



## Wafra Investment Advisory Group, Inc.

345 Park Avenue, 41<sup>st</sup> Floor  
New York, NY 10154-0101  
Telephone: (212) 759.3700  
Fax: (212) 813.9488  
Website Address: [www.wafra.com](http://www.wafra.com)

*This Brochure provides information about the qualifications and business practices of Wafra Investment Advisory Group, Inc. If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer, Vincent Campagna at (212) 759.3700 or at [v.campagna@wafra.com](mailto:v.campagna@wafra.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.*

*Wafra Investment Advisory Group, Inc. 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 Wafra Investment Advisory Group, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

Form ADV Part 2A

March 31, 2017

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## ITEM II- Material Changes

### Annual Update

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Wafra Investment Advisory Group, Inc.'s ("Wafra" or "the Firm") last annual update of this Brochure was filed with the SEC as of March 31, 2016 ("2016 Annual Update").

Below includes only material changes made since the 2016 Annual Update. Please review these changes carefully.

### Material Changes Since the Last Update

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- Item X- "Other Financial Industry Activities and Affiliations", to include newly added/removed entities.
- Item V- "Fees and Compensation", to disclose certain compensation paid to Firm employees by an affiliate.
- Item XIII- "Review of Accounts", to explain certain changes to the monitoring and reviewing of client accounts, including the Risk Office, Compliance and Securities.
- Item XVII- "Voting Client Securities", to disclose the Firm has engaged a third party to provide proxy research and recommendations, and proxy voting-related record keeping services.

Because material changes have been made, we recommend clients and prospective clients review the entire brochure and its supplements.

You can request a copy of Wafra's *Brochure* by contacting Mr. Vincent Campagna, Chief Compliance Officer, at (212) 759.3700 or [v.campagna@wafra.com](mailto:v.campagna@wafra.com).

Additional information regarding Wafra Investment Advisory Group, Inc. can also be found by navigating the following SEC link: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## ITEM IV- Advisory Business

Wafra has been in business for over 30 years. It was originally founded in 1985 to manage funds in the United States for financial institutions of Kuwait and other Gulf States. The Firm is wholly owned by Wafra InterVest Corporation (“WIC”), a Cayman Islands company, which in turn is beneficially owned by the Public Institution for Social Security of Kuwait.

Wafra offers an extensive range of investment and related services including:

**Portfolio Securities Division** - on a discretionary and non-discretionary basis, the Securities Division manages a wide variety of equity and fixed income portfolios, other securities and cash.

**Alternative Investments Division** - advises on the selection and portfolio management of alternative investments, including investments in financial institutions, alternative investment management companies, hedge fund products and private equity, credit opportunities and real assets, infrastructure and alternative real estate investments.

**Direct Equity Division** - takes positions in lower middle market operating companies with continuing management and executable growth opportunities. The Direct Equity Division works closely with companies’ management to increase value by improving existing operations, funding internal growth or developing acquisitions strategies.

**Private Asset Management Division** - focuses on managing and administering private equity funds of funds products with numerous different general partners, and advises on mezzanine loan products that participate in debt and subordinated debt opportunities in the U.S. and Europe.

**Real Estate Division** - institutional real estate investments, debt financing, strategic planning, asset management, real estate brokerage services, and hotel management and consulting.

**Executive Advisory & Research Division** - provides consulting and advisory services and analytic and due diligence services to Wafra’s existing and potential clients. Consulting services are arranged on a case-by-case basis.

Wafra tailors its advisory services specifically to and in conjunction with each client agreeing on the objective, investment strategies, guidelines and any restrictions.

Assets and commitments under management as of December 31, 2016 are as follows:

In billions	
Discretionary basis	\$10.5
Non-discretionary basis	<u>4.5</u>
<b>Total*</b>	<b><u>\$15</u></b>

\* Includes real estate, cash accounts and unfunded commitments.

Division	Assets Under Management (In billions)
Securities	\$3.9
Alternative Investments	5.8
Direct Equity	0.3
Private Asset Management	2.7
Real Estate	2.0
Executive Advisory & Research	0.3
<b>Total*</b>	<b>\$15</b>

\*Wafra Investment Advisory Group, Inc. and its affiliates assets under management represent discretionary and non-discretionary assets and commitments advised and under management, including unfunded, and those jointly managed with third parties. Estimated and as of 12/31/2016. Amounts represent recent valuations and commitment amounts that may have changed since the date of this report.

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## ITEM V- Fees and Compensation

We do not maintain a set fee schedule.

Management fee rates, incentive-oriented compensation and other fees are primarily based on the applicable investment strategies, the complexities in deploying such strategies, the structure of the investment vehicle(s) involved, the asset size of the account/client, as well as additional relevant factors. The ultimate fees are concluded based on negotiation with the client, its investors, as applicable, and its advisors. With respect to certain clients, Wafra, its advisory affiliates and certain of its investment personnel participate in incentive compensation arrangements and invest as general partners or managing members, limited partners or limited liability members in Wafra pooled investment vehicles (“funds”).

In addition to paying investment advisory fees and, if applicable, performance-based compensation, the advised, private funds are also subject to other investment fees and expenses. Such fees and expenses are paid to both affiliates and non-affiliates of the Firm and include, but are not limited to: administration fees, structuring fees; selling and marketing costs; transaction due diligence and related expenses, including travel and related expenses associated with investments, whether ultimately consummated or not; custodial charges; investment related expenses and fees, including origination, servicing, acquisition or other similar fees; expenses relating to the establishment and maintenance and administration of, and legal and other professional advice relating to, fund general partners or managing members or similar entities, interest expense; taxes, including penalties thereon, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; fees/expenses by fund officers and directors who are typically affiliates of the Firm; travel and entertainment expenses; legal, auditing, accounting, consulting and other professional expenses including those relating to advisory committee members, and expenses, including travel associated with meetings thereof; administration expenses; research expenses; and any other expenses related to the purchase, preservation, sale or transmittal of fund assets.

The receipt of any foregoing fees or compensation by Wafra, its related persons or affiliates will not reduce or offset any investment advisory fees payable by the applicable fund or funds or stated otherwise in a client’s offering memorandum, contract or other governing documents.

In some instances the Firm receives other fees which would be set out or provided for in the client’s investment advisory, limited partnership or operating agreements, private placement memorandum or such other documents as applicable.

Certain employees of the Firm provide officer, director or alternative director services for Firm fund clients, and such officer and director services are carried out in the employee’s capacity as employees of Wafra Financial & Management Services Ltd. (“WFMS”). WFMS compensates the Firm employees for these Services, and the Firm clients are compensating WFMS for manager and administrative services to such fund clients.

Please refer to Item VI for information on performance fees and side by side management, Item X for information about Wafra's other financial industry activities and affiliations, and Item XII for more information on brokerage fees.

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## **ITEM VI- Performance Fees & Side-By-Side Management**

Wafra may negotiate performance fee arrangements with qualified clients, as defined in Rule 205-3(d). Performance or incentive fee arrangements are subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the “Advisers Act”) and are structured in accordance with available exemptions, including the exemption set forth in Rule 205-3(d) for qualified clients.

In this instance, the Firm, its affiliates and personnel receive performance based incentive fee or carried interest in accordance with the investment advisory agreement with the client or other applicable governing document. At times, supervised persons at, and affiliates of, Wafra are also entitled to director/officer fees for providing services to investment funds managed by it and in which clients invest.

Negotiated fixed or asset-based fees calculated on the value of committed and/or a combination of committed and funded capital, or the value of assets under management, as well as performance fee arrangements, apply, but are not limited, to the following:

- Hedge Funds of Funds
- Direct Equity Products
- Real Estate Products
- Hotel Management and Consulting
- Venture Capital Investing
- Private Equity Products
- Direct Equity Investments
- Murabaha (Shari’ah-Compliant) Transactions
- Structured Investments
- Miscellaneous Investment Consulting Services
- Infrastructure and Real Assets Products
- Other Assets and Transactions

Performance-based fee arrangements creates an incentive for Wafra and its supervised persons to recommend or select investments which may be riskier or more speculative than investments under a different fee arrangement. Wafra has procedures designed and implemented to ensure that all clients are treated fairly and equally and to prevent this conflict from inappropriately influencing the allocation of investment opportunities among clients.



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## ITEM VII- Types of Clients

Wafra currently provides advisory services to the following types of clients:

- Non-U.S. sovereign entities
- Non-U.S. entities
- Corporations and other organizations
- U.S. and non-U.S. domiciled funds and separate accounts for non-U.S. institutional investors

<b>Requirements for Opening and Maintaining an Account</b>
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The minimum account size is based on the particular strategy to be deployed and subject to negotiation with a client. Furthermore, a client fund may provide for initial and additional minimum investments or commitments, as set forth in its offering and/or similar document.

Each investor in the Firm's funds must be either a qualified purchaser as defined in Section 2(a)(51) of the Investment Company Act of 1940, or an accredited investor in accordance with Rule 501 of Regulation D of the Securities Act of 1933, or qualify for an exemption under the Investment Company Act of 1940.

## ITEM VIII- Methods of Analysis, Investment Strategies and Risk of Loss

Wafra's principal Investment Divisions, disciplines, and products are:

Securities	Portfolios comprised solely of one or a combination of the following: publicly traded U.S. and non-U.S. equities, U.S. and non-U.S. fixed income, other securities and cash. Certain portfolios could also invest in Shari'ah Compliant investments, such as short term murabaha transactions and other Shari'ah Compliant products.
Alternative Investments	Investments in hedge funds, hedge fund replication products, alternative beta products, fixed income alternatives, opportunistic and distressed investments, strategic investments (including, among others, in asset manager equity, seeding commitments and joint ventures), real assets, infrastructure and alternative real estate investments, and other direct investments, co-investments and club investments.
Direct Equity	Takes positions in lower to middle market operating companies for institutional clients. Works closely with each company's management to seek to increase value by improving existing operations, funding internal growth or developing acquisition strategies.
Private Asset Management	Investment portfolios in investment funds, loans and private securities, as well as portfolio administration services.
Real Estate	Commercial and multi-purpose residential real estate acquisitions, debt financing, disposition, asset management and consulting.
Executive Advisory & Research	Consulting and advisory services to Wafra's existing and potential clients, overseeing private fund investments that were originated externally by clients and transferred to EAR for management, and analyzing client's current or proposed investments.

### General Risks

*The Firm's investment strategies are generally designed for investors who do not require regular current income and can accept a high degree of risk. All investment strategies used by the Firm include a risk of loss of principal. Many strategies are complex and difficult to understand. If you are not generally familiar with such risks you are not likely a suitable client and should not consider investing in the strategies used by the Firm. Many of the Firm's investment strategies can only be accessed by purchasing interests in funds; investors should carefully read a fund's offering memorandum or similar document and consult with financial professionals, advisors and legal counsel. Wafra funds are generally not available for persons who are U.S. citizens or entities domiciled in the United States. A fund's offering material describes management fees, any incentive-based compensation arrangements and other fees and typically an outline or summary of principal risks.*

## Securities Division

### *Investment Strategies*

The Securities Division manages a broad array of publicly traded securities and must adhere to client guidelines for investing. The Securities Division principally focuses on U.S. and foreign equities and fixed income securities, often large capitalization in nature, including multi-currency debt and foreign currency transactions. Each investment is evaluated for suitability against client guidelines and along a multi-level analysis process. The Securities Division also makes investments in Islamic murabaha transactions and at times in futures contracts and options.

### *Methods of Analysis*

The Securities Division strives to efficiently incorporate external research and data into its proprietary systems and other select screening systems to support a dynamic investment environment. Further work includes technical analysis, one-on-one meetings with management, conferences, phone calls, webinars and individual security analysis. The investment team meets frequently to gain the benefit of the many diverse skill sets among the team. Discussions include topics such as the macro outlook, regional nuances and favorable investment themes and trends. Research systems used by Wafra include Bloomberg, FactSet, various research and ratings services and sell side research. As securities are publicly traded, relevant information is public and readily available by different means of distribution. Through analysis and effective portfolio management, the Securities Division seeks to mitigate risks and closely monitor unrealized gains/losses, stop loss limits and tracking error versus the sub-industry groups, sector and regional allocations. There are valuation tools utilized based on what type of company is being reviewed; some examples include discounted cash flow, enterprise value to earnings before interest, taxes, and depreciation (“EBITDA”), price to book and price to earnings. Additional investment characteristics may be analyzed as applicable, such as quality of earnings and management, capital structure and future growth prospects. As part of the due diligence process, the Securities Division conducts a thorough competitive analysis to compare against peers and the rest of the market. After an investment is made, the price and value are monitored on both an absolute and relative basis. Investments are also monitored for a change of investment drivers or thesis.

### *Risks*

Investing in securities entails a range of market, economic, political and fundamental risks including loss of principal, lower returns than expected and poor performance against benchmarks. Global markets encompass certain risks not normally associated with investments in securities of United States issuers. Such risks include, but are not limited to the following: less liquidity and greater price volatility, currency exchange risk due to fluctuations in foreign currency exchange rates; imposition of exchange control regimes; more limited disclosure requirements from non-United States issuers, different taxation and accounting standards; and economic, social and political risks.

In addition to the foregoing, there are also risks of trading errors. The Firm has adopted trade error policies and procedures to effectively monitor, report, and assess

the financial impact of trade errors. If a trade error is discovered, and a Securities Division client suffers a financial loss because of the trading error, then the Firm will promptly direct the reversal of the transaction unless it is not possible or it is inappropriate to do so. If the Securities Division incurs a gain as a direct result of the error, the client is entitled to retain any gains. In instances where reversing the trade is not possible or is inappropriate, the Firm will compensate the account for the amount of the loss (or will cause the party responsible for the loss to compensate the account), except as follows. After a review by the Firm, it may charge any expenses incurred as a result of an error to a client's account to which these errors relate, provided that gross negligence or misconduct on the part of the Firm was not the cause of the error. As a result of the Firm's significant number of client accounts and the large size of the transactions in those accounts, the Firm may elect not to reimburse a client account for any single error which resulted in a loss of less than \$250. Notwithstanding the foregoing, each client is hereby advised that it is not waiving any rights under contract, the Investment Advisers Act of 1940, as amended, other federal securities laws or any non-waivable rights under applicable state law.

#### **Alternative Investments Division – “AID”**

##### ***Investment Strategies***

Investment strategies are primarily focused on the following areas: investments in hedge funds, hedge fund replication products, alternative beta products, fixed income alternatives, opportunistic and distressed investments, strategic investments (including, among others, in asset manager equity, seeding commitments and joint ventures), investments in real assets, infrastructure and alternative real estate, and in other alternative investment opportunities regardless of asset class.

The hedge fund investment program includes diversified portfolios of hedge funds with relatively liquid holdings and diligence procedures designed to identify, and avoid, hedge fund businesses with operational risk. Typically, portfolios are constructed to diversify exposures across asset classes, geographies, duration, liquidity, hedge fund strategies and managers, using a number of strategies, such as, for example, commingled fund investments, separate accounts, hedge fund replication products, index products, exchange traded funds, swaps and other derivative strategies.

The fixed income alternatives investment program includes diversified portfolios of alternative fixed income investments, expressed through commingled fund investments, separate accounts and direct investments in securities and other assets. Portfolios are constructed to diversify exposures across the fixed income asset class, alternative fixed income strategies, geographies, duration, liquidity and managers. Diligence procedures include, with respect to investments in funds sponsored by managers, evaluation of such manager's investment track record, portfolio management and risk management processes, and operations platform, and with respect to investments in securities and other public and private assets, fundamental credit analysis and risk identification.

The opportunistic investments strategies, including distressed investments, also known as dislocated assets and industries, are designed to capture less-liquid

investment opportunities. Portfolios are typically constructed with some thematic concentration that is designed to exploit one or more dislocated investment opportunities. Diligence procedures focus on financial analysis, operational risk review, management team review and performance record review, and as applicable, investment and risk management processes by managers. These strategies are principally implemented via commingled fund investments, direct investments, co-investments and club investments and are not limited to asset class or sector.

Strategic investment strategies are designed to obtain revenue sharing or profit sharing economics from asset managers, either by seeding the business in exchange for an economic interest in the firm or via a buyout or acquisition of a stake in the firm. These strategies are principally implemented via direct investments, as well as via club investments and commingled fund investments. These strategies also encompass other strategic opportunities, such as joint ventures and capital partnerships, and limited partner commitments to, and other collaborations with, strategic partners.

The real assets, infrastructure and alternative real estate investment strategies are designed to invest in institutional quality investment opportunities across the real assets, infrastructure and alternative real estate universes. These strategies target global opportunities across the capital structure, including debt, equity and other securities and including both greenfield and brownfield development opportunities and opportunities in niche and out-of-favor sectors. Alternative real estate investments may include, by way of example and not limitation, student housing, senior housing, medical housing, hospitals industrial assets, data centers, parking lots, manufacturing facilities, resorts, and other non-core real estate investments. These strategies may include partnering with experienced management teams and operating partners in arrangements designed to promote economic alignment and proper governance structures with such partners. Due diligence efforts may focus on, among other things, market research, financial and business plan analysis, management team review, return scenario analysis and identification of key risk factors. These strategies are principally implemented via direct investments, joint ventures and co-investments.

### ***Methods of Analysis***

Qualitative and quantitative analyses are used when potential investments are considered. AID personnel typically meet and interview management teams before investments are made in an effort to understand their background, investment approach, competitive advantages, performance record, investment methodology, risk controls and portfolio management guidelines and to conduct other appropriate due diligence. Before investment, AID performs peer group analysis and investment due diligence to understand, among other things, available opportunity set, market correlation, manager correlation, past performance, drawdowns and the expected return/risk profile, among other factors. Operational due diligence is conducted, which includes, though is not necessarily limited to, review of legal documents and financial statements, background checks on firms and key personnel, reference checks, reviews of business infrastructure and reviews of third-party service providers such as administrators and auditors.

For direct investments, joint ventures, co-investments and club investments, similar analytical processes are employed with additional focus on the specific investment presented, quantitative and qualitative return/scenario analyses and review of the market opportunity. Quantitative analyses may include, but are not necessarily limited to, studying the macroeconomic environment, the target region, relevant demographic trends and market dynamics, the competitive landscape, revenue drivers, profitability and cash flows of the business. Qualitative analyses may include, but are not necessarily limited to, meeting and judging management teams, capabilities, competitive advantages, past track record, future business plans and integrity. In addition, AID focuses on legal analysis and transaction structuring, utilizing internal resources and external professional advisors as appropriate.

### ***Risks***

Material risks include illiquidity and loss of principal. Underlying hedge fund investments may have lock-ups before redemptions are allowed, which may be 12 months or more, or penalties associated with early redemptions, with redemption notice periods as long as, and in some cases exceeding, 90 days. These constraints may limit or influence exit decisions with respect to investments. Underlying hedge fund managers who experience large redemptions may in turn experience impediments to liquidating their portfolios and may determine to extend redemption timelines. In addition, large redemption requests can cause funds to close down or trigger gates that prohibit redemptions. Hedge funds can potentially lose 100% of investor principal, especially when large amounts of leverage are applied. Certain hedge fund strategies and returns may be adversely affected when large outflows occur in small asset classes and/or thinly traded securities. Other risks include valuation difficulties, as some hedge funds trade in hard-to-value instruments, such as asset-backed securities and private securities. In addition, counterparty risk is present at the underlying commingled investment fund level and at the overall fund level, including the risk that a counterparty will be unable to perform with respect to transactions, whether due to its own insolvency or bankruptcy or that of others, adverse market conditions, illiquidity, disruption or other causes. Any form of default by such parties could result in material losses.

Opportunistic investments, strategic investments (including asset manager equity and seeding commitments), real asset, infrastructure and alternative real estate strategies, may be structured to be self-liquidating in whole or in part through the cash flows of the investment. Exits requiring market participation such as a buyout or initial public offering may be affected by adverse market conditions or other circumstances, possibly extending holding periods or leading to realizations at values less than forecasted or initial principal invested. Direct investments, co-investments and club investments may lose money in various ways, including, without limitation, unexpected losses/expenses/costs, changes in market dynamics, failures in execution of the business strategy, changes in management, underestimated or unforeseen competition, litigation and regulatory issues and constraints.



## Direct Equity Division

### *Investment Strategies*

The Direct Equity Division believes that the lower middle market can provide superior returns potential due to the following characteristics: larger number of investment opportunities; the less competitive and inefficient market can lead to lower purchase price multiples; greater growth opportunities; discernible value creation opportunities through strategic initiatives; more exit alternatives; and historically higher probability of exit multiple expansion.

The Direct Equity Division focuses primarily on control equity investments primarily in private companies with annual revenues between \$10 million and \$150 million and annual EBITDA between \$2 million and \$15 million. It expects to invest between \$7 million and \$40 million in each company and to generate a substantial portion of total return through capital gains. It targets successful companies with the following characteristics: continuing core set of senior managers; good relative financial results, even during downturns; discernible and executable growth drivers; realistic possibility for exit multiple expansion; defensible business model (market leaders, niche markets, high barriers to entry); and potential for substantial EBITDA growth over the targeted investment timeframe.

Within the North American lower middle markets, the group concentrates its investments in companies in the following industries: consumer products; consumer-driven services such as education and healthcare services; business services; and niche manufacturing.

### *Methods of Analysis*

The initial screening test utilizes a proprietary scorecard that rates deal specifics, industry dynamics and company-specific characteristics. Analysis incorporates usual data such as market size and growth and also analyzes whether or not there exists sustainable profitable market niches and what core competencies would provide realistic growth drivers in such niches.

The Direct Equity Division creates an investment thesis analyzing whether value creation will come from organic growth, accretive acquisitions, capacity expansion, new product or service development and/or debt reduction, and then develops an appropriate capital structure for investment. The Direct Equity Division believes companies with moderate organic growth but strong free cash flow will be more likely to generate a significant portion of the expected internal rate of return through debt reduction. They also believe that those companies with faster expected growth and capital needs will typically need higher equity capitalization. Knowledge of financing alternatives in the lower middle market is brought to bear in developing the capital structure.

The primary valuation tool is a buyout model which uses the forecasted financial statements of a prospective portfolio company to determine a projected internal rate of return to investors. Personnel scrutinize the forecasted financial statements, based on a company's prospects and the industry dynamics, because they are integral in determining future equity value. Another important factor is the proposed transaction

structure, which principally means the breakdown of the purchase price between equity and layers of debt. The first step in transaction structuring is to determine the amount of senior debt and mezzanine financing that would be available based on the investment thesis for such company. The Direct Equity Division determines the types and amounts of debt that are appropriate and tests such conclusion through the credit analysis statistics incorporated in the buyout model. The structuring process is designed to leave the company with sufficient cash flows to comfortably cover its obligations and generate an acceptable internal rate of return to investors.

In addition to the buyout model, the Direct Equity Division evaluates company value through comparable transaction pricing and comparable public company valuations. Discounted cash flows are also used as a valuation tool in limited circumstances.

Once the potential merits of an investment opportunity are assessed, the Direct Equity Division conducts rigorous due diligence of the target company's management, business, and relative position in the target's industry, including an analysis of the target's cash flows and quality of earnings. The most important element is determining whether the investment thesis is executable based on the target company's core competencies and management team. As part of its due diligence, the Direct Equity Division regularly employs the services of various third-party providers to prepare market studies and reports, evaluate the potential for operational improvements, perform background checks on the target companies and their managers and gather other information of relevance to a potential investment in a particular target company.

The Direct Equity Division establishes a close monitoring relationship with each of its portfolio companies, with the appropriate degree of management independence. Wherever possible, a member of the Direct Equity Division will participate as an observer or board member on portfolio company's boards of directors. The Direct Equity Division develops financial reporting packages to track the traditional financial statements and the performance data relevant to how effectively management is executing on the investment thesis.

The Direct Equity Division also seeks to create value and generate attractive returns by keeping each portfolio company management team focused on the key success factors essential to the investment thesis; they may assist the portfolio company's management with organizational upgrades, evaluation of strategic initiatives, infrastructure strengthening, continual cost review, development of appropriate incentive plans, identification and evaluation of key value drivers, accretive acquisitions, sharing contacts and best practices amongst portfolio companies and increased financial discipline.

The Direct Equity Division seeks to enhance the financial performance and value of portfolio companies, after which it seeks to sell them to strategic or financial buyers.

### **Risks**

Private equity investments in portfolio companies involve a high degree of business risk and uncertainty. Portfolio companies may be in an earlier stage of development, may have significant variations in operating results, may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence, may



require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position or may otherwise have a weak financial condition.

Portfolio companies can face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities and a larger number of qualified managerial and technical personnel.

Each of the Direct Equity Division's private equity product participates in a limited number of portfolio investments, and as a consequence, the aggregate return of each product may be substantially adversely affected by the unfavorable performance of a single portfolio investment.

The use of leverage, which exposes the borrower to changes in price at a ratio higher than 1:1 in reference to the amount invested, magnifies both the favorable and unfavorable effects of price movements on the investments

Illiquidity may result from the absence of an established market for portfolio investments as well as from legal or contractual restrictions on their resale.

Although it is the intent of the Direct Equity Division to invest in companies with strong and stable management, there can be no assurance that the management team of a portfolio company will be able to operate successfully.

#### **Private Asset Management Division – “PAM”**

##### ***Investment Strategies***

PAM is currently and primarily making investments in and managing and administering private equity and credit funds of funds products, having invested in over 100 products represented by numerous different general partners and advising on mezzanine loan products that participate in debt and subordinated debt opportunities in the U.S. and Europe.

PAM investment strategies include:

- Sourcing, originating, evaluating and analyzing investment opportunities based upon specific client objectives
- Performing in-depth due diligence on investment opportunities under serious consideration
- Determining efficient investment structures and negotiating documentation, with assistance from outside professionals such as legal and tax counsel
- Post-closing handling of investment related matters, including cash management, and reporting on underlying portfolio managers on a quarterly and annual basis
- Overseeing preparation of annual audits and any tax-related matters

- Oversight and management responsibility for the administration of funds and underlying investments

### *Methods of Analysis*

When considering a fund investment, the due diligence process includes meetings with the principals of a fund general partner and a review and analysis of the operation, strategy and target areas of focus. Initial analysis includes review of the fund team's prior performance, fund size, team experience and sector and geographic focus. The respective general partner's investment returns are evaluated and reference checks generally performed. Fund structure, terms of the offering documentation, investment and divestment processes, conflicts of interest and consistency of the strategy and the team are reviewed and evaluated. Once an investment is made, PAM oversees and manages the administration of the funds and underlying investments.

When considering a direct investment, the due diligence process typically includes several meetings with the management, a review of their operations, internal controls and strategy, as well as reference checks. PAM also conducts credit analysis and due diligence to support the initial assessment. PAM will gather diligence through a variety of sources, including; offering documents, due diligence packages and on-site visits. Industry analysis may also be conducted to better understand and verify the attractiveness of the company in relation to its peers. Terms are evaluated and documents reviewed as part of the overall investment process. Investments are periodically monitored post acquisition realization.

### *Risks*

Material risks can include illiquidity; potential for loss of principal invested; inability to liquidate, sell or transfer an investment; use of leverage at the underlying fund and/or company level; general partner; instability or changes in global or local economic market environments; tax and regulatory issues; country and political risks; conflicts of interest; foreign exchange; highly competitive investment markets; long-term nature of investments; risks associated with non-U.S. investments; projections; valuation of assets; cyber-security; and potential for litigation.

## **Real Estate Division**

### *Investment Strategies*

Wafra has been managing dedicated real estate vehicles since 1985. Located in New York City, the Real Estate Division is comprised of experienced real estate professionals with expertise in acquisitions, debt financing, disposition and asset management. The team has an average of 20 years of real estate investment industry experience.

One of the key elements to the Real Estate Division's process is its focus on the specifics of a client's investment objectives. The Real Estate Division seeks to provide services consistent with its clients' goals of capital preservation and achievement of long-term appreciation through performance. The Real Estate Division believes that successful real estate investment is predicated on a risk/reward assessment based on a research-driven approach that is combined with hands-on

decision-making by a team of experienced real estate professionals. The strategy is to achieve superior risk adjusted returns through investments in real estate and real estate related debt in the United States and Canada. The emphasis on core, core plus or value added assets will be dictated by the clients' investment objectives and investment limitations.

Although investment vehicles must maintain a high degree of flexibility in terms of choice of investment emphasis, the Real Estate Division's current view is to invest principally in the following asset classes:

- Office/Industrial Buildings
- Apartments
- Participations
- Lodging
- Retail Properties
- Development Opportunities

### *Methods of Analysis*

#### **Implementation**

Acquisitions are the key element in structuring a portfolio to conform to the client's investment guidelines. The Real Estate Division's knowledge of the market and appropriate use of outside resources allow the execution of strategies in both a timely and effective manner. The Real Estate Division is able to pursue a wide range of assets in different market segments, including office, residential/multifamily, industrial, mixed-use projects, condominium conversions, land, retail, and hotel properties creating a diverse portfolio designed to reflect clients' objectives. Particular attention is paid to property sector and geographic allocations to assure proper portfolio balance. Investments for Shari'ah compliant funds may have sector allocations heavily weighted to a specific property type in order to adhere to investment limitations. A strategic plan is completed for all investments. The economics of the acquisition, the value creation process and the timing of the disposition are all outlined in the strategic plan. A strategy may be implemented by partnering with well-established operating partners and teams within the Real Estate Division.

Third party property management firms with extensive operational experience and strong reputations and track records are engaged. Although acquisitions may be transacted with regional operating partners, the Real Estate Division typically retains control of the transaction by being the majority investor. These strategic partnerings can provide added expertise to respond quickly to market fluctuations.

#### **Acquisition Analysis**

The investment management professionals of the Real Estate Division are responsible for sourcing investment opportunities for clients. Opportunities are surfaced largely

through day-to-day contact with major real estate operators, developers, brokers, entrepreneurial property holders, financial intermediaries, previous partners and other institutional owners.

The Real Estate Division will identify investment opportunities, perform economic analysis, negotiate and effect acquisitions, and manage the investments through the Real Estate Division's asset management team, to their ultimate disposition.

The Real Estate Division has developed a broad network that allows it to surface numerous opportunities, including those that are not widely circulated and marketed. This ability to access deal flow will be combined with anticipating real estate and capital market trends, with the goal of accessing higher yielding deals.

After a deal is sourced, the Real Estate Division will review the merits of the deal, including market information and financial operating data to determine if a particular asset fits within the investment parameters of the clients. Prior to acquisition, the Real Estate Division will assess the physical, legal and financial condition of a property.

Prior to the completion of due diligence, the Real Estate Division will source debt proposals through its relationships in the industry. The Real Estate Division will review the merits of the proposals in the context of projected futures yield curves and various hedging products to determine the best debt instrument for a particular investment to ensure it meets the investment parameters of the clients.

Prior to committing to at risk capital, each approved investment will go through a due diligence period to uncover potential risks and opportunities and to confirm and support the selection of the property for acquisition. The acquisition and asset management professionals work in tandem during the due diligence process to develop a realistic and achievable investment strategy for the asset.

The Real Estate Division will evaluate and integrate due diligence findings into the investment decision and investment strategy. Procedures are customized for each potential investment property, and analyses are prioritized based on what is most likely to affect the investment decision for a particular asset.

### **Asset Management**

The investment management professionals in the Real Estate Division have extensive experience in executing all phases of the real estate life cycle. Core competencies of the Division include ground up development, substantial lease up and major renovations. The asset management process requires continual assessment of performance. To that extent, the asset managers dedicated to executing the strategies of the portfolio are hands on managers who are intimately involved. Regularly scheduled conference calls are held with property managers to address any operational and leasing issues or performance variances. Onsite inspections of every asset are conducted a minimum of four times a year, and more often for properties undergoing major renovations or development. There is a proactive approach to leasing as well as a prudent and strategic approach to capital expenditures. Property level business plans are prepared annually to assess a property's performance against the benchmark previously established and to set the goals and objectives for the

pending year. The annual plans detail the property's current performance, specific market information, any capital required and the operating budget for the next year. Since risk is continually assessed against the expected return to be achieved, the plans also provide a complete analysis of property level matters including a reevaluation of the hold/sell analysis to ensure the asset is on track with the strategic plan established at acquisition and re-evaluates the timing of an asset sale to ensure the opportune time to maximize value.

### **Accounting**

On a monthly basis, the investment professionals review the financial reports generated by the property managers.

### **Return Methodology**

Return projections are predicated on a discounted cash flow analysis and an Internal Rate of Return calculation. Assumptions regarding future cash flows and outflows and capitalization rates used to derive the return are shown. Both property level and fund level projections are provided.

### **Risks**

Investments may be made in properties, partnerships and mortgages that entail inherent risks. Although a fund will attempt to manage these risks through careful research and ongoing monitoring of investments, there can be no assurance that the properties will not incur losses. The nature of a fund's investments may potentially result in a fund incurring significant fees and expenses, such as legal and various consulting fees and expenses.

- **Distribution:**  
There is no certainty of achieving investment objectives, since significant factors such as rental rates, mortgage rates, real estate taxes and operating expenses have an impact upon property distributions. Resultant reductions in value or cash flow could impair a fund's ability to make distributions to clients and reduce overall returns on investments.
- **Properties under Construction:**  
Cost and timely construction may be adversely affected by strikes, shortages of materials, subsoil risks, uninsurable losses and other factors beyond a fund's control.
- **Leverage:**  
A fund may elect to leverage its investments on a non-recourse basis or otherwise engage in certain investment activities that involve the use of leverage. While leverage presents opportunities for increasing an assets' total return, it may potentially increase losses as well.
- **Potential Lack of Diversification:**  
Some of the funds are Shari'ah compliant and as such, a fund may have limitations which do not allow for certain property or diversification. Accordingly, the investment portfolio of a fund may be subject to more rapid

change in value than would be the case if a fund were required to maintain a wide diversification.

- **Third Party Investment:**  
A fund may co-invest with third parties through funds, joint ventures or other entities. Such investments may involve risks not present in investments where a third party is not involved.
- **Investment Environment:**  
The activities of a fund and its investments could be adversely impacted by the instability of the U.S or global financial markets, or changes in market, economic, political or regulatory conditions, as well as by numerous other factors outside the control of a fund. Interest rates and general levels of economic activity may affect the value and number of investments made by a fund or considered for prospective investments.
- **Conflicts of Interest:**  
The activities of a fund and its investments could be adversely affected by the investments of another fund controlled by Wafra on behalf of another client. Also, Wafra's right to receive carried interest could incentivize the Firm to make decisions regarding disposition, financing or refinancing of investments, which it might not otherwise make in the absence of such right.
- **Tax:**  
There may be changes to tax laws or interpretations of tax laws that could be adverse to a fund. Therefore, no assurance can be given that the currently anticipated income tax treatment of an investment in a fund will not be modified by legislative, judicial or administrative changes.
- **Illiquidity of Investments:**  
A fund is intended for long-term investors who can accept the risks associated with making investments in illiquid real estate properties.
- **Regulatory Risks:**  
A fund may make investments in real estate properties that are or may become subject to extensive regulation. There also may be a risk of liability for environmental damage, violation of governmental regulations or other types of liability that occur post-acquisition, which could adversely impact the economic performance of a fund.

#### **Executive Advisory & Research Division – “EAR”**

##### ***Investment Strategies***

EAR's primary responsibilities include providing consulting and advisory services to Wafra's existing and potential clients. Within the scope of its advisory services, EAR oversees a number of private equity fund investments that were originated externally by clients and transferred to EAR for management. These private equity investments are broadly characterized along the following lines:

- Funds that have failed to liquidate fully, despite having passed the designated life of the fund;
- Funds or managers that have encountered investment challenges, requiring more intensive management and oversight.

### *Methods of Analysis*

Given that EAR does not originate the investments in the aforementioned strategies; the first level of analysis for externally originated investments is designed to gain an understanding of the funds that have been transferred to EAR for management. This includes a review of the following items for each fund:

- Investment strategy
- Performance history, including investment realizations and returns of capital
- Structure and investment terms
- Underlying investments in the fund
- General partner/Investment manager
- Quality of reporting and fund counterparties, including fund administrator and auditor

This initial review then leads to a second level of analysis which is primarily focused on EAR's ability to accelerate the realization of the funds' underlying assets and return of capital to clients. This includes understanding the funds' limited partner ("LP") ownership structures and determining if it is possible for other LPs to work together to accelerate returns of capital. Additionally, EAR meets with funds' investment managers to understand their strategy for asset realization.

### *Risks*

Material risks to this investment strategy can include the following:

- Potential for loss of principal invested
- Inability to liquidate, sell or transfer an investment
- Stability of the general partnership or investment manager overseeing the fund
- Changes to the respective tax and/or regulatory regime of each fund
- Litigation risk, at either or both the fund or general partner/investment manager level
- Potential conflicts of interest at the general partner/investment manager
- Country, political, and foreign exchange risk

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## **ITEM IX- Disciplinary Information**

Wafra and its affiliates have not been involved in or subject to any material, legal or disciplinary events which we believe a client or prospective client would consider material to its relationship with us, including but not limited to criminal and civil actions by administrative proceedings with respect to the SEC or any federal or state or non-U.S. regulatory authority.



## ITEM X- Other Financial Industry Activities and Affiliations

### A.

Certain employees of Wafra are also owners and/or registered representatives of an affiliated registered broker-dealer, Wafra Securities Corporation (“WSC”), a U.S. SEC registered broker-dealer and FINRA member. Please see response below to Item X(C)-1.

### B.

Neither Wafra nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### C.

#### 1. BROKER DEALER

Certain employees of Wafra are also owners and/or registered representatives of WSC, and such owners and/or registered representatives from time to time receive compensation for their services provided for and on behalf of WSC. WSC may from time to time effect portfolio transactions for clients of Wafra, such as private placements and best-efforts underwriting, and provide consulting and other services to Wafra clients or other third parties. WSC may also act from time to time as a private placement agent, offering interests in funds managed by Wafra and its affiliates. Other non-U.S. affiliates of the Firm may at times provide placement and similar services to their respective non-U.S. clients. The use of an affiliated placement agent relating to any client is on a fully disclosed basis.

#### 2. INVESTMENT COMPANY OR OTHER POOLED INVESTMENT VEHICLES

Wafra and certain of its affiliates act in the capacity as investment adviser, fund manager, general partner or in a similar capacity or provide administrative or other services for one or more pooled investment vehicles, such as closed-end funds, private investment companies and hedge funds, and from time to time, for subsidiary investments by such vehicles. These funds and companies are also generally advised by Wafra or an affiliate. These entities are described in Item X(C)-11. The Firm’s various roles are fully disclosed to clients.

#### 3. OTHER INVESTMENT ADVISER OR FINANCIAL PLANNER

Below in this section X(C)-3 is a list of investment advisers, managers and other service providers (“Related Service Providers”) with which Wafra or its affiliates have economic and other financial arrangements. These Related Service Providers at times may be engaged by clients of Wafra. Wafra, its affiliates or personnel may invest in client funds or recommend that clients invest in investment products that are being managed by such Related Service Providers.

- i. **Wafra Capital Partners Inc. (“WCP”)**, a U.S. SEC registered investment adviser, is an affiliated company of Wafra. WCP’s advisory services principally focus on structuring and advising investment vehicles in the equipment leasing, structured finance and real estate arenas that generally, though not always, are intended to comply with Shari’ah principles, as well as debt and financial

structures and leverage-oriented investments that are also often designed to comply with Shari'ah principles. Each of Wafra and WCP may provide services to each other and their respective clients from time to time, on a fully disclosed basis.

- ii. The following non-U.S. affiliates of Wafra provide from time to time to Wafra, its affiliates and non-U.S. clients services outside of the U.S. advisory, business consulting strategic planning, placement or similar services or administration and other services, which can be material to Wafra's business or its clients:

- Wafra InterVest Corporation
- Wafra Financial & Management Services Ltd.
- Wafra Fund Management Ltd.
- Wafra Capital Partners, LP
- Wafra Capital Partners (Luxembourg) S.A.R.L
- WCP Investments LP
- Japan Advisors, Ltd.

Their respective relationships and services, if any, provided to Wafra or any client, are disclosed to clients and set out in the relevant client agreements and if applicable, prospectus or similar documents. For providing their services, the Firm's related persons may receive fees from Wafra or its clients. Such arrangements are generally in writing and provided for along with any other material information in the relevant client agreements, and if applicable, prospectus or similar documents. Agreements may provide that a portion of fees otherwise payable to Wafra will be paid or allocated to such affiliated entities. Also at times, clients may engage these affiliates directly and incur fees independent to the advisory services provided by Wafra. It is the Firm's policy to provide advice and recommendations to clients on the merits of an investment recommendation or transaction, not Wafra's relationship with Wafra's affiliates.

- iii. WIC, the owner of 100% of Wafra, may at times be engaged by an offshore institution or offshore fund to provide investment and related services. On a fully disclosed basis to such institutional clients and funds, WIC may engage Wafra to provide all or any portion of such investment services, including advisory services. Please see response above to Item X(C)1.
- iv. WIAG and its affiliates have established entities and limited partnerships for the purpose of maintaining capital accounts to facilitate the allocation of carried interest and similar arrangements relating to, or involved in the management of, WIAG, its affiliates and client funds, as well as for the purpose of investment structuring, i.e., special purpose vehicles established to hold client underlying investments, which are not listed in section 7.a(16).
- v. Clients of the firm have engaged a fund servicer, Centaur Fund Services Limited ("Centaur Ireland") to provide certain administrative services to these clients, as well as to serve as corporate secretary thereto. An affiliate of the firm, and an entity controlled by a number of employees of such, have purchased a controlling, minority interest in Centaur FS UK Limited ("Centaur UK"), a company

incorporated under the laws of England and Wales--which is the parent company of Centaur Ireland--are maintained and administrator to certain of WIAG's private funds). In addition, certain employees of the firm serve on the boards of both Centaur UK and certain Centaur UK's subsidiaries. This ownership interest may create an incentive for the firm to recommend to a client to continue to retain the fund servicer.

#### **4. FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR, OR COMMODITY TRADING ADVISOR**

Wafra is currently not a registered commodity pool operator under an exemption from registration with the Commodities Future Trading Commission under Commodity Exchange Act Rule 4.13(a)3.

Other than as immediately just set forth, neither Wafra nor any of its management persons have any relationship or arrangement with any futures commission merchant, commodity pool operator, or commodity trading advisor that is material to the Firm's advisory business or clients.

#### **5. BANKING OR THRIFT INSTITUTION**

As part of the execution of certain Wafra strategies, including majority and minority investment stakes for clients in banking and similar financial institutions, Wafra's investment professionals at times may act as board members, board observers and/or advisory committee members to such entities and may be compensated by the entities for such service.

Wafra addresses potential conflicts through its policy of not utilizing the services of those financial institutions and/or engaging in any investment banking transactions with the financial institutions on its or its clients behalf.

#### **6. ACCOUNTANT OR ACCOUNTING FIRM**

Neither Wafra nor any of its management persons have any relationship or arrangement with any accountant or accounting firm that is material to the Firm's advisory business or clients.

#### **7. LAWYER OR LAW FIRM**

Neither Wafra nor any of its management persons have any relationship or arrangement with any lawyer or law firm that is material to the Firm's advisory business or clients. The Firm's supervised employees include lawyers.

#### **8. INSURANCE COMPANY OR AGENCY**

Neither Wafra nor any of its management persons have any relationship or arrangement with any insurance company or agency that is material to the Firm's advisory business or clients.

#### **9. PENSION CONSULTANT**

Neither Wafra nor any of its management persons have any relationship or arrangement with any pension consultant that is material to the Firm's advisory business or clients.

## 10. REAL ESTATE BROKER OR DEALER

Wafra is a licensed real estate broker as well as the sole shareholder of a real estate brokerage firm, 345 Realty Services, Inc., which along with Wafra may from time to time receive fees in connection with real estate transactions on behalf of Wafra's clients. Commissions are set on an arm-length basis and are fully disclosed.

## 11. SPONSOR OR SYNDICATOR OF LIMITED PARTNERSHIPS

Following are general partners, managing members and advisers that serve in such respective capacities to funds and other entities advised by Wafra.

Related General Partner/ Manager/Advisor	Partnership/ LLC name/ Fund name
Wafra MMV GP	MMV Private Equity Fund L.P.
AHED Ventures Limited/Wafra Partners, L.P.	AHED C.I. Limited
Wafra V GP, L.P.	Wafra Private Equity Fund V, L.P.
SDF (IMB) GP Ltd.	StarVest Dislocation (IMB) LP
Wafra RealVest IV GP, L.P.	RealVest Fund IV, L.P.
Wafra RealVest V GP, L.P.	RealVest Fund V, L.P.
Wafra RealVest VI GP, L.P.	RealVest Fund VI, L.P.
Wafra RAWA GP Co.	Rawa Investments LP
Wafra Residential Value Invest I GP, LP	Wafra Residential Value Invest I, LP
StarVest Dyal GP Ltd.	StarVest Dyal (A) L.P.
	StarVest Dyal (B) L.P.
Wafra Investment Advisory Group, Inc. / Wafra Financial & Management Services Ltd.	Wafra Focus Fund Ltd.
"	Continuum Fund Ltd.
"	Iberian Opportunity Investments Ltd.
"	Loupe Special Investments Fund Ltd.
"	StarVest Funds Ltd.
"	StarVest Multi-Strategy Fund Ltd.
"	StarVest Fixed Income Plus Fund Ltd.
"	StarVest Equity Alternatives Fund Ltd.
"	StarVest Strategic Fund Ltd.
"	StarVest Dislocation Fund Ltd.
"	StarVest Dislocation Fund II Ltd.
"	StarVest Dislocation Fund III Ltd.
"	StarVest Dislocation Fund IV Ltd.
"	WSI VGO Fund Ltd.
"	Wafra Strategic Investors LP
"	VentureVest II
"	International Mezzanine Fund II Limited
"	Wafra/Aref International Value Added Fund
"	Wafra/Aref International Value Added Fund II
"	Manhattan InterVest Equity Fund II
"	Manhattan InterVest Equity Fund III

<b>Related General Partner/ Manager/Advisor</b>	<b>Partnership/ LLC name/ Fund name</b>
Wafra Investment Advisory Group, Inc. / Wafra Financial & Management Services Ltd. (cont.)	Funds of Private Equity Funds <sup>1</sup>
"	Yamada Holding Ltd.
Wafra GH-GP L.P	Wafra Global Holdings L.P
Wafra Dislocation U.S, LLC	StarVest Dislocation Sub-Fund Ltd.
"	StarVest Dislocation Sub-Fund II Ltd.
"	StarVest Dislocation Sub-Fund III Ltd
"	StarVest Dislocation Sub-Fund IV Ltd.
Wafra Select Capital GP LP	Wafra Select Capital Ltd. Wafra Select Capital Master LP
Wafra Strategic GP Ltd.	StarVest Strategic Sub-Fund L.P
SMCF-I-GP LLC	Silar MCF-I, LLC
Wafra SI-GP (Bermuda) Ltd.	WSI VGO Master Fund LP WSI VGO Fund Ltd.
WRAIF I GP LP	Wafra Real Assets and Infrastructure Fund I LP
Wafra Cornerstone Partners GP L.P.	Wafra Cornerstone Partners L.P.
Wafra SI-GP LP	Wafra Strategic Investors LP
Biscayne GP LP	Biscayne Fund Ltd.
"	Biscayne Intermediate Fund LP
"	Biscayne Master Fund LP
CP III GP LP	Wafra Cornerstone Partners III Ltd. Wafra Cornerstone Partners III Master Fund LP
OWRF Wafra GP LP	OWRF Wafra Partners LP
REALTI I GP LP	Real Estate Alternative Investments Fund I Ltd.
"	Real Estate Alternative Investments Master Fund I LP
"	REALTI Aviator AIV LP
StarVest Dislocation V GP LP	StarVest Dislocation Fund V Ltd. StarVest Dislocation V Master Fund LP
Wafra Merchant Capital GP LP	Wafra Merchant Capital LP
Wafra Venture GP LP	Wafra Venture Capital Fund Ltd.
"	Wafra Venture Fund I LP
"	Wafra Venture Master Fund I LP
WSI II GP LP	Wafra Strategic Investors II Ltd. WSI II Master Fund LP

<sup>1</sup> The Private Asset Management Division manages a series of accounts which in turn invest in one or more private equity-like funds. YOU MAY REQUEST ADDITIONAL INFORMATION ON THIS SERIES OF ACCOUNTS BY CONTACTING WAFRA.

See also response to Item X(C)3.

From time to time, Wafra may serve as an investment advisor to other funds and entities, disclosure of which would be included in such funds' offering memorandum or similar document. In addition to the above, Wafra and its affiliates, the related general partners, managing members and advisers that serve the Wafra funds and other entities have established holding companies and investment vehicles for specific investment purposes, including "co-investment" activities (as further set out below) relating to certain funds

and other client investments. For example, a client's investments in real estate often will be handled through a holding company with subsidiary entities, or a private equity investment might be lodged in a separate entity.

In addition, when Wafra structures performance fees for Wafra funds, the contractual arrangements and fees may involve the general partners and managing members of the funds. Legal and tax reasons do not change the character or amount of fees paid by a client fund or its investors and do not modify the Firm's obligations to clients in any way.

General partners and managing members may serve in such capacity for one or more related limited partnerships or limited liability companies established for investment structuring and administrative purposes for Wafra advised funds. Except as may otherwise be provided for in a client fund's offering or similar governing documents, any fees or other payments to such entities or individuals, by clients, Wafra or its affiliates do not increase client fees.

In addition, Wafra's affiliated registered investment adviser, WCP, manages and has affiliates which act as general partner, manager or in a similar capacity, to pooled investment funds and other entities; information with respect to can be found in their respective disclosure documents which Wafra can provide upon request or which you can obtain by navigating the following SEC link [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The Firm and/or an affiliate may from time to time lend money to certain clients to assist them in their liquidity needs, and with respect to certain clients that may only invest in accordance with Shari'ah law, engage in murabaha transactions with such clients. These clients may be funds which are affiliates of, or controlled by, the Firm or its affiliates. In the event that a fund transacts or engages in contracts with those parties, the Firm or its affiliates negotiate the transaction or contract terms on behalf of the fund. A conflict of interest may exist with respect to such negotiations. The Firm's policies and procedures are designed to ensure that, based on all of the factors and circumstances involved, the terms of such transactions or contracts are equitable to the funds. However, such transactional and/or financial terms may not be derived through "arm's-length" negotiations.

The Firm and or its affiliates and their respective employees, officers and directors may invest in assets and securities in which the Firm has invested client assets, which terms of investment may differ from those of the applicable client. For example, the Firm and or an affiliate may establish an investment vehicle and act as general partner or in a similar capacity to it, through which the Firm and or its affiliates and their respective employees, officers and directors may invest in transactions alongside those of a client (a "co-investment") and which will not incur the management or incentives fees that the client will incur. These co-investments are meant to align the interests of the client and the Firm and its affiliates and or their respective employees, officers and directors, as applicable, with those of the client.

**D.**

Dr. Mohamad Khouja, Wafra's Chief executive Officer, is currently a board member of Simplon International Limited, a fund managed by investment adviser, T.A. McKay &Co., Inc.

Wafra has a controlling interested in the following investment advisers:

- WH&H Realty Advisers LLC
- Chicagoland Advisors LLC

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

Wafra is a registered investment adviser with the SEC and has adopted a code of ethics (the "Code") as required by Rule 204A-1. The Code reflects the Firm's standards of business conduct expected of Wafra's Supervised Persons (defined below) that reflect Wafra's fiduciary duty to its clients, and also addresses personal securities trading by those Supervised Persons.. All officers, directors, partners and employees of Wafra and any other person who provides advice on behalf of Wafra and is subject to Wafra's control and supervision (referred to as "Supervised Persons") are required to adhere to the Code, and to conduct themselves at all times in compliance with the following standards:

- Adherence to Wafra's fiduciary obligations to its investment advisory clients and the fiduciary obligations of its Supervised Persons.
- Compliance with applicable federal securities laws, including the prohibition of misusing material non-public ("insider") information.

Wafra has appointed a Chief Compliance Officer ("CCO") to administer the Code and Wafra's compliance program. Supervised Persons must be alert for any potential conflicts of interest between Wafra's interests and the interests of its clients and for any improper activity on the part of other Supervised Persons, and promptly report any known or suspected violations to the CCO, so long as such reporting is not in conflict with whistleblower protections afforded by the SEC. Supervised Persons must give prior notice of, and under certain circumstances receive approval for, certain outside activities in which they wish to engage. This includes outside business interests, receipt of gifts beyond certain thresholds, personal trading of securities and maintenance of personal brokerage accounts.

The Firm has adopted policies designed to prevent insider trading that applies to securities trading and information handling by all Supervised Persons of Wafra (including spouses, minor children and adult members of the Supervised Person's household and any other account over which the Supervised Person has discretionary authority) for their own account or the account of any client of Wafra.

Under the Code and compliance program all employees are designated as either "Access Persons", "Access-Exempt Persons" or "Non-Access Persons". Access Persons include officers and directors and any supervised persons who have access to nonpublic information regarding any purchase or sale of securities by or for a client, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. Access Persons are required to obtain the permission from the Firm prior to purchasing or selling any security for their personal accounts other than: (i) those in any individual trade or aggregation of a series of trades in the same company's securities within a five business days period, which are less than or equal to \$15,000 (ii) direct obligations of the U.S. government, (iii) bankers' acceptances, bank certificates of deposit, commercial paper and high-quality short-term debt instruments, including repurchase agreements, (iv) shares issued by money market funds, (v) shares issued by open-end funds, (vi) Exchange Traded Funds ("ETFs"), (vii) options on ETFs, (viii) certain other securities in which the Firm and clients do not themselves



regularly invest in, or at times, which the Firm has determined pose minimal or no risk for conflict with client transactions, and (ix) for non-controlled accounts over which the Access Person has no discretion to direct trades. For Non-Access Persons, and Access-Exempt Persons, advance approval from the Firm for the trading of securities is not required. However, all transactions in securities (except those noted above) occurring in all employees' accounts are regularly monitored and reviewed.

Access, Access-Exempt and Non-Access Persons are required to submit reports detailing their personal securities holdings of reportable securities as defined in the Code on an initial basis and an annual basis and to report transactions quarterly typically through submitting brokerage account statements.

Access Persons must obtain prior written approval from the CCO or Chief Financial Officer ("CFO") before investing in initial public offerings (IPOs) or limited offerings (i.e., private placements).

If you would like a copy of Wafra's Code of Ethics, please forward your written request via facsimile at (212) 813-9488 or to:

Attn: Chief Compliance Officer  
Wafra Investment Advisory Group Inc.  
345 Park Avenue, 41<sup>st</sup> Floor  
New York, New York, 10154-0101

It is Wafra's policy and practice to permit its clients to engage in agency cross trades provided that no client is "disfavored." Where the Firm is performing an agency cross transaction and either the Firm or an affiliate is acting as a broker in connection with the transaction, then the agency cross transaction may only be performed if the Firm complies with the following provisions: (i) the advisory agreement with the client or the client discloses that principal or agency cross transactions may be entered into; (ii) the Firm has disclosed in writing the capacity in which the Firm is acting, the price information, discussion of the potential conflicts and the option for the client to refuse consent; (iii) the Firm has obtained written consent from the client; and (iv) every cross transaction must receive prior written approval from the CFO or the CCO.

In the course of managing Wafra's private accounts or pooled investment vehicles, occasions arise where the investment needs of two clients require the sale or transfer of a security or interest from one client to another. It is the policy of Wafra that the price at which such securities or interests are traded shall be determined on a basis that is fair, reasonable and equitable to all clients and in a manner to avoid any actual or appearance of favoritism or discrimination among clients in favor of a preferred client or group of clients.

Such transactions may create a conflict of interest because the Firm has a duty to obtain the most favorable price for both advisory clients. Accordingly, in engaging in cross transactions, Wafra will follow procedures outlined in the Cross Trade Policy of Wafra's Compliance Policies and Procedures designed to ensure that all parties to the transaction receive at least as favorable a price as would be received if the transaction were executed in the open market.

The Firm and its affiliates sometimes enter into agreements with prospective investors that allow for different terms of investment in a fund than the terms applicable to other fund investors. As a result of such side letters, certain fund investors may receive additional benefits that other investors in the same fund will not receive. In general, the Firm will not notify fund investors when the Firm enters into these agreements.

Please also see responses to Item X for additional information about conflicts of interest.

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## ITEM XII- Brokerage Practices

In selecting broker-dealers, Wafra's primary consideration is the broker-dealer's ability to provide best execution of trades, including the market price and commission or other execution charge. Other factors include research services quality, breadth and depth, analyst availability and location, ability to generate new investment ideas, ease of research use and access to industry conferences and seminars.

Commission rates or other execution charges paid to broker-dealers will be determined through negotiations, taking into account industry norms for the size and type of the transaction and the nature of any research provided. Research services may include: analyses and reports concerning economic factors and trends, conversations with industry experts, on-line research providers and the related software and hardware components, specific securities and portfolio strategy. Research services may be used in connection with all of Wafra's advisory accounts (excluding any accounts subject to ERISA or accounts of clients which have specifically prohibited this activity). Wafra may pay broker-dealers commissions (or other execution charges) in excess of the lowest rates available if Wafra deems such commissions or other charges to be reasonable in light of the value of the brokerage and research services received from such broker-dealer. If a client directs us to use a certain broker-dealer, that client may forgo the benefits of savings on execution costs, which the Firm may otherwise be able to obtain.

Wafra has entered into soft dollar arrangements with brokerage firms where if the brokerage firm receives a certain amount of commissions, Wafra receives certain services. If research services have an administrative use, Wafra will pay cash for that allotted portion. Examples of services received include access to on-line research providers and other periodical research materials. The Firm currently has in place soft dollar arrangements established in accordance with SEC safe harbor guidelines under Section 28(e) of the Securities Exchange Act of 1934.

Wafra may arrange for execution of orders for the same security for several clients' accounts on the same day on a "bunched" basis. This generally enables Wafra to obtain more efficient executions at better prices than if each client's order were executed separately. When such bunched orders are executed in several installments during a day, transactions for each client will be reflected at an average of the aggregate price of such executions. When more orders are placed on a day than can be executed on that day without, in the judgment of Wafra or the executing broker, adversely affecting the market price of such securities, or where only a limited amount of securities is available (or can be sold) on a particular day, the executions will be allocated as fully as practicable among all clients (including clients affiliated with Wafra) for whom such transactions are to be effected on that day in proportion to the total assets of such clients under management by Wafra.

## ITEM XIII- Review of Accounts

### Investment Divisions

Designated professionals at Wafra review and evaluate client accounts to ensure compliance with each client's investment objectives, policies and guidelines and restrictions. Additionally, client accounts are periodically reviewed for asset diversification, requirements and performance. These reviews are generally conducted, at a minimum, quarterly.

Certain clients have advisory agreements with guidelines restricting the amount and types of securities and other assets which may be purchased for their accounts. Unless a client contract includes such limitations on authority, Wafra has full discretion to invest on the client's behalf within the authorized strategy and objective.

In addition to ongoing informal monitoring and reviewing of client accounts:

- the Equities team of the Securities Division meets regularly to review all client accounts. These meetings include the Global Head of Equities of the Securities Division as well as the Division's Portfolio Managers and Analysts. In addition to market outlooks, securities selection, diversification, account status and performance are discussed.
- the Fixed Income team of the Securities Division meets regularly to review all client accounts. These meetings are conducted on an ad-hoc basis, as needed, and the Securities Division Executive Vice President attends these meetings.
- the Executive Vice President of AID meets weekly with AID's investment team to review accounts, discuss markets and the industry and review and discuss positions in the client accounts.
- the Direct Equity, Real Estate and Private Asset Management Divisions have similar client account review protocols with respect to the respective Division's investments, which are typically of a longer term in nature than the other Divisions. The three above-listed Divisions typically meet weekly and on an as-needed basis to review new deal prospects and to discuss current holdings to the extent there is recent news or factors requiring assessment.
- Wafra's Risk Office also meets monthly with each investment division to discuss the client accounts and investments from a risk perspective, including investment, operational, reporting, and business continuity risk.
- Wafra's Compliance Division also meets periodically with the Investment Divisions to discuss client investment guidelines to ensure investments are made in compliance with the client's agreement.

### **On Client Reporting**

For the Securities Division clients, Wafra regularly generates a number of different reports covering publicly traded securities status and activity, as well as reports on the performance of specific accounts. The monthly client appraisal report is the status report that includes information such as each holding with total cost, market value, unit cost, price, asset holdings percentages and current yield. Other status and activity reports include reports on gains and losses, transactions, interest, dividends and expenses, purchases and sales, cash ledger and asset allocation and performance. Reports are generally provided monthly or as requested by clients. Clients also receive account statements quarterly directly from their custodians as required pursuant to Rule 206(4)-2, of the Advisers Act.

For other Divisions, Wafra generates for clients, reports as required by their respective agreements and as required by applicable regulations.

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## **ITEM XIV- Client Referrals and Other Compensation**

Wafra and its affiliates, pursuant to arrangements with clients and with third-parties, may receive payments from third-parties which are sponsoring or structuring investments and in which Wafra may advise its clients to invest. Wafra or certain affiliates may from time to time pay finder fees to consultants which refer clients to Wafra, Wafra investment funds or products which Wafra may manage. These arrangements are in compliance with Rule 206 (4)-3 under the Investment Advisers Act of 1940. Item X(D) lists the Firm's current arrangements. Clients should refer to Item X for more information regarding the Firm's affiliated parties, such as broker-dealers and other service providers. WSC, an affiliated broker-dealer, and affiliates of Wafra, may at times engage Wafra to provide investment oversight and monitoring of, or investment advice on, investments placed by WSC or such affiliates to Wafra clients. Wafra receives compensation for these services.

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## ITEM XV- Custody

If Wafra or any of its Related Persons holds, directly or indirectly, client funds or securities, or has the authority to obtain possession of them in connection with advisory services provided by the advisor, Wafra is deemed to have "custody" of such funds or securities pursuant to Advisers Act Rule 206(4)-2. Generally, client assets must be maintained with a "qualified custodian" under the rule.

The determination of whether or not Wafra maintains custody with respect to any particular client is dependent on its agreement with such client and location and control of a client's funds and securities. Wafra does have custody of certain clients' funds and securities, but for other clients, Wafra is deemed to not have custody. The Firm encourages clients who receive quarterly or more frequent account statements directly from their qualified custodians (generally custodial banks and/or their broker-dealers) to carefully review their statements. Furthermore, clients who receive statements from the Firm should compare these account statements against statements received directly from their qualified custodian. Wafra's funds are audited annually by a public accounting firm as required under the Advisers Act, Rule 206(4)-2; investors in a fund should carefully review the fund's annual audited financial statements.

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## **ITEM XVI- Investment Discretion**

Terms of a discretionary account are individually negotiated between Wafra and the client. These client contracts will generally set forth any limitations on the securities and assets that Wafra may be authorized to buy or sell, as well as other investment limitations. Unless a client contract includes such limitations on authority, Wafra will invest client securities and cash with full discretion to reach a client's objective using the agreed upon investment strategy. Terms with respect to Wafra fund clients are set out in the respective fund private placement or similar offering document.



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## ITEM XVII- Voting Client Securities

Wafra has adopted a proxy voting policy for those clients that have granted the Firm the authority and the responsibility to vote proxies related to clients securities. The proxy voting policy states with respect to proxy voting the Firm must:

- (i) to review corporate actions and actually vote the relevant proxies, except in situations where Wafra will abstain from voting based on an actual or potential conflict of interest, and;
- (ii) to vote all proxies in the best interest of the client.

Wafra has retained Broadridge to provide proxy research and recommendations, as well as record keeping services, for accounts directed by clients to vote proxies. We review and approve the current Glass Lewis voting guidelines and follow their recommendations on most issues brought to a shareholder vote. If a Firm's research or security analyst believes that a Glass Lewis recommendation would be to the detriment of our investment clients, we will override the Glass Lewis recommendation through a manual vote. The final authorization to override a Glass Lewis recommendation must be approved by the Head of the Securities Division, Portfolio Manager or Chief Compliance Officer. A written record supporting the decision to override the Glass Lewis recommendation is maintained.

Every client for which Wafra accepts authority for voting proxies is entitled to receive, upon request, a record on how the Firm has voted proxies associated with the client's securities. A client may obtain that record by forwarding a written request via facsimile at (212) 813-9488 or to:

Attn: Chief Compliance Officer  
Wafra Investment Advisory Group, Inc.  
345 Park Avenue, 41<sup>st</sup> Floor  
New York, NY 10154-0101

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## **ITEM XVIII- Financial Information**

Wafra has discretionary authority and custody of client funds and securities. Wafra, however, is not aware of, or subject to, any financial condition relating to it that is reasonably likely to impair its ability to meet contractual commitments to clients.