



GUGGENHEIM REAL ESTATE LLC

BROCHURE

March 15, 2016

This Brochure provides information about the qualifications and business practices of Guggenheim Real Estate LLC ("GRE"). If you have any questions about the contents of this Brochure, please contact us at 617-859-4602 or kevin.bishop@guggenheimrealestate.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.

Guggenheim Real Estate LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Guggenheim Real Estate LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

BOSTON

500 Boylston Street
Suite 1300
Boston, MA 02116
T 617.859.4600
F 617.536.5455

CHARLOTTE

100 North Tryon Street
Suite 3410
Charlotte, NC 28202
T 704.805.1004
F 704.805.1001

Item 2 – Material Changes

Listed below is a summary of specific material changes that were made to the Brochure since the last annual update of the Brochure on March 31, 2015. Pursuant to new SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year.

Our Brochure may be requested by contacting Keith Cadigan at keith.cadigan@guggenheimrealestate.com.

Item Number Amended	Description of Amendment
Items 4 through 8, 13 and 15	Added the Auberge Resorts Collection Fund L.P. (“ARC Fund”)
Item 4	Updated the assets under management.
Item 4 and 8	Updated disclosure regarding the <i>PLUS</i> Strategy
Items 10 and 14	Added the ARC Fund. Deleted Guggenheim Securities LLC and added Guggenheim Funds Distributors LLC as a placement agent for certain funds. Added Weild & Co. LLC as placement agent for ARC Fund.
Additional Information	Added disclosure regarding cybersecurity.

Item 3 -Table of Contents

Item 1 –Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents	iii
Item 4 – Advisory Business.....	1
Item 5 – Fees and Compensation.....	2
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics	10
Item 12 – Brokerage Practices	11
Item 13 – Review of Accounts	11
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	14
Item 16 – Investment Discretion	144
Item 17 – Voting Client Securities	15
Item 18 – Financial Information	15

Item 4 – Advisory Business

Firm Description

Guggenheim Real Estate LLC (“GRE”) began its investment management business in January 2002 and serves as investment manager to private real estate investment funds (hereafter referred to as “Fund(s)” or “Client(s)”) offered to investors that are both qualified purchasers and accredited investors, including but not limited to high net worth individuals, pension and profit-sharing plans and trusts, estates and charitable organizations (each, an “Investor”).

Principal Owners

Guggenheim Real Estate LLC is indirectly wholly owned by Guggenheim Capital, LLC through Guggenheim Partners, LLC (“Guggenheim Partners”), GPFT Holdco, LLC, GP Holdco, LLC and Guggenheim Manager, Inc. Guggenheim Capital, LLC is owned in part by Sage Assets, Inc., which is wholly-owned by Sammons Equity Alliance, Inc. which is owned by Consolidated Investment Services, Inc., which is wholly-owned by Sammons Enterprises, Inc., which is owned by Sammons Enterprises, Inc. Employee Stock Ownership Trust of which Greatbanc Trust Company serves as trustee.

Types of Advisory Services

GRE’s advice is limited to real estate investments. In 2002, GRE began actively managing portfolios with the ability to invest across a wide spectrum of the U.S. commercial real estate market.

Through a combination of top down research, bottom up local market feedback and direct property ownership experience, GRE selects investments for the Funds across the full spectrum of the real estate market, with strategic long-term allocations to direct property ownership and public real estate equity securities (REITs) ownership, and tactical allocations, when warranted, to public and private real estate debt, commercial mortgage-backed securities (CMBS), public and private open-end and closed-end funds, and partnership units purchased on the secondary market. Investors may not impose specific restrictions on the Funds’ investments.

The PLUS Funds

The Guggenheim Real Estate *PLUS* strategy (the “*PLUS* Funds” or individually a “*PLUS* Fund”) is structured as three open-end, commingled funds: Guggenheim *PLUS* L.P., Guggenheim *PLUS* II L.P., and Guggenheim Real Estate *PLUS* Trust. Guggenheim *PLUS* L.P. is set up for taxable investors, while Guggenheim *PLUS* II L.P. is also set up for taxable investors, endowments and foundations, but invests in direct properties indirectly in order to minimize UBTI and state tax filing requirements for its investors. Guggenheim Real Estate *PLUS* Trust is an 81-100 group trust whose eligible investors are government pension plans and qualified retirement plans. Each of the *PLUS* Funds follows the same investment strategy and risk control guidelines, and shares in the direct property investments. Every effort is made to align the portfolios as closely as possible.

Guggenheim *PLUS* Funds are an actively managed commercial real estate portfolio strategy that invests across a wide spectrum of the private and public U.S. real estate markets with an emphasis on direct properties, publicly traded real estate investment trusts (“REITs”) and tactical allocations. Tactical allocations will vary, depending on their values relative to *PLUS*’ strategic allocations to direct properties and publicly traded REITs, and may include investments in mezzanine debt, other private funds, CMBS, specific-sector REIT accounts, preferred equity and other real estate-related investments (collectively, “Tactical Allocations”). In addition, GRE’s Clients will invest, directly and indirectly, in other funds (See Lower Tiered Funds in Item 5 below) managed by GRE and its affiliates in order to gain exposure to certain investment types.

GRE U.S. Property Fund L.P.

The GRE U.S. Property Fund L.P. (“USPF”) is an open-end unregistered fund which primarily invests in office, industrial, retail and multifamily properties, as well as niche subtypes, such as senior housing and self-storage, in primary and secondary markets throughout the United States. This strategy is implemented through USPF’s investment in Guggenheim Real Estate Investment Trust (“Guggenheim REIT”) (See Lower Tiered Funds in Item 5 below) which began operations in 2003.

The International Fund

The Guggenheim Real Estate International Fund L.P. (the “International Fund”) is a closed-end multi-manager investment vehicle that invested in real estate funds and real estate related assets in both developed and emerging markets outside the United States. The International Fund selected a portfolio of investments that is broadly allocated and diversified across multiple strategies, fund managers, property types, economic regions and currencies. GRE acts as sponsor and investment manager to the Fund. The International Fund is closed to new investors.

The Auberge Resorts Collection Fund L.P.

The Auberge Resorts Collection Fund L.P. (“ARC Fund”) is a closed-end unregistered fund which invests in the acquisition and development of luxury hospitality properties located primarily in North and Central America and the Caribbean, and to a lesser extent, in Europe. GRE and Auberge Resorts LLC (“Auberge”) are co-sponsors and co-managers of the ARC Fund. The general partner entities formed by GRE and Auberge are each authorized and empowered to act for and on behalf of the ARC Fund with any material action requiring mutual approval or consent by both general partners.

Assets under Management

As of December 31, 2015, GRE has \$1,349,000,000 discretionary assets under management and no non-discretionary assets under management.

Item 5 – Fees and Compensation

The PLUS Funds

GRE earns base management fees equal to the sum of the fees computed for each investor. The standard annual base management fee schedule for Investors in the PLUS Funds is as follows:

Net Asset Value	Annual Fee
Up to \$5 million	0.75% on net asset value
\$5 - \$20 million	0.60% on incremental net asset value
Over \$20 million	0.50% on incremental net asset value

GRE through the PLUS Funds’ general partner or Trustee may waive or reduce the fee amounts with respect to particular Investors at its discretion. The base management fee is automatically deducted quarterly in arrears based on the net asset value of the units held by each Investor at the end of the quarter, prior to any reduction in net asset value for GRE’s incentive fee. The base management fee computed for each Investor will be reduced by the Investor’s pro rata share (based on units) of any management fees paid to GRE or its affiliates by any affiliated fund in which a PLUS Fund invests including, but not limited to, the Guggenheim REIT, and Guggenheim PLUS Leveraged LLC (together, the “Lower Tiered Funds”).

While the minimum initial investment for the PLUS Funds is \$1 million, subscriptions for a lesser amount may be accepted at the discretion of the general partner.

In addition, the PLUS Funds pay management fees charged by third party investment managers in connection with the PLUS Funds’ investments, may pay performance or incentive fees, and pay other expenses incurred

by the *PLUS* Funds. Management fees will be reduced (but not below zero) by the *PLUS* Fund's pro-rata share of any management fees paid to GRE's affiliates that it engages to act as a third party investment manager.

GRE U.S. Property Fund L.P.

USPF's general partner earns an annual investment management fee for institutional investors (institutional investor means a retirement system, pension fund, endowment, foundation, insurance company, registered investment company, corporation, charity, or any other subscriber as determined by the general partner in its sole discretion.) equal to the sum of the fees determined on an investor-by-investor basis. Unless otherwise agreed to by the general partner, the fee is determined as:

Net Asset Value	Annual Fee
Up to - \$25 million	1.10%
\$25 million - \$50 million	1.00%
Over \$50 million	0.90%

Unless otherwise agreed to by the general partner, each non-institutional investor in USPF will bear an annual base investment management fee of 1.40% on the net asset value of its limited partnership interest.

The base fee will be determined quarterly in arrears, based on the value of capital accounts at the end of each quarter prior to distributions and investment management fees and, to the extent permitted by law, at the end of other valuation periods. The base investment management fee will be calculated as of the last business day of each calendar quarter, and may be paid at that time or thereafter.

USPF pays investment management fees to the Guggenheim Trust Company through its investment in Guggenheim REIT. Any asset management fees will be reduced (but not below zero) by USPF's pro-rata share of any management fees paid to GRE's affiliates by any affiliated fund in which USPF invests including the Guggenheim REIT. In addition, investors will pay all other expenses incurred in the management and operation of USPF.

The International Fund

The International Fund pays an annual management fee, paid quarterly in advance and automatically deducted, to GRE equal to (a) during the commitment period, 1% of the aggregate commitments, and (b) thereafter, 1% of the then aggregate amount of all capital contributions made by the partners and used by the International Fund to make investments, as reduced by (i) any portions thereof which have been returned by the International Fund to the partners, and (ii) the amount of any write-downs in the carrying value of any such investments. GRE may, however, waive or reduce the fee amounts with respect to particular Investors at its discretion. Because the International Fund is a closed-end fund Investor interests are not redeemable; therefore, a refund of prepaid fees is not applicable.

The International Fund pays management fees charged by third party investment managers in connection with the International Fund's investments in other funds, may pay performance or incentive fees, and pays other expenses incurred by the International Fund.

ARC Fund

The ARC Fund pays an annual management fee equal to: (a) 1.5% of unfunded limited partner commitments and 1.75% of limited partner capital contributions prior to the end of the commitment period and (b) 1.75% of capital contributions (less return of capital and permanent write-downs) following the end of the commitment period.

The management fees began to accrue at the ARC Fund's initial closing in October 2015 and will be paid upon the second closing. Thereafter, management fees will be paid quarterly in advance and pro-rated for any partial fiscal quarter. Because the ARC Fund is a closed-end fund Investor interests are not redeemable; therefore, a refund of prepaid fees is not applicable. The fee will be reduced on a dollar for dollar basis by an amount equal to the aggregate amount of excess organizational expenses defined in the ARC Fund's Offering Memorandum (i.e. organizational expenses exceeding \$1 million).

GRE and supervised persons¹ of GRE do not accept compensation for the sale of the *PLUS* Funds, USPF or ARC Fund interests. The International Fund is closed and not accepting any new Investors. No compensation was accepted during the offering period of the International Fund.

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

The *PLUS* Funds

In addition to the base management fee noted above, Investors pay an incentive management fee equal annually to 20% of the amount by which the *PLUS* Fund's return exceeds the *PLUS* benchmark, calculated on gross portfolio returns before *PLUS* Fund level expenses and base investment management fees. The incentive fee is paid quarterly based on the previous four quarters' performance (essentially 5%, or $[20\% \div 4]$, of the last four quarters' outperformance is paid quarterly). For new Investors, payment of the incentive fee is deferred until the end of the fourth quarter following when their investment was made in the *PLUS* Fund and is based on the performance of the Investor's initial four quarters of investment. For subsequent investments from current Investors, payment of the incentive fee is deferred until the end of the fourth quarter that the subsequent investment amount is in the *PLUS* Fund and is based on the performance of that investment amount's initial four quarters. The *PLUS* benchmark is comprised of 70% NCREIF Property Index and 30% FTSE NAREIT Equity REITs Index (this is GRE's view of the institutional universe and GRE's neutral public/private allocation).

Investors in Guggenheim *PLUS* L.P. pay an incentive fee to GRE and investors in Guggenheim Real Estate *PLUS* Trust pay an incentive fee to Guggenheim Trust Company which then pays 90% of that fee to GRE. For Guggenheim *PLUS* II L.P., the incentive fee is structured as an allocation of income to the general partner.

GRE U.S. Property Fund L.P.

Unless otherwise agreed to by the general partner, each non-institutional investor in USPF will bear an incentive fee equal to 8% of its net investment income.

The incentive fee will be determined quarterly in arrears, based on the net investment income allocated to each investor. Net investment income is the net operating performance of the underlying investments reduced by fund-level fees and expenses and is determined before changes in investment value due to revaluation or sale and before GRE's investment management fees. Regardless of the amount of net investment income, the incentive fee will not exceed 0.125% of the value of capital accounts at the end of each quarter prior to distributions and investment management fees.

The International Fund

A carried interest is paid to the general partner of the International Fund. The distributions are structured as follows, in order of priority: first 100% to the Partners in proportion to their respective capital contributions until they have received cumulative distributions equal to their aggregate capital contributions; then second 100% to the Partners in proportion to their respective capital contributions until they have received additional

¹ Supervised Person means an officer, partner or director (or people performing similar functions or occupying a similar role) or employees or others who provide investment advice on behalf of GRE.

cumulative distributions equal to 8% compound cumulative annual return on capital contributions; then third 90% to all Partners in proportion to their respective capital contributions and 10% collectively to the general partner.

ARC Fund

A carried interest is paid to the general partners and the Special Limited Partner². The distributions are structured as follows in order of priority: first 100% to the limited partners in proportion to their respective capital contributions; then second 100% to limited partners in proportion to their capital contributions until they have received additional distributions equal to 8% compound cumulative return on capital contributions; then third 85% to all limited partners and 15% to the general partners and the Special Limited Partner.

Because the *PLUS* Funds and USPF invest within the United States and the International Fund invests exclusively outside the United States, there is no incentive to favor the *PLUS* Funds and USPF over the International Fund in the selection of real estate investment opportunities. The International Fund is also closed to new investment and is not making any new real estate investments.

The ARC Fund invests exclusively in luxury hospitality properties, some of which may include residential and retail components as part of a mixed use development. Neither the *PLUS* Funds nor USPF invest in this property type so there is no incentive to favor ARC Fund over the *PLUS* Funds or USPF in the selection of the real estate investment opportunities. In addition, because some investment opportunities may also be suitable for Auberge and its affiliates outside ARC Fund's investments, a conflict of interest is possible. During the commitment period (generally five year period after initial closing) neither Auberge nor its affiliates will pursue or acquire any investments meeting the Fund's investment guidelines unless the ARC Fund's general partners state their intention not to pursue the investment and the terms offered to Auberge or its affiliates are not materially more favorable than the terms offered to the ARC Fund.

Item 7 – Types of Clients

GRE provides investment advice to pooled investment vehicles. Investors in these vehicles include but are not limited to high net worth individuals, pension and profit-sharing plans and trusts, estates and charitable organizations.

The *PLUS* Funds have a minimum initial investment of \$1 million. USPF has a minimum initial investment of \$1 million. The *PLUS* Funds and USPF may co-invest in the Lower Tiered Funds, which are also managed by GRE, as a means to manage conflicts of interest among the *PLUS* Funds and USPF as they have similar investment objectives and policies.

The minimum initial investment for the International Fund was \$5 million.

ARC Fund has a minimum initial investment of \$5 million.

² Mack ARCF SLP LLC, a Delaware limited liability company, is the Special Limited Partner and will share the management fee with GRE in exchange for certain investor relations services.

Item 8 – Methods of Analysis, Investment Strategies and Risk of LossThe PLUS Funds and USPF

GRE uses a wide range of market data and analysis to make investment allocation decisions, seeking to establish the PLUS Fund's and USPF's optimal exposure to geographic markets, property types, leverage, development and form of investment (public vs. private), looking through, where appropriate, the funds and accounts in which the PLUS Fund and USPF invests. These allocation decisions are executed through investments in a broad range of real estate investment alternatives with a long-term strategic focus on direct property ownership. Guggenheim Real Estate's investment strategy focuses primarily on income-producing, institutional quality properties in the four main property types (office, retail, multi-family, and industrial) and niche subtypes (e.g., senior housing and self-storage). In managing the PLUS Funds, allocations may also include REITs and a more nimble approach to Tactical Allocations.

Private Market Investments (PLUS Funds and USPF)

For private market investments, the PLUS Funds and USPF will seek to provide investors with attractive risk-adjusted returns through efficient access to a broadly diversified, institutional-quality commercial real estate portfolio. The PLUS Funds and USPF will primarily invest in office, industrial, retail and multifamily properties, as well as niche subtypes, such as senior housing and self-storage, in primary and secondary markets throughout the United States. Asset allocations by property type and geography will be constructed by the Fund's portfolio managers, who will combine information from GRE's in-house econometric forecasts, 3rd party research, valuation models, local market feedback and ownership experience. In addition to in-house asset management capabilities, GRE may also utilize execution expertise of operating partners to add value, when appropriate.

Public Market Investments & Tactical Allocations (PLUS Funds only)

The PLUS strategy is an actively managed commercial real estate portfolio strategy that invests across a wide spectrum of the private and public U.S. real estate markets with an emphasis on direct properties, publicly traded REITs and Tactical Allocations. Tactical Allocations will vary depending on their values relative to the PLUS Fund's strategic allocations to direct properties and publicly traded REITs and may include investments in mezzanine debt, other private funds, CMBS, specific-sector REIT accounts, preferred equity and other real estate-related investments.

GRE's strategy with respect to the PLUS Funds and USPF use the following investment techniques in an attempt to achieve returns above its benchmark while minimizing risk:

- Property Type and Geography Weights – GRE will combine output from proprietary econometric and valuation models, manager feedback and market information to construct an asset allocation by property type and geography.
- Manager and Local Partner Evaluation and Execution – GRE may execute its strategy through local operating partners with a view towards selecting those operating partners with attractive local market knowledge and strong sourcing and execution capabilities in each market segment, property type and geographic market.
- Active Management of Direct Properties – GRE will use its bottom-up research and top down economic forecasts to determine the appropriate risk profile of its direct property investments given the prevailing market environment and taking into account the other assets of the Fund.
- Fund Portfolio Evaluation – GRE will utilize proprietary models to evaluate a private real estate fund's value relative to other investment alternatives and assess its fit with GRE's portfolio allocation targets.
- Leverage – GRE intends to use property specific debt and other leverage across portfolio investments. Leverage will be measured across the portfolio, taking into account the leverage of entities in which the Fund invests.

GRE's strategy with respect to the *PLUS* Funds also uses the following investment techniques:

- Public versus Private Market Relative Value – GRE adjusts portfolio weightings between the public and private markets to take advantage of pricing differences.

GRE believes these strategies result in a portfolio with a broad range of real estate and real estate-related assets with minimized risk.

The International Fund

GRE's strategy with respect to the International Fund consisted of two concurrent processes in its construction of an investment portfolio broadly diversified across developed and emerging international markets:

- Utilization of in-house research and local market feedback to guide portfolio allocations.
- Global manager sourcing and rigorous due diligence.

Combining the two processes, GRE developed a portfolio designed to maximize returns while providing true economic, property type, currency and fund manager diversification across economic regions.

ARC Fund

The strategy of the ARC Fund is to invest in the acquisition and development of luxury hospitality properties that will be operated under the Auberge or VieVage hotel brands. Some of these hotel investments may include residential and retail components as part of a mixed use development. Investments will include both ground up developments and existing hotel properties that will be re-branded or already operating under the Auberge or VieVage brands. The ARC Fund will focus on investments in urban locations and established resort destinations located primarily in North and Central America and the Caribbean, and to a lesser extent, in Europe. Markets with high barriers to entry will be targeted. Target resort markets will primarily include ski and beach destinations within a one hour drive from an airport with an established existing luxury resort market and a premium location within that existing market.

Risks of Investing in Real Estate

Investing in real estate involves risk. One of the main risks to investing in real estate is liquidity. Unlike stocks and bonds, which can be bought and sold throughout the day on exchanges and in the over-the-counter market, real estate is not as readily marketable. This illiquidity may restrict the availability of cash for those Investors looking to redeem their Fund interests.

The valuation of real estate investments is influenced by many variables. Therefore, reported fair value of the properties may not represent the net cash proceeds that would be realized if such investments were liquidated, since market prices of real estate investments can only be determined by negotiation between market participants.

The use of leverage, i.e. the use of borrowed funds to make investments, is an additional risk inherent in the strategies. While leverage can magnify the returns in a rising market it will also magnify the losses in a falling market. Leverage increases the financial risk by magnifying the impact of a reduction in property cash flow on net operating income after interest available to the Funds and similarly magnifies the impact that a decrease in the value of Fund investments would have on the net asset values of the Funds. If the entities in which the Funds invest have insufficient cash flow to pay required debt service, lenders to these entities could foreclose on the collateral securing their debt. Entities in which the Funds invest may hold a substantial number of assets and may represent a material portion of the net asset value of the Funds. These entities may structure financings with recourse limited to specified assets or may become liable without limitation on

borrowings, in which event a loss associated with a default under the financing would not be limited to a particular investment.

The income and value of a particular real estate asset in which a Fund holds an indirect interest may be adversely affected by a number of factors including: the cyclical nature of the real estate market, local real estate conditions and the financial condition of tenants; changes in the number of buyers and sellers of properties; increases in the availability of supply of property relative to demand; changes in availability of debt financing; increases in interest rates, real estate tax rates, energy prices, and other operating expenses; changes in environmental laws and regulations, zoning laws and other governmental rules and fiscal policies; changes in the relative popularity of properties; risks due to leverage and dependence on cash flow; risks and operating problems arising out of the presence of certain construction materials; risks, clean-up costs and other liabilities associated with hazardous or toxic substances or petroleum product releases; as well as acts of God, terrorist acts, uninsurable losses, losses which cannot be insured economically, and other factors which are beyond the control of the Funds. The ability of the *PLUS* Funds to vary the portion of their investments indirectly invested in real estate and not invested through publicly traded companies in response to changes in economic or other conditions will be limited.

Traded real estate securities are subject to all of the risks associated with direct investments in real estate, as well as the risks associated with the securities markets generally, such as changes in investor sentiment and global currency movements, which may introduce volatility to the *PLUS* Funds' portfolio in a manner unrelated to the fundamental characteristics of the underlying real estate.

The International Fund also has currency risk. Fund interests purchased by the International Fund may not be denominated in U.S. dollars. There is a risk that the International Fund may not be able to adequately hedge its currency exposure or that a fluctuation of exchange rates could materially adversely affect the value of the investment.

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 GRE or the integrity of GRE's management. GRE has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

GRE has been hired by Guggenheim Trust Company, a South Dakota trust company and affiliate, to provide investment advice to the following Funds: Guggenheim Real Estate *PLUS* Trust; Guggenheim *PLUS* Leveraged LLC; GRE U.S. Property Fund L.P.; and Guggenheim REIT.

Wholly-owned subsidiaries of GRE are currently the General Partners of the Guggenheim *PLUS* L.P. Fund and the Guggenheim *PLUS* II L.P. Fund. Investment allocation decisions are made for the *PLUS* Funds that affect the incentive compensation paid to GRE by Guggenheim *PLUS* L.P., the Guggenheim *PLUS* II L.P. General Partner's allocation of income as well as the incentive compensation paid to Guggenheim Trust Company by Guggenheim Real Estate *PLUS* Trust. (See Item 6 above for an explanation of incentive fees.) In order to manage conflicts of interest among the *PLUS* Funds as they have similar investment objectives and policies and to therefore minimize the affect allocation decisions may have on the incentive fees paid to GRE directly or to its wholly owned affiliates, the *PLUS* Funds may co-invest in the Lower Tiered Funds, which are also managed by GRE. Co-investment by each Fund in the Lower Tiered Funds eliminates the need to allocate investments among the three Funds as well as between the *PLUS* Funds and USPF. For example, direct properties are purchased through Guggenheim *PLUS* Leveraged LLC and the three *PLUS* Funds as well as

USPF obtain exposure to that portfolio of direct properties by directly or indirectly (through Guggenheim REIT for USPF and through USPF for *PLUS II*) owning units of Guggenheim *PLUS* Leveraged LLC.

The General Partner for the International Fund is also a wholly owned subsidiary of GRE. The General Partner for USPF is a wholly owned subsidiary of Guggenheim Trust Company which is an affiliate of GRE and pays 90% of its advisory fees received to GRE. The GRE general partner for ARC Fund is a wholly owned subsidiary of GRE.

Guggenheim Funds Distributors LLC (“GFD”) is an affiliated FINRA registered broker-dealer and SEC registered investment adviser. GFD is engaged in the private placement of securities and the marketing of limited partnerships to institutional investors. Pursuant to an arrangement with GRE, GFD may market Guggenheim *PLUS II* L.P., Guggenheim Real Estate *PLUS* Trust and USPF to its customers. A member of GRE’s investment committee is a management person of GRE who is a registered representative with GFD and is engaged in the private placement of GRE Funds through GFD.

Weild & Co., LLC, a FINRA registered broker dealer, has been engaged as placement agent for the sale of interests in ARC Fund.

Guggenheim Partners Investment Management (“GPIM”) is an affiliated investment adviser and acts as a sub-adviser for public real estate related securities portfolios for the *PLUS* Funds. The *PLUS* Funds pay to GPIM for its advisory services an annual fee of 50 basis points on the market value of the assets under management that GRE then deducts from its fee at the fund-level.

Guggenheim Investment Advisors, LLC is an affiliated investment adviser and has established the Guggenheim Onshore Access Fund, LLC of which Series CP has invested in a *PLUS* Fund.

GRE has other affiliated investment advisers which manage Limited Partnerships (“LPs”) or Limited Liability Companies (“LLCs”) or investment companies; however, these relationships are not material to the advisory business of GRE. Affiliated SEC-registered investment advisers provide information about those LPs, LLCs or investment companies on their respective Form ADVs. Information about LPs or LLCs managed by affiliated investment advisers that are not registered with the SEC is available upon request. GRE’s Clients are not solicited to invest in any of these LPs, LLCs or investment companies.

Auberge is the co-sponsor and co-manager of the ARC Fund with GRE. See Item 4 regarding co-management decision-making and Item 6 regarding the potential conflicts with respect to the ARC Fund and Auberge and its affiliates.

While Wells Fargo is not a “Related Person³” of GRE the following relationships are material to the Funds and may create conflicts of interest. One of the GRE advised Funds has entered into a revolving line of credit with Wells Fargo Bank N.A. Wells Fargo serves as the primary lender for certain direct property investments within the *PLUS* Funds and USPF direct property portfolio. Affiliates of Wells Fargo are tenants in office buildings owned within the *PLUS* Funds and USPF direct property portfolio. A separate series of the Alternative Strategies Real Estate Platform, LLC, which is sponsored by an affiliate of Wells Fargo, has invested in USPF. The various relationships of GRE and both the *PLUS* Funds and USPF with Wells Fargo as well as the terms of the leasing agreements with the Wells Fargo affiliates have been negotiated in arm’s length transactions to address the conflicts of interest presented by these relationships.

³ A person controlling, controlled by or under common control with GRE; An officer, director or partner of GRE or person performing similar functions and all GRE current employees.

Item 11 – Code of Ethics

GRE has adopted a Code of Ethics and Insider Trading Policy (“Code”) to comply with Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code sets forth procedures and limitations governing the business conduct and personal securities trading of persons associated with GRE. The Code is based upon the principle that GRE’s employees owe a fiduciary duty to Clients and Investors to conduct their affairs, including their personal securities transactions, in such manner to avoid: (i) serving their own personal interests ahead of Clients and Investors; (ii) taking inappropriate advantage of their position with the firm; and (iii) any actual or potential conflicts of interest or any abuse of their position of responsibility. GRE employees must hold securities for a minimum of three (3) trading days. In addition, they must pre-clear any purchases in initial public offerings and any limited or private offerings as well as any transactions in securities covered under the Code. The Code also includes a prohibition on insider trading, a prohibition on rumor mongering, restrictions on the giving and receiving of gifts as well as the reporting of gifts and personal securities trading procedures, among other things. All GRE employees must acknowledge receipt as well as the terms of the Code annually, and when it is amended. A copy of the Code is available upon request by emailing GRE’s Chief Compliance Officer at theresa.apruzzese@guggenheimrealestate.com.

GRE may receive material non-public information about certain issuers. Issuers may be added to a restricted list in the event that GRE or certain of its employees have actual possession of material non-public information about a company or transaction, such as business plans, earnings projections, or merger and acquisition plans. In addition, Guggenheim Partners maintains a restricted list in the event that personnel receive material non-public information. These restricted lists are lists of issuers in which GRE’s employees are restricted from trading for both Client accounts and/or personal accounts. See *Guggenheim Investments Restricted List* below.

Wholly-owned subsidiaries of GRE are currently the General Partners of the Guggenheim *PLUS* L.P. Fund and the Guggenheim *PLUS* II L.P. Fund which are Clients of GRE. The General Partner of USPF is a wholly-owned subsidiary of Guggenheim Trust Company, an affiliate of GRE, which is also the Trustee of Guggenheim Real Estate *PLUS* Trust. The GRE U.S. Property Fund and Guggenheim Real Estate *PLUS* Trust are both Clients of GRE. GRE advises the *PLUS* Funds and USPF to invest in the Lower Tiered Funds that are also advised by GRE. By investing in the Lower Tiered Funds rather than in real estate securities and direct property investments, the *PLUS* Funds and USPF can share in the same pool of investments without the conflicts of having to allocate specific investments to each individual Fund. The allocation of fees to GRE given the tiered investment structure is addressed in Item 5 above. As stated in response to Item 10 above, GRE has affiliated investment advisers which manage LPs or LLCs or act as an adviser to an investment company but GRE’s Clients are not solicited to invest in any of these LPs, LLCs or investment companies.

See Item 6 above with regard to conflicts regarding hotel investments by Auberge and its affiliates.

In order to rebalance the exposure to the Guggenheim REIT and/or to satisfy redemption requests, distributions and a fund’s expenses, a security may be sold by one Client to another Client. GRE may effect a cross transaction between the two Clients for no fee if neither Client are ERISA Plan Assets and the trade is in the best interest of both Clients. GRE will engage in these transactions if (a) the units traded between accounts are valued according to the methodology set forth in a fund’s operating documents and (b) all records regarding the transaction and its valuation are maintained for the required period.

Guggenheim Investments Restricted List

GRE and its personnel are not permitted to trade on securities with respect to which any of them or certain affiliated investment advisers, including certain affiliated sub-advisors appointed by GRE (together “Guggenheim Investments”) obtains material non-public information (“MNPI”), including information obtained from public companies which are clients of Guggenheim Investments. The Guggenheim Investments Restricted List (the “Restricted List”) is a list of issuers in which GRE and its employees are restricted from

trading due to legal, regulatory or contractual restrictions. For example, if Guggenheim Investments receives MNPI about certain issuers, such issuers will be placed on the Restricted List. Securities will be added to the Restricted List in among potentially others, the following circumstances:

- In certain circumstances, where there is a concentration of ownership in a security and Guggenheim Investments or an affiliate already owns a substantial beneficial interest in the publicly held outstanding shares;
- When Guggenheim Investments or any of its employees receives confidential information relating to an issuer and enters into a contractual agreement not to trade in the issuer's securities for a period of time; or
- When Guggenheim Investments or any of its employees comes into possession of MNPI about a public company, such as business plans, earnings projections, or merger and acquisition plans.

Absent limited and specific exceptions, issuers on the Restricted List may not be traded in Guggenheim Investment Funds or for the account of any other Guggenheim Investments client or in employee personal accounts. Funds and client accounts may be forced to deviate from their stated objectives because an issuer is restricted. Specifically, the Restricted List may prohibit Guggenheim Investments from buying or selling the issuer's securities for a Fund and client account. If an issuer's securities are in a client account or owned by a Fund and subsequently that issuer's securities are placed on the Restricted List, absent certain limited exceptions, GRE will not trade that issuer's securities in the client's account or held by a Fund until those securities are removed from the Restricted List. The client and Fund will bear the risk of loss during the period any such securities are on the Restricted List. Accordingly, the placement of issuers' securities on the Restricted List has the potential to negatively affect GRE's and/or its affiliated sub-advisor's exercise of discretion over and the performance of client accounts and Funds.

Item 12 – Brokerage Practices

The GRE-managed Funds pay commissions to brokers and dealers on security transactions placed. In instances where a third-party manager is hired to manage a portfolio of public real estate related securities, the third-party manager selects broker-dealers with the objective of obtaining best execution. GRE has given to its third-party managers the discretion to determine which brokers and dealers to use as well as what commission rates to be paid. The third-party managers selected by GRE may use soft dollars to obtain products, services or research from the broker-dealers selected by them for trade execution. GRE has retained the right in its investment management agreements with the respective managers to dictate brokerage terms, but has not yet elected to exercise this right. GRE does not monitor the allocation or aggregation practices of its third-party managers. However, third-party managers represent in their executed agreements with GRE that they will make allocation decisions in an equitable and consistent manner with regard to their fiduciary obligations to all accounts.

GPIM is under common control with GRE and acts as a sub-adviser to the *PLUS* Funds. GPIM manages portfolios of public real estate related securities and is treated by GRE as if it is an unaffiliated third-party manager. The policies for GPIM regarding trade allocations, best execution and soft dollar usage as well as conflicts of interest disclosures are available on the website of the U.S. Securities and Exchange Commission. The assets in the portfolios managed by GPIM are subject to a management fee.

Item 13 – Review of Accounts

PLUS Funds

No less than quarterly, and generally whenever a new investment or disposition is contemplated, each of the *PLUS* Fund's investment holdings are measured relative to the risk control guidelines stated in the respective *PLUS* Fund's offering memorandum and partnership or trust agreement. These guidelines relate to the use of

leverage, exposure and diversification. The *PLUS* Funds invest primarily in four major property types (office, industrial, multifamily and retail) with an emphasis on risk management through diversification across property types, geographies, investment structures and market segments. GRE also sets guidelines for the ceiling on aggregate leverage, the amount of development and the amount of public market investment.

GRE utilizes a screening and evaluation process for the selection of REIT and private fund investment managers, when applicable, and local operating partners. Through regular evaluation and interaction of the potential universe, both formally and informally, GRE meets with, interviews and requests information from these groups and assesses the potential merits they could provide. Since GRE has been in existence since 2002, there is a wealth of cumulative knowledge and information available through the existing staff and its historical and ongoing evaluation materials. Each REIT manager and local real estate professional relationship is governed by a contract. Both are monitored for compliance with the respective contracts depending on the scope of services provided. Generally, they are required to provide monthly and/or quarterly investment financial information, including performance and management fee calculations with respect to public securities and revenue and expense information with respect to private property investments. GRE's administrative back-office reviews manager reports for completeness, accuracy and conformity with reporting requirements.

USPF

No less than quarterly, and generally whenever a new investment or disposition is contemplated, USPF's investment holdings are measured relative to the investment restrictions stated in USPF's offering memorandum and partnership agreement. These restrictions relate to ceilings on property type, single property, single state, metropolitan areas, non-stabilized investments, niche sub-type investments and mezzanine debt. The use of leverage is also limited. USPF will generally not make any new investments if it expects that that investment would, if made, cause USPF to exceed the investment restriction for any particular risk category. It is possible, however, that allocations may exceed applicable investment restrictions, for other reasons; for example, as a result of changes in the values of USPF's investments.

International Fund

GRE used a similar process with respect to the International Fund's selection of investments.

ARC Fund

Whenever a new investment is contemplated, ARC Fund's investment holdings are measured relative to the investment restrictions stated in the ARC Fund's offering memorandum and partnership agreement. These restrictions relate to asset diversification, balance of existing properties and development projects, geographic diversification, leverage limitations and branding and management. If, however, after the final closing date, the ARC Fund is not in compliance with the noted restriction due to the planned maximum commitments exceeding the actual commitments received, the ARC Fund will not be required to modify its investments as a result of that non-compliance.

Investor Reporting

GRE is highly focused on the quality, quantity and frequency of information that is distributed to Investors to make sure that Investors are well informed and up to date on the respective Fund's strategy, performance and holdings.

PLUS Funds

Below is a list of the reports distributed to Investors along with the frequency of distribution. These reports may be accessed by Investors, at their election, via GRE's online document system or as noted:

Quarterly

- Fund-Specific Flash Report
- Individualized Investor Statement of Net Asset Value
- Fund-Specific Unaudited Financial Statements
- Fund-Specific Quarterly Report to Investors

Annually

- Fund-Specific Audited Financial Statements
- Individualized Investor tax reporting or Form 5500, as applicable

USPF Fund

Below is a list of the reports distributed to Investors along with the frequency of distribution. These reports may be accessed by Investors, at their election, via GRE's online document system or as noted:

Quarterly

- Fund-Specific Flash Report
- Individualized Statement of Net Asset Value
- Fund-Specific Unaudited Financial Statements
- Fund-Specific Quarterly Report to Investors

Annually

- Fund-Specific Audited Financial Statements
- Individualized Investor tax reporting

In addition, GRE supplements the quarterly and annual reporting noted above with calls and in-person meetings designed to be interactive and informative as it relates to Investors' investment in the respective Fund and across the breadth of the real estate asset class.

International Fund

Below is a list of the reports distributed to Investors along with the frequency of distribution.

Quarterly

- Fund-Specific Unaudited Financial Statements

Annually

- Fund-Specific Audited Financial Statements
- Tax reporting, as applicable (Distributed via regular mail)

ARC Fund

Below is a list of the reports distributed to Investors along with the frequency of distribution.

Quarterly

- Fund-Specific Unaudited Financial Statements
- Report and summary description of each investment owned by the Fund at the end of the fiscal quarter

Annually

- Fund-Specific Audited Financial Statements
- Tax reporting, as applicable (Distributed via regular mail)
- Report and summary description of each investment owned by the Fund at the end of the fiscal year

Item 14 – Client Referrals and Other Compensation

GRE may compensate employees of its affiliates, or third-parties who refer potential Clients or Investors to GRE. Any such compensation is generally expected to be paid by GRE from its assets and is not expected to be charged to its Clients.

As part of arrangements GRE has with Guggenheim Funds Distributors LLC (“GFD”), GFD will be compensated for the placement of Investors in Guggenheim *PLUS* II L.P., Guggenheim Real Estate *PLUS* Trust and USPF. GFD will be paid a one-time placement fee by GRE in two installments. The first installment will be paid 45 days after the investor is accepted into the respective fund and the other half will be paid six months after the initial payment. In addition, GFD will be paid 100% of the fixed costs associated with its activities under the placement agreement. GRE and supervised persons of GRE, including the management person who is registered with GFD, do not receive or accept compensation for the sale of Fund interests.

Item 15 – Custody

GRE has the authority to withdraw Client assets which are maintained with a qualified custodian⁴ upon GRE’s instruction to the custodian and therefore is considered an adviser with custody of Client funds and securities. As required under the Investment Advisers Act of 1940 (as amended), GRE will ensure that each Client Fund is audited and that the audited financial statements of the Client Funds are sent to Investors of the *PLUS* Funds, USPF and ARC Fund within 120 days and within 180 days for the International Fund’s Investors after their fiscal year end of December 31 each year. In addition, in the event of liquidation, a final audited financial statement will be sent to Investors promptly after completion of that final audit.

Item 16 – Investment Discretion

Under the respective Client documents and advisory agreements, GRE does not need Client consent regarding its investment decisions. GRE has the authority to determine, without obtaining specific Client consent, the securities and the amount of securities to be bought and sold including direct property investments. GRE

⁴ A qualified custodian is a: (i) bank per §202(a)(2) under the Investment Advisers Act or savings association per §3(b)(1) of the Federal Deposit Insurance Act; (ii) broker-dealer registered under §15(b)(1) of the Securities Exchange Act of 1934 Act; (iii) futures commission merchant registered under §4f(a) of the Commodity Exchange Act; (iv) foreign financial institution that customarily holds customer financial assets.

exercises such authority either directly by managing and executing investment strategies on its own, or by engaging one or more third-party managers to execute the investment strategy or strategies for a Client by granting such third-party managers investment discretion to manage such assets.

Item 17 – Voting Client Securities

GRE is committed to its fiduciary duty of care with respect to all services undertaken on behalf of its clients, including, when applicable, proxy voting. GRE is explicitly granted proxy-voting authority under the terms of each Funds' legal documents. GRE delegates proxy voting authority for publicly traded securities managed by third-party managers to such managers, whom GRE believes are best qualified to evaluate proxy proposals for securities that they have selected for the Funds. For private fund investments, GRE will make and execute all voting decisions.

Clients may obtain a copy of GRE's complete proxy voting policies and procedures upon request. Clients may also obtain information from GRE about how GRE voted any proxies on behalf of their account(s).

Item 18 – Financial Information

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

Additional InformationBusiness Continuity

GRE has a business continuity plan that provides for meeting the goal of recovering its critical business functions in the event of a disaster affecting one of its offices. Critical business functions include: communicating with clients; managing and trading the Client Funds' investment portfolios, performing investment research and analysis, accessing key network based files, and regulatory reporting.

Cyber Security

Guggenheim believes that information is one of its most important assets. The firm's information security policy sets forth the requirements for the protection and security of the firm's information in order to maintain confidentiality, integrity and availability. At a core level, information is classified as highly confidential, confidential or public. Highly confidential and confidential information have strict limitations on their access, use and transmission. Access and entitlement to this type of information is approved by an employee's manager with a review of that access at least quarterly. In addition, transmission of highly confidential information must be through an encrypted method and transmission of confidential information may be but is not required to be sent through an encrypted method.

In addition, user IDs and passwords are known only to the user and passwords must be changed periodically. Visitors requiring access to the internet when visiting a Guggenheim office are allowed to use the guest network but cannot have access to the Guggenheim network.

Legal Proceedings

The third-party managers selected by GRE may participate in such legal proceedings with respect to the REIT assets they manage on behalf of GRE's Clients.