, Investment Strategies & Risk of Loss

We employ a multi-step process of REIT valuation. Our company-level analytical work includes the following:

- Extensive quantitative and qualitative analyses to assess the current market value of each company's assets and liabilities, for example:
 - Estimating NAVs based on the characteristics of a REIT's underlying property portfolio including location, quality, lease structure and growth prospects
 - Applying prevailing cap rates, as determined by the generally active and liquid real estate markets, to forward looking NOI estimates. Our analysts spend significant time speaking with market participants (e.g. REIT executives, private real estate market participants, brokers, etc.), tracking comparable transactions, reading trade publications and reviewing findings of providers of transaction information to determine the appropriate cap rate
- A systematic approach to evaluating the best REITs on a variety of critical factors to determine their merits relative to their peers, including:
 - Franchise value
 - General and administrative overhead
 - Balance sheet risk
 - Corporate governance

- Translating these evaluations into premiums/discounts to asset value at which the REITs' shares should be valued
- Applying the warranted premiums/discounts to the NAV estimates to determine the warranted share prices
- Comparing the warranted share prices to the current stock prices to form our BUY/HOLD/SELL recommendations for REIT stocks.

It is important to note that we employ a relative pricing model when conducting our REIT analysis and making our company-specific BUY/HOLD/SELL recommendations. We generally have an equal number of Buy-rated stocks and Sell-rated stocks within each property sector. In essence, we answer the question of which REIT stocks are overpriced and which stocks are underpriced at any point in time relative to their respective property-sector peers. The strength of our research is rooted in the focus that we place on property-level analysis through our published reports. Green Street analysts focus solely on their analytical work, and providing support to our clients – we are not distracted by obligations faced by typical Wall Street analysts, whose firms are involved in investment banking activities.

Please Note the Following Risks:

Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. While asset markets may increase and your account(s) could enjoy a gain, it is also possible that asset markets may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in asset markets, and that you are appropriately diversified in your investments.

Advisory Risk. The success of our research, advisory & consulting, and investment strategies depends on our ability to effectively analyze and evaluate securities. However, our analyses and evaluations may fail to predict the future performance of securities.

REIT Risk. REITs are susceptible to many of the same risks associated with direct ownership of real estate, such as the following: declines in property values; increases in property taxes, operating expenses, interest rates or competition; overbuilding; zoning changes; and losses from casualty or condemnation. Additionally, REITs are reliant on the ability of their managers to effectively manage their properties, have limited diversification across asset classes, and could be significantly affected by changes in tax laws.

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 a client's or investor's evaluation of the adviser or the integrity of the adviser's management. Neither GSA nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

Item 10. Other Financial Industry Activities & Affiliations

GSA's related persons, Green Street Trading (GST) and GSA-UK are registered as broker-dealers and execute customer transactions for commissions. GST is also a member of the Financial Industry Regulatory Authority (FINRA).

GSA has a material arrangement with GST regarding our advisory business. GST will purchase research from us to provide to its clients in return for directing brokerage to GST. GST may also handle securities transactions on a commission basis for some GST clients at the client's request. We do not believe this relationship will adversely affect GSA clients or create any material conflicts of interests.

GSA has an additional affiliation with GSA-UK (regulated through the Financial Conduct Authority), which is a wholly-owned subsidiary of GSA. GSA-UK develops research for its own client base. The research teams of GSA-UK and GSA share some administrative resources, and certain GSA research professionals may collaborate with GSA-UK on occasion to prepare research reports. We do not believe this relationship will adversely affect GSA clients or create any material conflicts of interests.

Additionally, we plan to enter into a material arrangement with Green Street Investors, LLC (GSI) to provide services to GSI. GSI is also a wholly-owned subsidiary of GSA and is a registered investment adviser. While GSI shares a physical address with us, GSI is in a separate locked office and does not trade with GST's trading desk. GSI will not have preferred access to our research as a result of this arrangement. We do not believe this relationship will adversely affect GSA clients or create any material conflicts of interests.

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

Our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. 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 our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Additionally, we require that the personal investment transactions of members and employees of our firm comply with our Code of Ethics and that all such transactions be carried out in a way that does not endanger the interest of any client. Accordingly, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates. Further, the firm's related persons may not trade for their own individual accounts and are not allowed to own REIT stocks.

Item 12. Brokerage Practices

We do not utilize nor recommend custodians. However, our firm may recommend affiliated broker dealers to execute trades for clients.

Item 13. Review of Accounts or Financial Plans

Due to the nature of our business (providing research reports and advisory & consulting services), we do not hold any reviews.

Item 14. Client Referrals & Other Compensation

GSA clients may enter into arrangements with unaffiliated broker-dealers to pay our research fees on our clients' behalf, and GSA provides research to our affiliated broker-dealers, who provide the research to their clients. Please see Item 10 of this Firm Brochure for information regarding the receipt of compensation from GST.

We do not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm.

Item 15. Custody

We do not have custody of our clients' funds. Due to the nature of our business, our clients do not receive periodic account statements from GSA.

¹ For purposes of the policy, our associate's personal accounts generally includes any accounts (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Item 16. Investment Discretion

GSA does not accept discretionary authority to manage securities accounts on behalf of our clients.

Item 17. Voting Client Securities

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the unlikely event that proxies are sent to our firm, we will forward them on to our client and ask the party who sent them to mail them directly to our client in the future.

Item 18. Financial Information

GSA has never been the subject of a bankruptcy proceeding. Please see the following pages for the balance sheet and audited opinions.



Independent Auditor's Report

To the Management of Green Street Advisors, LLC:

We have audited the accompanying consolidated balance sheet of Green Street Advisors, LLC and its subsidiaries as of December 31, 2014.

Management's Responsibility for the Consolidated Balance Sheet

Management is responsible for the preparation and fair presentation of the consolidated balance sheet in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of a consolidated balance sheet that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated balance sheet based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated balance sheet is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated balance sheet. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated balance sheet, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated balance sheet in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated balance sheet. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying consolidated balance sheet presents fairly, in all material respects, the financial position of Green Street Advisors, LLC and its subsidiaries at December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP

May 22, 2015

Green Street Advisors, LLC
Consolidated Balance Sheet
December 31, 2014

Assets

Cash and cash equivalents	\$ 14,924,386
Receivable from clearing organization	284,199
Deposit with clearing organization	1,389,804
Accounts receivable	6,200,357
Property and equipment, net	938,983
Acquisition related intangible assets, net of accumulated amortization of \$256,095	76,533,905
Goodwill	138,806,208
Other assets	1,120,651
Due from related party	2,046,882
Total assets	<u>\$ 242,245,375</u>

Liabilities

Accounts payable and accrued expenses	\$ 3,678,654
Payable to clearing organization	62,976
Employee compensation and benefits payable	9,360,950
Deferred revenue	7,254,508
Acquired lease liability	730,263
Sales tax payable	934,793
Income tax payable	733,294
Deferred tax liability	455,000
Total liabilities	<u>23,210,438</u>
Member's equity	<u>219,034,937</u>
Total liabilities and member's equity	<u>\$ 242,245,375</u>

See accompanying notes to the Consolidated Balance Sheet

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 1: ORGANIZATION AND BASIS OF PRESENTATION

General

Green Street Advisors, LLC (the “Company”, formerly known as Green Street Research, LLC) is a limited liability company formed in the State of Delaware in June 2014. The Company is a wholly-owned subsidiary of Green Street Parent, LLC and was formed in conjunction with a business combination in which it became the sole member of Green Street Investors, LLC (“GSI”), Green Street Advisors UK, Ltd. (“GSA-UK”), and Green Street Trading, LLC (“GST”) in December, 2014.

GSI is a registered investment advisor in the State of California. GSA-UK is registered as a broker-dealer with the Financial Conduct Authority, a regulator of the financial services industry in the United Kingdom. GST is a registered broker-dealer with the Securities and Exchange Commission under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation.

In addition to the business activities performed by its subsidiaries, the Company operates an independent research and consulting practice concentrating primarily on publicly traded real estate securities and the private commercial real estate markets. The accompanying consolidated balance sheet includes the accounts of the Company, and its wholly-owned subsidiaries GSI, GSA-UK and GST. All significant inter-company accounts and transactions have been eliminated in consolidation.

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Use of Estimates

The presentation of the consolidated balance sheet in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated balance sheet. Actual results could differ from those estimates.

(B) Cash and Cash Equivalents

The Company has defined cash equivalents as highly liquid investments, with original maturities of less than three months.

(C) Accounts Receivable

Accounts receivable are stated at face amount. An allowance for doubtful accounts is not necessary as all amounts are considered collectible.

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(D) Receivables From and Payable to Clearing Brokers

Receivables from clearing brokers represent commissions earned on securities transactions. These receivables are stated at face amount with no allowance for doubtful accounts as all amounts are considered collectible. Payable to clearing brokers represents trade execution costs for securities transactions that have not settled.

(E) Property and Equipment, net

Fixed assets are stated at cost. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. Fixed assets related to office furniture and equipment are depreciated over 5 to 7 years, tenant improvements are depreciated over the life of the related lease. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized.

(F) Goodwill and Acquisition Related Intangible Assets, net

Goodwill represents the excess of costs over the fair value of assets and liabilities of acquired businesses. Goodwill and intangible assets acquired in a business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually.

Goodwill and acquired trade names are not amortized, but are subject to annual impairment tests. Acquired customer base is composed of acquired customer contracts and the related customer relationships, and has an estimated useful life between 18 and 22 years. Acquired research and analytical tools have an estimated useful life of 5 years, acquired core database has an estimated useful life of 15 years, and acquired internal use software has an estimated useful lives ranging from 4 to 6 years. All intangible assets with estimated useful lives are amortized on a straight line basis.

(G) Stock-Based Compensation

Stock-based compensation expense is measured at the grant date of the stock-based awards that vest over set time periods based on their fair values, and is recognized on a straight-line basis as expense over the vesting periods of the awards.

(H) Deferred Revenue

The Company receives commission from stock transactions for clients who subscribe to the Company's research on publicly traded real estate securities. As an alternative to the

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

commission arrangement, certain clients elect to pay a set fee for a subscription to the research and data analytics service and are invoiced for a period ranging from three months to a year. Deferred revenue represents the portion of revenue which is attributable to future periods covered by these agreements.

(I) Deferred Rent

The Company leases office space under non-cancelable lease agreements with third parties, which expire on various dates through 2020. The Company reflects lease expense over the lease terms on a straight-line basis.

(J) Income Taxes

As discussed in Note 1, the Company is a limited liability company and is not required to maintain a federal income tax provision. However the Company does incur franchise taxes in the states in which it operates.

In accordance with ASC Topic 740, Income Taxes, the Company assesses its tax positions based on available positive and negative evidence and, if it concludes that it is not more likely than not (likelihood of more than 50%) that its positions will withstand an examination, the position is unrecognized in the financial statements and a liability for uncertain tax positions is recorded along with respective estimated interest and penalties.

(K) Foreign Currency Translation

GSA-UK uses the local currency of its respective country, the British Pound, as its functional currency. Assets and liabilities are translated at exchange rates prevailing at the balance sheet date.

(L) Subsequent Events

The Company has evaluated events subsequent to the balance sheet date for items requiring recording or disclosure. The evaluation was performed through May 22, 2015, which is the date the balance sheet was available to be issued. Based upon this review, the Company has determined that there were no events which took place that would have a material impact on its balance sheet.

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 3: ACQUISITION

The Company was formed in conjunction with a business combination that occurred on December 15, 2014, in which it became the sole member and acquirer of GSI, GSA-UK, and GST.

The Company has applied the acquisition method to account for the transaction, which requires that, among other things, assets acquired and liabilities assumed be recorded at their fair values as of the acquisition date. The following table summarizes the amounts for acquired assets and liabilities recorded at their fair values as of the acquisition date:

Goodwill	\$ 138,806,208
Acquired trade name	11,700,000
Acquired customer base	37,500,000
Research and analytical tools	16,100,000
Core database	9,380,000
Internal use software	2,110,000
Acquired unfavorable lease liability	(736,400)
Deferred tax liability	(455,000)
Working capital assets and liabilities, net	<u>2,143,172</u>
Fair value of identifiable net assets acquired	\$ 216,547,980

An indirect parent of the Company transferred cash in proportion to the determined fair value for a controlling interest in the Company and its subsidiaries. As the Company was formed in conjunction with the acquisition and has been recognized as the acquirer, it has recognized a step-up to fair value of the assets and liabilities acquired, and a corresponding step up to member's equity.

The net assets were recorded at their estimated fair value. In valuing acquired assets and liabilities, fair value estimates are based on, but are not limited to, future expected cash flows, expected holding period of investments, market rate assumptions for contractual obligations, and appropriate discount rates.

Goodwill is calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from other assets acquired that could not be individually identified and separately recognized.

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 4: RECEIVABLE FROM CLEARING ORGANIZATION

Pursuant to the clearing agreement, the Company's broker-dealer subsidiary introduces all of its securities transactions to clearing brokers on a fully disclosed basis. Customers' money balances and security positions are carried on the books of the clearing brokers. In accordance with the clearance agreement, the Company's broker-dealer subsidiary has agreed to indemnify the clearing brokers for losses, if any, which the clearing brokers may sustain from carrying securities transactions introduced by the broker-dealer. In accordance with industry practice and regulatory requirements, the Company and the clearing brokers monitor collateral on the customers' accounts.

Note 5: DEPOSIT WITH CLEARING ORGANIZATION

GST has a brokerage agreement with JP Morgan and GSA-UK has a brokerage agreement with Pershing (collectively "Clearing Brokers") to carry its account and the accounts of its clients as customers of the Clearing Brokers. The Clearing Brokers have custody of the broker-dealers' cash balances which serve as collateral for any amounts due to the Clearing Brokers as well as collateral for securities sold short or securities purchased on margin.

Note 6: PROPERTY AND EQUIPMENT, NET

Property and equipment are recorded net of accumulated depreciation and summarized by major classification as follows:

	<i>Balance</i>	<i>Useful Life</i> <i>(years)</i>
Office equipment	368,869	5-7
Leasehold improvement	<u>579,936</u>	7-10
Total cost of property and equipment	948,805	
Less: accumulated depreciation	<u>(9,822)</u>	
Property and equipment, net	938,983	

Note 7: INCOME TAXES

As discussed in Note 1, the Company is a wholly-owned subsidiary and is included in the consolidated income tax returns filed by an indirect parent of the Company. A portion of the consolidated income tax liability is recorded as if the Company had filed separate income tax returns. As discussed in the Summary of Significant Accounting Policies (Note 2), the Company is a limited liability company and is not required to maintain a federal income tax

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 7: INCOME TAXES

(Continued)

provision. However, the State of California imposes taxes and fees on limited liability companies at the entity level. Limited liability companies organized in California are subject to an annual franchise tax of \$800 and an annual fee for any year in which total income derived from or attributable to California is \$250,000 or more. The Texas franchise tax is a privilege tax imposed on each taxable entity formed or organized in Texas or doing business in Texas. The tax base is the taxable entity's margin. Margin equals the lowest of three calculations, 1) total revenue minus cost of goods sold, 2) total revenue minus compensation, or 3) total revenue times 70 percent. The franchise tax rate for 2014 is 0.975%.

In accordance with ASC Topic 740, Income Taxes, the Company assesses its tax positions based on available positive and negative evidence and, if it concludes that it is not more likely than not (likelihood of more than 50%) that its positions will withstand an examination, the position is unrecognized on the financial statements and a liability for uncertain tax positions is booked along with respective estimated interest and penalties. At December 31, 2014, the Company has \$511,463 of uncertain tax position liability and \$50,840 of uncertain tax position interest and penalties which are related to tax positions taken in prior years. The liabilities are included in income tax payable in the Consolidated Balance Sheet.

The tax years that remain subject to examination by various tax jurisdictions are 2011 – 2013.

Note 8: RELATED PARTY TRANSACTIONS

At December 31, 2014, \$2,046,882 due from a related party was recorded on the balance sheet related to amounts due from an indirect parent company as a result of acquisition accounting. \$1,479,293 is an indemnification receivable related to the indemnification provisions of the unit purchase agreement governing the acquisition in Note 3. If amounts are paid by the Company which are subject to these provisions, amounts will be returned to the Company out of escrow.

Note 9: EMPLOYEE PENSION PLAN

The Company maintains a 401(k) Plan (the “Plan”) as a defined contribution retirement plan for all eligible employees. The 401(k) provides for tax-deferred contributions of employees’ salaries, limited to a maximum annual amount as established by the IRS. In 2014, the Company matched 100% of employee contributions up to a maximum of 4% of total compensation.

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 10: CONCENTRATIONS OF CREDIT RISK

GST and GSA-UK are engaged in various trading and brokerage activities in which counter-parties primarily include broker-dealers, banks, and other financial institutions. In the event counter-parties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counter-party or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counter-party.

Note 11: COMMITMENTS AND CONTINGENCIES

The Company leases office space under non-cancelable lease agreements with third parties, which expire between 2016 and 2020. The Company reflects lease expense over the lease terms on a straight-line basis. Occupancy lease agreements, in addition to base rentals, generally are subject to escalation provisions based on certain costs incurred by the landlord.

At December 31, 2014, the minimum annual payments are as follows:

Year Ending December 31,	
2015	\$ 1,553,082
2016	1,848,426
2017	1,951,788
2018	2,010,568
2019	2,069,669
2020	<u>379,086</u>
	\$ 9,812,619

The Company maintains several bank accounts at financial institutions. These accounts are insured either by the Federal Deposit Insurance Commission ("FDIC"), up to \$250,000, or the Securities Investor Protection Corporation ("SIPC"), up to \$500,000. At December 31, 2014, cash balances held in financial institutions were in excess of the FDIC and SIPC's insured limits. The Company has not experienced any losses in such accounts and management believes that it has placed its cash on deposit with financial institutions which are financially stable.

During the period ended December 31, 2014, the Company determined that it had established nexus in certain states during prior periods without properly collecting and remitting sales tax. At December 31, 2014, \$934,793 is recorded in sales tax payable on the consolidated balance sheet. This estimation requires significant judgment from management. It is reasonably possible that the Company's liability could be in excess of the liability recorded.

Green Street Advisors, LLC
Notes to Consolidated Balance Sheet
December 31, 2014

Note 11: COMMITMENTS AND CONTINGENCIES

(Continued)

In conjunction with the acquisition described in Note 3, the Company's parent entered into a \$100,000,000 loan facility, which includes an optional revolver with a maximum commitment of \$12,500,000. The Company and GSI are guarantors to the loan facility. If the parent company is unable to meet payment obligations, the Company and GSI will be responsible to the lender for satisfaction of all or a part of the loan. As of December 31, 2014, the outstanding balance of the loan facility was \$100,000,000.