

2088 Advisory, LP

**FORM ADV PART 2A
FIRM BROCHURE**

10/15/2019

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United States of America
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This Brochure provides information about the qualifications and business practices of 2088 Advisory, LP (“2088”, the “Firm”, “we” or “us”). If you have any questions about the contents of this Brochure, please contact us at (207) 956-6036 or compliance@2088adv.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

We may refer to ourselves as “registered investment advisers.” Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about us also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2

MATERIAL CHANGES

In this Item, 2088 is required to discuss any material changes that have been made to its Brochure since its last filing. 2088 is now updating Part 2A to reflect the following material changes since its last brochure filing on July 22, 2019:

- Item 4 – Effective October 1, 2019, 2088 Advisory, LLC acquired 100% of the interests in Casco Capital Management, LP from Casco Fund Partners 2018 GP, LLC.
- Item 4 – Effective October 7, 2019, Casco Capital Management, LP officially changed its legal and operating name to 2088 Advisory, LP.
- Effective October 10, 2019, 2088's principal place of business is:

499 Park Avenue
26th Floor
New York, NY 10022
United States of America

ITEM 3

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This Brochure is not and should not be deemed to be a general solicitation and does not constitute an offer to sell or a solicitation of an offer to buy any type of interest in any entity advised or investment strategy offered by 2088. This Brochure does not constitute, in any jurisdiction, a recommendation, inducement, invitation, offer, or solicitation for you to purchase or acquire any securities or assets, and no legal relationship is created by this Brochure.

This Brochure is not an offer of, or agreement to provide, advisory services directly to any recipient. Rather, this Brochure is designed solely to provide information about 2088 for the purpose of compliance with certain obligations under the Investment Advisers Act of 1940 ("Advisers Act") and, as such, responds to relevant regulatory requirements under the Advisers Act.

Potential advisory clients should read carefully all relevant governing documents and legal agreements, and should consult with their tax, legal and financial advisors before making a decision with respect to an investment managed by 2088.

Advisory Business

Form ADV Part 2A, Item 4

2088 Capital Management, LP ("2088", the "Firm", the "Partnership", "we", "us" or "our"), was organized in July 2017 as a Delaware limited partnership. 2088 seeks to provide both discretionary and non-discretionary advisory and asset management services to the separate accounts it manages. 2088 is principally owned by 2088 Advisory, LLC, a Delaware limited liability company.

Effective October 1, 2019, 2088 Advisory, LLC acquired 100% of the interests in Casco Capital Management, LP from Casco Fund Partners 2018 GP, LLC. Edward Clark Copelin is the sole principal of the Firm.

Effective October 7, 2019, Casco Capital Management, LP officially changed its legal and operating name to 2088 Advisory, LP.

2088 intends to offer investment advisory services primarily to institutional investors, family offices, endowments, pension plans and high net worth individuals through separately managed accounts (referred to herein as the "Clients"). Our investment advice to our Clients focuses on (i) alternative asset investments including without limitation private equity, private debt, growth capital, real estate, and preferred equity in private and public companies; and (ii) investment and debt management activities in the form of senior debt, loans, subordinated and mezzanine debt financing, real estate financing, and unitranche structures .

Initially, we intend to make investments in two strategies: (i) the debt strategy, which involves investing in or making loans to owners and developers of various classes of real estate, whether directly or indirectly through special purpose or other vehicles managed by Sponsors (as defined in the private placement memorandum) and other third parties (the "Debt Strategy"); and (ii) the equity strategy, which involves making equity investments, directly or indirectly through joint venture entities managed by Sponsors or other third party sponsors, in one or more real estate properties (including to fund development and construction costs) (the "Equity Strategy"). The Debt Strategy may also include purchasing non-performing or under-performing loans, or interest therein, from other affiliated funds and/or parallel vehicles structured offshore and other client accounts. The Firm may form one or more intermediate entities or other subsidiaries for the purpose of holding certain or all investments made within the Debt Strategy or the Equity Strategy, or both.

If from time to time, opportunities arise to co-invest with third party sponsors, 2088 may offer such co-investment opportunities to one or more Clients and/or third parties in accordance with 2088's allocation policy in effect at that time. 2088's co-investment policy will provide that the Firm is under no obligation to provide such opportunities to Clients.

2088 manages assets for and markets primarily to "qualified purchasers" (as defined in the Investment Company Act of 1940 ("Investment Company Act")) and "accredited investors" (as defined in Regulation D under the Securities Act of 1933 ("Securities Act")).

Separately managed accounts may be reasonably tailored to a Client's needs. 2088 and the Client will work to determine appropriate investment objectives, policies and restrictions, including restrictions on investing in certain securities or types of securities, for each managed account. The terms negotiated between the Client and 2088 (with respect to this and other terms including Management Fees (as defined below)) are typically memorialized in the form of a term sheet, investment management contract or written investment advisory agreement (each, an "Investment Management Agreement").

Certain Clients may enter into arrangements with 2088 whereby 2088 provides investment advice or portfolio advice to the Client but 2088 does not exercise investment discretion. 2088's fee in such non-discretionary arrangements will likely be different than its fee for providing investment advisory services where it has full discretion.

As of October 15, 2019, 2088's regulatory assets under management are \$118,557,498.

Fees and Compensation

Form ADV Part 2A, Item 5

We will typically be compensated for our services through the payment of base management fees ("Management Fees"). Management Fees for separately managed accounts may be negotiable. These fees may be charged quarterly in arrears, and investors may be billed for fees incurred. In certain circumstances, no management fee will be charged to a separately managed account or certain portions thereof may be waived at the sole discretion of 2088. In some situations we may be entitled to performance allocations (see Item 6, below). 2088 may enter into a variety of different fee compensation structures for its non-discretionary services, which will generally vary substantially from its fee structure for providing advisory services where it has full discretion.

Other Fees and Expenses Associated with Advised Accounts. 2088's Clients may bear certain other fees, expenses and costs (in addition to the Management Fees, payable to 2088) which are incidental or related to the maintenance of a Client account or buying, selling and holding of investments. These fees may include, but are not limited to: (1) custodial charges; (2) equity or debt support fees; (3) fees for administrative services provided by third parties and/or affiliated entities; (4) commissions and other related transaction costs and expenses, such as deal fees, origination fees, and deferred sales charges; (5) governmental charges, taxes and duties; (6) transfer fees, registration fees and other expenses associated with buying, selling or holding investments, such as wire transfer and electronic fund fees; (7) withholding taxes payable and required to be withheld by issuers or their agents; (8) legal fees incurred in connection with the discharge of its investment management responsibilities; (9) travel and entertainment expenses; (10) expenses incurred with respect to investor communication and conferences (as applicable); (11) audit fees; (12) insurance expenses; and (13) fees associated with investments in pooled investment vehicles (the "Other Expenses").

Other Expenses are memorialized for each Client in its Investment Management Agreement.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

Certain Clients will pay 2088 a Management Fee and may also pay a performance allocation in the form of a distribution or a carried interest catch-up and/or carried interest on net profits of a Client's investments, as established in the Client's Investment Management Agreement. Performance distributions of this type may create an incentive for 2088 to make investments that are more speculative than would be the case in the absence of performance-based compensation.

2088 charges performance-based fees in the form of a distribution only in accordance with Section 205(3) of the Advisers Act, or Rule 205-3 thereunder.

The nature and amount of compensation paid to 2088 by a Client may differ from that paid by other Clients, even those investing in similar, competing or conflicting investments.

2088 faces a potential conflict of interest when (1) the actions taken on behalf of one Client may adversely impact another Client (e.g., because such Clients have the same or similar investment strategies and compete for investment opportunities or such Clients have conflicting investment strategies and one Client could gain an advantage investing in an opportunity or transaction ahead of another Client) and (2) 2088 or its personnel have a pecuniary interest in Client accounts, such as earning a performance fee, because 2088 may have an incentive to favor certain Clients over others with less lucrative fee structures. Such conflicts may present particular concern when, for example, 2088 allocates securities transactions that 2088 believes could more likely result in favorable performance, or executes potentially conflicting or competing investments.

Performance-based compensation arrangements in the form of a distribution or a carried interest catch-up and/or carried interest may also create an incentive for 2088 to recommend investments that are more risky or speculative than those that would be recommended under a different arrangement. Additionally, under a performance-based allocation (incentive distribution) structure, 2088 may benefit when capital gains are recognized and, because it determines when an investment is sold, 2088 could possibly control the timing of the recognition of such capital gains.

To mitigate these conflicts, 2088's policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to Clients, without consideration of 2088's (or 2088's personnel's) other interests.

Types of Clients

Form ADV Part 2A, Item 7

2088 will primarily provide investment advisory services to separate accounts and certain special purpose or limited purposes vehicles. 2088 will manage assets for and market its separate accounts, either directly or through the use of third party marketers, consultants or distributors, primarily to persons who are “qualified purchasers” (as defined in the Investment Company Act) and “accredited investors” (as defined in Regulation D under the Securities Act).

Clients may included, but are not limited to, institutional investors (including public and private pension funds), family offices, trusts, estates, foundations, endowments and other charitable organizations, corporations and high net worth individuals.

The minimum for separate accounts will generally be in excess of \$1 million.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

2088 seeks to provide investment advisory services that are customized to each Client's investment objectives, time horizon and risk tolerances as set forth in the respective Investment Management Agreement. 2088's investment partners have many years of financial services and investment experience during which they have developed significant, hands-on expertise in sourcing and executing investments across a spectrum of real estate asset classes, capital structures and geographies.

For separately managed accounts, we work with Clients to develop an investment strategy by considering a Client's financial condition, financial and investment objectives, income and liquidity needs, desire and need for principal protection, risk tolerance and tax sensitivities. Separately managed account investments are based on individual beneficial owners' needs and will generally focus on investments in alternative assets. Our mandates for separately managed accounts will typically be broad in scope and may vary widely from other Clients we advise.

2088's initial investment strategy will focus on making sound investments in real estate and real estate backed or related assets with an eye to capital preservation ahead of achieving outsized profits. Capital preservation are the Firm's watchwords, with the achievement of a favorable risk adjusted return always being viewed through the lens of potential capital impairment. This focus reduces downside risk while potentially producing higher prospective returns. 2088 aims to further reduce risk by selling and repurchasing participation interests in certain loans contained within the Debt Strategy, therefore creating optionality to potentially maximize each investment's return. The Firm's investment thesis creates value by investing in debt and equity backed by, or related to, real estate and real estate linked assets across a wide variety of markets and product types. The tenets of the Firm's investment approach are: integrity, diligence, conservatism and simplicity of structure. 2088's investment strategy will focus on opportunistically deploying capital where targeted returns can be generated, rather than being limited to investing in a particular area as returns compress.

2088's portfolio of investments will span a wide range of real estate product types and will run a range of very small to medium debt and equity investments. 2088 will always remain flexible to shifting market currents and opportunities for attractive risk-adjust returns as they arise, but based on present market conditions it is likely that the Firm's investments will have some of the following characteristics:

Classes of Real Estate Product: Different classes of real estate product will be invested in by the Firm. In particular, 2088 envisions placing capital into multi-family real estate in order to take advantage of strong rental demand and the inflation protection provided by this asset class, but 2088 also sees many opportunities in industrial and office properties in select markets. 2088 will also likely make some investments in other classes of commercial real estate (to include, but not limited to, retail and flex product) as opportunities in growth markets present themselves.

Equity Investments: 2088 envisions equity investments making up a smaller portion of the Firm's investment mix. These investments will primarily be made with sponsors who have proven track records and are personally known to 2088. It is likely that the majority of 2088's equity investments will be made in the United States, with a focus on secondary and tertiary markets with strong underlying economic growth, millennial inflow and pent up demand.

Debt Investments: Debt investments will likely make up a majority of the Firm's investment portfolio in order to provide capital preservation and provide more predictable cash flows than the equity investments. 2088 will focus its attention on securing first mortgage (senior) loans through a network of successful and well-known loan sponsors with whom 2088's investment partners have standing relationships and records of success, as well as making loans with new and suitable groups as they are identified. When deemed appropriate, 2088 will consider making mezzanine (junior) loans on various real estate or real estate backed assets, though this is unlikely to represent a large portion of any debt portfolio in a Client's account.

Debt Strategy

Commercial real estate (“CRE”) loans are made to entities of all sizes and types to fund the acquisition, (re)development or construction of commercial real estate properties such as office buildings, hotels, retail centers and apartments, among other property types. A variety of lenders participate in this \$3.8 trillion CRE loan market, including local and regional banks, savings institutions/credit unions, major financial service organizations, real estate investment trusts (REITs), specialty finance companies and alternative investment firms. Once originated, these loans are held in whole loan form on lender balance sheets or packaged into securitization trusts that are then divided into tranches and sold on the secondary market in the form of commercial mortgage backed securities (CMBS). Consequently, the holders of CRE loans can vary greatly depending upon the history of any individual loan. Over the last 25 years, the CRE loan market has grown steadily and has surpassed its pre-crisis peak.

Of the broader CRE loan market, an opportunity set of approximately \$25 billion exists, comprised of opportunities linked to whole loans and CMBS debt secured by commercial real estate properties as well as those related to REO assets. Regardless of the strength of the economy at a macro level, a certain level of distress is inherent to the asset class due to microeconomic shocks, property or borrower-related issues and miscalculations in loan underwriting at origination. As certain property owners find that they are unable to access traditional lending avenues to refinance existing obligations, CRE loan opportunities continue to arise. A slowly rising interest rate environment furthermore exacerbates this situation, putting pressure on the underlying borrower and creating forced sellers. The CRE loan market offers attractive investment opportunities not only because of its size, but also because the lower end of the market, sub-\$50 million unpaid principle balance (UPB) loans, tends to be less-trafficked by institutional investors. The forced selling combined with the lack of capital focused on this segment sets up an interesting investment opportunity due to the relatively small size of individual loans compared to the investment footprint of the larger CRE-focused investment vehicles.

Equity Strategy

The Firm's equity strategy will focus on downside risk protection with an eye to providing returns that will enhance the contribution of the portfolio's debt strategy. At present, 2088 sees continued opportunity in the multi-family housing sector, largely in secondary and tertiary urban markets across the US that have not yet experienced the levels of attention garnered by the “Gateway Cities” (e.g. New York, San Francisco). 2088 also notes that there are pockets of commercial real estate where attractive equity opportunities persist due to strong demand for in-town commercial properties. By focusing on smaller opportunities in growth markets where capital is more difficult to secure, 2088 will look to invest in smaller developers who will be servicing the needs of these smaller, growing markets and are possessed of commodities such as local knowledge and nimbleness. The broad and solid base of providers for small and mid-size multi-family and commercial real estate across America is where the Firm expects to continue to find attractive opportunities.

2088's investment partners have established many relationships with small and mid-sized developers and sponsors, as well as commercial brokers and lenders. 2088's ability quickly to underwrite and analyze opportunities will allow Clients to have access to a wide range of opportunities, particularly when other avenues of financing for smaller sponsors falls through late in the development or acquisition phase of a project.

Sourcing Investments

2088 has developed a network of operating partners (collectively, “Sponsors”) located throughout the United States and internationally that have extensive knowledge of their local real estate markets and trends. These Sponsors are typically developers and other mid-sized to small real estate professionals. After having spent decades in the real estate business across the United States, 2088's investment partners have built up a number of relationships with quality sponsors that provides a large and steady pipeline of potential opportunities across America. With 2088's ability quickly to underwrite and decide to either pursue or pass on opportunities, the investment partners' reputations as reliable and knowledgeable capital partners often makes them the first point

of contact for many of their relationships when complex or special situations arise, giving Clients access to off-market opportunities that generally go unadvertised and are not otherwise available to retail investors.

In many cases, 2088 will utilize a series of joint venture (JV) asset-operating partnerships ("Sponsor JVs") with Sponsors relating to a single asset or multiple assets that enable detailed execution across the underlying sub-strategies. 2088's unique operating partnership model is structured to ensure alignment of interest, with Sponsors focused on managing the daily details of the investments regarding asset and property management, insurance, payments, paperwork and debtor interaction, with 2088 maintaining control over all economic and strategic decisions.

2088 will employ multiple, distinct sourcing techniques in its Debt Strategy and Equity Strategy. The strength of its relationships with and management of Sponsors is an important component of 2088's differentiated sourcing capabilities. To aid in fostering the Sponsor relationships as well as building out new ones, 2088 has developed a business development function with dedicated resources focused on maintaining relationships with Sponsors. The investment partners' careers and reputations in real estate have established them as credible sources of sophisticated and expedient capital for Sponsors across the debt and equity spectra. By maintaining a large network of brokerage, financial, family office, and real estate professional partners and contacts, the investment partners expect to receive multiple unsolicited offers on a near daily basis, from which ample deal flow will be generated. Market visits, roadshows, and soft marketing of the Firm's desire to deploy capital in key markets will enhance 2088's already considerable ability to source ample deal flow.

Loan Arbitrage

In order to improve lending returns and free up additional capital for lending activities, many of our debt sponsors may take advantage of loan participations and/or lines of credit with community and regional banks. These loan participations are garnered a la carte and allow a commercial lender to participate in the sponsor's loan along with the Firm. The commercial lender will take a position senior to a Client's position and generally charges little to no fees in order to participate in the loan. The commercial lender then typically provides ~50% of the loan's principal balance, allowing for a leveraging of the returns to the loan's original investors who profit from the spread between the commercial lender's rate and the loan's coupon rate. These participations generally involve no prepayment penalty.

In some cases, the debt sponsors will use lines of credit to synthesize the effect of a commercial lender participating in a loan. The debt sponsors use lines of credit because they are generally more efficient than negotiating individual participations and free up labor to be put to more productive uses, such as generating additional lending opportunities. In cases of loan default, the commercial lender who extends the line of credit will often seek to be made whole immediately rather than participating in the default interest the defaulted notes generate. In such cases, the Firm, on behalf of its Clients and with or without other limited partners in the loan, may opt to retire the line of credit for terms superior to those enjoyed by the line of credit but not as rich as those earned on the underlying note. This has the effect of preserving the individual note and a Client's investment in it, providing the Client with an enhanced position vis a vis the enjoyment of default interest, and preserving any cross-collateralized properties, and buttressing 2088's debt sponsors, further enhancing their credibility in the marketplace and 2088's ability to be a preferred capital source for future lending opportunities.

Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. While 2088 seeks to mitigate risks so that they are appropriate to the return potential for the strategy or Client, it is usually not possible or desirable to fully mitigate risks. Clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses.

Our services are not intended to provide a complete investment program for investors. 2088 expects that the assets it manages do not represent all of a Client's managed assets. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

Specific risks applicable to a particular Client are enumerated in the Investment Management Agreements or related documents with respect to each Client. The investments we manage entail the following general risks,

some or all of which may be applicable to any particular Client depending on the asset classes involved and investment guidelines of such Client:

Partnership Risks

Lack of Management Rights. Clients may have limited opportunity to control the day to day operation, including investment and disposition decisions. Clients may have limited opportunity to evaluate the relevant economic, financial and other information that will be utilized by 2088 in its selection of investments and may not receive the detailed financial information regarding investments that is available to 2088.

Reliance on the Investment Partners. The success of an investment is substantially dependent on 2088 and its investment partners. Should any of these individuals become incapacitated or in some other way cease to participate in the activities of 2088, a Client's performance could be adversely affected. The investment partners intend to devote sufficient time to carry out its proposed activities.

Consequences of Default. In the event that a Client fails to fund any of its capital commitment when required, the Client can be subject to a variety of penalties and consequences specified in the Investment Management Agreement applied in 2088's discretion.

Limitations on Actions and Indemnification. The Investment Management Agreement between a Client and 2088 will limit the circumstances under which 2088 can be held liable. As a result, Clients may have a more limited right of action in certain cases than they would in absence of such a limitation. In addition, Clients will be required to indemnify 2088 and certain affiliated persons and entities of 2088 for liabilities incurred in connection with the affairs of the Client's account, absent fraud, willful misconduct, gross negligence or violation of law by 2088. In the case of "gross negligence," this standard of care has been held in some jurisdictions to involve conduct that is closer to willful misconduct. As a result of these considerations, the application of the foregoing standards can result in a Client bearing significant financial losses even where such losses were caused by the negligence (even if heightened) of such covered persons. Such liabilities may be material and have an adverse effect on the returns to Clients.

Cyber Security Breaches and Identity Theft. 2088's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although 2088 has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, 2088 may have to make a significant investment to fix or replace them. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in 2088's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Clients (and the beneficial owners of Clients). Such a failure could harm 2088's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

Concentration of Investments. A Client's portfolio may contain relatively large investments and any single loss may have a significant adverse impact on the Client's account. In addition, there is no restriction requiring diversification by industry or region, although 2088's multi-strategy approach diminishes this risk.

Investment Program Risks

Difficulty of Locating Suitable Investments. The activity of identifying, completing and realizing attractive investments has from time to time been highly competitive, and involves a high degree of uncertainty. The Firm will be competing for investments with many other investors, including, traditional lenders, financial, private equity firms, hedge funds and other institutional investors. There can be no assurance that we will be able to locate, complete and exit investments which satisfy a Client's rate of return objective or realize upon their values or that

it will be able to fully invest its available capital. A Client should be aware that it may lose all or part of its investment.

Asset Servicers; Joint Venture Arrangements. The Firm will enter into arrangements with Sponsors and industry specialized management or advisory teams to acquire, manage and dispose of certain assets, which can include fixed payments or profit-sharing arrangements with such persons, thus impacting the returns to a Client. The failure on the part of 2088 to select the right Sponsors, management or advisory team for an asset class or to establish a governance and compensation structure that provides for the appropriate balance of economic incentives to the team and oversight by 2088, or to provide servicing with respect to certain assets (including securitizations) on its own, would have a material adverse effect on a Client's investment in such asset class.

The Firm, on behalf of its Clients, is expected to co-invest with third parties through joint ventures or other entities. There are risks in connection with such third party involvement, including the possibility that a third-party co-venturer may have financial difficulties, resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of a Client, or may be in a position to take (or block) action in a manner contrary to a Client's investment objectives. In addition, a Client may in certain circumstances be liable for the actions of its third-party co-venturers. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such investments, including incentive compensation arrangements, regardless of the investment results of a Client.

Sponsor Relationships. A large portion of the Firm's investments will be sourced through 2088's network of Sponsors. There can be no assurance that the Sponsors will continue to source investments for the Firm or that the quality of investments sourced by the Sponsors will be consistent with prior investments.

Market Conditions and Nature of Investment. Investment typically requires a longer term commitment, with no certainty of return. The Firm may invest in companies or assets that are experiencing or are expected to experience severe financial difficulties which may never be overcome. Since the Firm may be permitted to make a limited number of investments, and many of the investments may involve a high degree of risk, poor performance by a few of the investments can have a significant negative impact on a Client's performance. Further, the Firm's strategy relies, in part, upon local market conditions, and in part, upon the continuation of existing market conditions (including, for example, supply and demand characteristics) or, in some circumstances, upon more favorable market conditions existing prior to the end of the advisory term with a Client. No assurance can be given that investments can be acquired or disposed of at favorable prices or that the market for such assets will either remain stable or, as applicable, recover or improve, since this will depend upon events and factors outside the control of 2088.

Projections. The Firm will make investments relying upon projections developed by 2088 or a Sponsor concerning future performance of the relevant assets and cash flow. Projections are inherently uncertain and subject to factors beyond the control of 2088 and the portfolio investment in question. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of unforeseen events could impair the ability of a Client to realize projected values or cash flow.

Unspecified Investments. The Firm has not identified the particular investments it will make or mandatory allocations among its strategies. Accordingly, a Client must rely upon the ability of 2088 in making investments consistent with the Client's investment objectives and policies. Although the Investment Partners have been successful in locating investments in the past, the Firm may be unable to find a sufficient number of attractive opportunities to invest its committed capital or meet its investment objectives.

Debt Securities. Debt securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). With bonds and other fixed income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. Debt securities generally involve less market risk than stocks. However, the risk of debt securities can vary significantly depending upon factors such as the issuer, maturity

and the availability of collateral. For example, the issuer of a security or the counterparty to a contract may default or otherwise become unable to honor a financial obligation. The debt securities of some companies may be riskier than the stocks of others.

Interest Rate Fluctuations. The prices of fixed-income and other portfolio investments tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of positions to move in directions which were not initially anticipated. For example, as interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities.

High Yield Securities. The Firm may invest in “high-yield” bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities.) Securities in the lower categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer’s capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration or general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those of higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

Investments in Undervalued and Distressed Assets. The Firm may invest in undervalued and distressed assets, including loans to borrowers that have a history of defaulting on monetary obligations. The identification of investment opportunities in such assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued or distressed assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Firm’s undervalued investments may not adequately compensate Clients for the business and financial risks assumed. Clients may incur a substantial loss if the assets which 2088 believes are undervalued are not in fact undervalued and may be forced to sell such assets at a substantial loss. In addition, the Firm may be required to hold such assets for a substantial period of time before realizing their anticipated value. Once purchased, these assets sometimes require additional ongoing maintenance capital. During this period, a portion of a Client’s funds would be committed to the assets purchased, thus possibly preventing the Client from investing in other opportunities. There can be no assurances that work-outs, reorganizations or exits with respect to any distressed or undervalued assets would be successful. The Firm expects to cause underlying Sponsor JVs and other portfolio companies and investment entities to incur indebtedness in connection with such asset acquisitions, which debt would typically be secured by the assets so acquired and nonrecourse to the Firm. The industries in which the Firm invests may be subject to extensive rules and regulations limiting the Firm’s rights or otherwise impacting its risk profile. The Firm may enter into arrangements with Sponsors and industry specialized management or advisory teams to acquire, manage and dispose of these assets, which are expected to include fixed payments or profit-sharing arrangements with such persons, thus impacting the returns to a Client. The failure on the part of 2088 to select the right Sponsors, management or advisory teams for an asset class and to establish a governance and compensation structure that provides for the appropriate balance of economic incentives to the team and oversight by 2088, or to provide servicing with respect to certain securitized vehicles and assets on its own, would have a material adverse effect on the Firm’s investments in such asset class.

Distressed Securities. The Firm will purchase, directly or indirectly, securities and other obligations of real estate owning entities that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such purchases may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. In fact, many of these securities and investments ordinarily remain unpaid unless and until the debt can be refinanced or foreclosure proceedings can be complete, and as a result may have to be held for an extended period of time. A wide variety of considerations, including, for example, the possibility of litigation between the participants in a foreclosure proceeding or a requirement to obtain mandatory or discretionary

consents from various governmental authorities or others may affect the value of these securities and investments. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations which limit the access of 2088 to reliable and timely information concerning material developments affecting a company, or which cause lengthy delays in the completion of the foreclosure proceedings. The level of analytical sophistication, both financial and legal, necessary for successful investment in real estate owning entities experiencing significant business and financial distress is unusually high. There is no assurance that 2088 will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful investment. In any foreclosure proceeding or other legal proceeding relating to the real estate owning entity in which a Client invests, the Client may lose its entire investment or may be required to accept cash or securities with a value less than the Client's original investment.

Trade and Other General Unsecured Claims. The Firm may acquire interests in claims of trade creditors and other general unsecured claim holders of a debtor ("trade claims"). Trade claims generally include, but are not limited to, claims of suppliers for goods delivered and not paid, claims for unpaid services rendered, claims for contract rejections and claims related to litigation. Trade claims are typically unsecured and may, in unusual circumstances, be subordinated to other unsecured obligations of the debtor. The repayment of trade claims is subject to significant uncertainties, including potential set-off by the debtor as well as the other uncertainties described herein with respect to other distressed securities. A trade claim may be transferred or assigned before or after a foreclosure proceeding or petition in bankruptcy is filed, including after a proof of claim has been filed. The Firm's investments in trade claims and high risk receivables may also entail special risks including, but not limited to, fraud on the part of the assignor of the trade claim as well as logistical and mechanical issues which may affect the ability of the Firm or its agent to collect the claim in whole or in part.

Investment in Loans Generally. The Firm will invest in debt instruments secured by real estate or corporate debt in companies when the primary value is related to real estate. Investing in loans entails the following risks:

- **General Credit Risks.** A Client may be exposed to losses resulting from default and foreclosure. The value of the underlying collateral, if any, the creditworthiness of the borrower and the priority of the lien are each of great importance (although the Firm may invest in subordinate or second priority liens). There is no assurance that the Firm will correctly evaluate the value of the assets collateralizing the loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which a Client has invested, the Client may lose all or part of the amounts advanced to the borrower. The Firm cannot guarantee the adequacy of the protection of a Client's interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, the Firm cannot assure that claims may not be asserted that might interfere with enforcement of a Client's rights. In the event of a foreclosure, the Firm and/or the Client may assume direct ownership of the underlying asset. The liquidation proceeds upon sale of such asset may not satisfy the entire outstanding balance of principal and interest on the loan, resulting in a loss to the Client. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying property will further reduce the proceeds and thus increase the loss.
- **Lower Credit Quality Loans.** Loans made or purchased by the Firm are expected to have substantial vulnerability to default in payment of interest or principal. Certain loans which the Firm may fund have large uncertainties or major risk exposures to adverse conditions, and may be considered to be predominantly speculative. Generally, such loans offer a higher return potential than better quality loans, but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these loans also tend to be more sensitive to changes in economic conditions than better quality loans.
- **Equitable Subordination.** Loans to companies operating in workout modes or under Chapter 11 of the Bankruptcy Code are, in certain circumstances, subject to certain potential liabilities which may exceed the amount of the Firm's loan. For example, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor may have their claims

subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions.

- **Liquidity.** Loans and interests in loans have significant liquidity risks and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly-traded securities.
- **Special Risks.** Special risks associated with investments in bank loans and participations include (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws, (ii) so-called lender-liability claims by the issuer of the obligations, (iii) environmental and other liabilities that may arise with respect to collateral securing the obligations, and (iv) limitations on the ability of a Client to directly enforce its rights with respect to participations. Successful claims by third parties arising from these and other risks, absent bad faith, will be borne, at least in part, by the Client.

Non-performing Loans ("NPLs"). The Partnership's investments will include investments in non-performing and sub-performing loans which may involve workout negotiations, restructuring and the possibility of foreclosure. These processes can be lengthy and expensive. In addition, the Partnership's investments are expected to include securities and debt obligations of financially distressed issuers, including companies involved in bankruptcy or other foreclosure, reorganization and liquidation proceedings. As a result, the Partnership's investments may be subject to additional bankruptcy related risks, and returns on such investments may not be realized for a considerable period of time.

NPL Underwriting. Many of the NPLs will have been underwritten to "subprime," "Alternative A-Paper" or "expanded" underwriting guidelines. These underwriting guidelines are different from and, in certain respects, less stringent than the other general underwriting standards employed by originators. For example, these loans may have been originated to borrowers that have poor credit or that provide limited or no documentation in connection with the underwriting of the mortgage loan. Such loans present increased risk standards of delinquency, foreclosure, bankruptcy and loss than prime mortgage loans. An originator generally originates mortgage loans in accordance with underwriting guidelines it has established and, in certain cases, based on exceptions to those guidelines. These guidelines may not identify or appropriately assess the risk that the interest and principal payments due on a mortgage loan will be repaid when due, or at all, or whether the value of the mortgaged property will be sufficient to otherwise provide for recovery of such amounts. To the extent exceptions were made to an originator's underwriting guidelines in originating an NPL, those exceptions may increase the risk that principal and interest amounts may not be received or recovered and compensating factors, if any, which may have been the premise for making an exception to the underwriting guidelines may not in fact compensate for any additional risk. NPLs may be secured by investor or commercial properties which would not be used as the borrower's primary residence or second home. Because the borrower is not living on the property, the borrower may be more likely to default on the mortgage loan than on a comparable mortgage loan secured by a primary residence, or to a lesser extent, a second home.

NPL Modifications. Part of the Partnership's strategy in acquiring NPLs or in making loans that become NPLs may involve making NPL modifications to reduce delinquencies and the risk of borrower default and, ultimately, to maximize the value of the NPL. Modifications may include permanently or temporarily reducing or otherwise changing the mortgage interest rate, forgiving payments of principal or interest, extending the final maturity date, capitalizing or deferring delinquent interest and other amounts owed under the mortgage loans, deferring principal payments with or without interest, or any combination of these or other modifications. These modifications may reduce the value of the NPL. The Partnership's ability to modify NPLs may be limited due to the difficulty in contacting at-risk borrowers or creating modifications acceptable to affected borrowers.

NPL Refinancing. The Partnership may seek to refinance an NPL to realize the greater value from such a loan. However, there may be impediments to executing a refinancing strategy for NPLs. For example, many mortgage lenders have adjusted their loan programs and underwriting standards to be more conservative, which has

reduced the availability of mortgage credit to prospective borrowers. This has resulted in reduced availability of financing alternatives for borrowers seeking to refinance their mortgage loans. The decline in housing and other real estate asset class prices may also result in higher loan-to-value ratios and leave borrowers with insufficient equity in their homes to permit them to refinance. To the extent prevailing mortgage interest rates rise from their current low levels, these risks would be exacerbated. The effect of the above would likely serve to make refinancing of NPLs potentially more difficult and less profitable for the Partnership.

Lender Liability Considerations and Equitable Subordination. In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed “lender liability”). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. While believed to be unlikely, because of the nature of certain of the Partnership investments, the Partnership could be subject to allegations of lender liability. In addition, under common law principles that in some cases form the basis for lender liability claims, if a lending institution (i) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors, or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lending institution to the claims of the disadvantaged creditor or creditors, a remedy called “equitable subordination.” Because of the nature of certain of the Partnership’s investments, the Partnership could be subject to claims from creditors of an obligor that Partnership’s investments issued by such obligor that are held by the Partnership should be equitably subordinated. The Partnership may make investments in which it would not be the lead creditor. Accordingly, it is possible that lender liability or equitable subordination claims affecting the Partnership investments could arise without the direct involvement of the Partnership.

Risks Associated with Bankruptcy Cases. The Partnership’s investment and lending activities, particularly involving companies in distressed situations, may result in becoming involved as a creditor in bankruptcy cases. In addition, the Partnership may purchase securities or assets of, or claims against, companies in bankruptcy.

- Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Partnership.
- Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Partnership; it is subject to unpredictable and lengthy delays; and during the process the company’s or its owned real estate assets’ competitive position may erode, key management may depart and the company may not be able to reorganize and may be required to liquidate assets.
- The debt of companies in financial reorganization will in most cases not pay current interest, may not accrue interest during the reorganization and may be adversely affected by an erosion of the issuer’s fundamental value. Such investments can result in a total loss of principal.
- U.S. bankruptcy law permits the classification of “substantially similar” claims in determining the classification of claims in a reorganization for purposes of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that the Partnership’s influence with respect to a class of securities can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority over the claims of certain creditors (for example, claims for taxes) may be quite high.

- There are instances where creditors and equity holders lose their ranking and priority such as when they take over management and functional operating control of a debtor. In those cases where the Partnership, by virtue of such action, is found to exercise “domination and control” of a debtor, the Partnership may lose its priority if the debtor can demonstrate that it was adversely impacted or other creditors and equity holders were harmed by the Partnership.
- Commercial bankruptcy laws in Europe are slowly evolving into a system more akin to the Chapter 11 process in the United States, supporting potential financial restructurings rather than effective liquidations. U.S. insolvency procedures have historically been, and remain, on average more debtor orientated. The reverse is true for the United Kingdom and many other European jurisdictions where secured creditors have historically had extensive powers to protect their own rights, frequently overriding the interests of other creditors and the debtor.
- Changes in bankruptcy or other applicable laws may have a material adverse effect on the Partnership.

The Partnership may purchase creditor claims subsequent to the commencement of a bankruptcy case. Under judicial decisions, it is possible that such purchases may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser.

Ability to Purchase Loans on Advantageous Terms; Competition and Supply. The Partnership’s success will depend, in part, on the ability of the Partnership or its affiliates to source and purchase or make loans on advantageous terms. In sourcing and purchasing or making loans, the Partnership or its affiliates compete with a broad spectrum of lenders, many of which have substantially greater financial resources and are more well-known than the Partnership. Additionally, traditional lenders may offer loans with fees and interest rates that are lower than those offered by the Partnership. Increased competition for, or a diminishment in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

Loan Participations and Assignments. The Partnership may invest in fixed- and floating-rate loans, which investments may be in the form of loan participations and assignments of portions of such loans. Participations and assignments involve special types of risk, including credit risk, interest rate risk, liquidity risk, and the risks of being a lender. Participations in loans will typically be secured by interests in real estate. When purchasing loan participations, the Partnership assumes the credit risk associated with the borrower and may assume the credit risk associated with an interposed bank or other financial intermediary, and may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. The participation interests in which the Partnership invests may not be rated by any nationally recognized rating service.

Investments in loans through a direct assignment of a financial institution’s interests with respect to the loan may involve additional risks to the Partnership. For example, if a loan is foreclosed, the Partnership could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that, under emerging legal theories of lender liability, the Partnership could be held liable as a co-lender. It is unclear whether loans and other forms of direct indebtedness offer securities laws protections against fraud and misrepresentation. In the absence of definitive regulatory guidance, the Partnership relies on 2088’s research in an attempt to avoid situations where fraud or misrepresentation could adversely affect the Partnership.

Investments through Sponsor JVs. In many cases, the Partnership will invest in or make a loan to a real estate owning entity indirectly through a Sponsor JV or other vehicle and the Partnership may not be directly involved in the loan origination process. Accordingly, there may be defects in the loan origination process or documents evidencing a loan or investment may not be enforceable under applicable law due to the actions or omissions of Sponsors or other third-parties, which could invalidate certain of the borrower’s obligations and lender’s rights and remedies, and render any security interests indirectly granted to the Partnership invalid. Additionally, in cases where the Partnership holds its interest in a loan or investment indirectly through a Sponsor JV or other

vehicle, the ability of the Partnership to control the Sponsor JV or other vehicle, to make decisions with respect to enforcement of remedies and to enforce its rights in and to any collateral may be limited. Conflicts of interest may exist where a Sponsor or the manager of a different investment vehicle through which the Partnership makes a loan or invests have a prior relationship with the underlying borrower or property owner. Accordingly, since the Sponsor or manager will typically control the Sponsor JV or investment vehicle, the Partnership's ability to enforce remedies available under the loan or investment documents may be limited or delayed.

Investments in Real Estate. An investment in the Partnership is subject to certain risks associated with the ownership of real estate and the real estate industry in general, including: the burdens of ownership of real property; local, national and international economic conditions; the supply and demand for properties; the financial condition of tenants, buyers and sellers of properties; changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable; changes in environmental laws and regulations, planning laws and other governmental rules and fiscal and monetary policies; environmental claims arising in respect of properties acquired with undisclosed or unknown environmental problems or as to which inadequate reserves have been established; changes in real property tax rates; changes in energy prices; negative developments in the economy; uninsured casualties; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors which are beyond the reasonable control of the Partnership and 2088. In addition, as recent experience has demonstrated, real estate assets are subject to long-term cyclical trends that give rise to significant volatility in values.

Many of these factors could cause fluctuations in occupancy rates, rent schedules or operating expenses, causing the value of the Partnership's investments to decline and negatively affect the Partnership's returns. The value of the Partnership's investments may fluctuate significantly due to these factors and may be significantly diminished in the event of a sudden downward market for real estate and real estate-related assets. The returns available from investments depend on the amount of income earned and capital appreciation generated by the relevant underlying properties, as well as expenses incurred in connection therewith. If properties do not generate income sufficient to meet operating expenses, including amounts owed under any third-party borrowings and capital expenditures, the Partnership's returns will be adversely affected. In addition, the cost of complying with governmental laws and regulations and the cost and availability of third-party borrowings may also affect the market value of and returns from the investments. The Partnership's returns would be adversely affected if a significant number of tenants were unable to pay rent or if properties could not be rented on favorable terms. Certain significant fixed expenditures associated with purchasing properties (such as third-party borrowings, taxes and maintenance costs) may stay the same or increase even when circumstances cause a reduction in returns from properties. Additionally, real estate related investments can entail the following risks:

- **Repositioning Risks.** The Partnership may seek to redevelop or reposition certain real estate properties. Such redevelopment or repositioning carries a number of attendant risks, including the possibility that costs incurred in connection with the initial development may not be recovered. In addition, it may be that suitable tenants will not be found for repositioned properties, which could lead to the Partnership owning vacant properties producing insufficient income to meet expenses or provide a suitable return to the Partnership. Other risks associated with redevelopment or repositioning include the risk that delays in the construction timetable result in a property not reaching a stage where it is reasonably fit for occupancy. Similarly, there may be planning risks arising from difficulties in obtaining planning consents and licenses which delay the construction timetable of a redevelopment or repositioning timetable.
- **Risks of Acquiring Real Estate Loans and Participation.** Real estate loans acquired or made by the Partnership can be at the time of their acquisition, or may become after acquisition, non-performing for a wide variety of reasons. Such non-performing real estate loans will require a substantial amount of workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of such loan. However, even if a restructuring were successfully accomplished, a risk exists that, upon maturity of the real estate loan, replacement "take-out" financing will not be available. Purchases of participations in real estate loans may involve many of the same risks as investments in real estate loans and also carry risks of illiquidity and lack of control. It is possible that 2088 may find it necessary or desirable to foreclose on collateral securing one or more real estate loans purchased by or on behalf of the Partnership. The foreclosure

process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting several claims, counterclaims and defenses against the holder of a real estate loan, including, without limitation, lender liability claims and defenses, even when such assertions have no basis in fact, in an effort to prolong the foreclosure action. In some jurisdictions, foreclosure actions can take several years to conclude. At any time during the foreclosure proceedings, the borrower may file for protection under bankruptcy or other similar law, which would have the effect of staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation may also create a negative public image of the collateral property and may disrupt ongoing leasing and management of the property.

- **Investments in New Development.** The Partnership may acquire direct or indirect interests in undeveloped land or underdeveloped real property, which are often non-income producing. To the extent that the Partnership invests in such assets, it will be subject to the risks normally associated with such assets and development activities. The risks include, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory approvals and entitlements, the cost and timely completion of construction (including risks beyond the control of the Partnership, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the Partnership. Properties under development or properties acquired to be developed may receive little or no cash flow from the date of acquisition through the date of completion of development and may experience operating deficits after the date of completion.

- **Availability of Insurance against Certain Catastrophic Losses.** Certain losses of a catastrophic nature, such as wars, earthquakes, floods, environmental contamination, terrorist attacks or other similar events, may be either uninsurable or insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. In general, losses related to terrorism are becoming more difficult and more expensive to insure against. Some insurers are excluding terrorism coverage from their all-risk policies. In some cases, the insurers are offering significantly limited coverage against terrorist acts for additional premiums, which can greatly increase the total costs of casualty insurance for a property. As a result, not all investments may be insured against terrorism. If a major uninsured loss occurs, the Partnership could lose both invested capital in and anticipated profits from the affected investments.

- **Environmental Liabilities.** The Partnership may be exposed to substantial risk of loss from environmental claims arising in respect of direct investments made in real estate with undisclosed or unknown environmental problems or as to which inadequate reserves had been established, including being liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Environmental claims with respect to a specific investment may exceed the value of such investment, and under certain circumstances, subject the other assets of the Partnership to such liabilities. The presence of such hazardous or toxic substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow using such property as collateral and may have a significant adverse effect on the value and returns from such property.

- **Harmful Mold and Other Air Quality Issues.** When excessive moisture accumulates in buildings or on building materials, mold may grow, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of the Partnership's properties could require the Partnership to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected property or increase indoor ventilation. In addition, the presence of

significant mold or other airborne contaminants could expose the Partnership to liability from its tenants, employees of its tenants and others if property damage or health concerns arise.

- **Americans with Disabilities Act.** Certain U.S. properties of the type to be acquired by the Partnership must comply with Title III of the Americans with Disabilities Act (the “ADA”) to the extent that the properties are “public accommodations” or “commercial facilities” as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of the properties where such removal is readily achievable. However, noncompliance with the ADA could result in substantial capital expenditures to remove structural barriers, as well as the imposition of fines or an award of damages to private litigants which might adversely affect the Partnership’s ability to make distributions to Limited Partners. Similar protective legislation can apply with respect to real estate holdings in Europe and Latin America, and can affect the Partnership’s investment returns.

- **Other Regulatory Risks.** Real estate properties are subject to various forms of regulation in addition to the ADA, including building codes, regulations pertaining to fire safety and handicapped access, and other regulations which may from time to time be enacted. The Partnership may be required to incur significant costs to comply with any future changes in these regulations. However, noncompliance with existing or future regulations to which the properties are subject could result in substantial capital expenditures to bring the properties into compliance, as well as the imposition of fines or an award of damages to private litigants which might adversely affect the Partnership’s ability to make expected distributions to Limited Partners.

Emerging Market Opportunities. The Partnership may invest in assets or companies located, or doing business, in emerging market geographies. An “emerging market” geography is any country determined to have an emerging market economy, considering factors such as the country’s credit rating, the development of its financial and capital markets and its political and economic stability. Investing in emerging market opportunities includes all of the risks of non-U.S. investments, but to an increased degree. In addition to the risks associated with foreign investments generally, investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets. These markets may have heightened volatility, greater political, regulatory, legal and economic uncertainties, less liquidity, dependence on particular commodities or international aid, high levels of inflation, restrictions on foreign investment and restrictions on repatriation of investment income and capital. Emerging markets may have governments that are less stable, markets that are less liquid and economies that are less developed and variability in legal jurisdiction.

Emerging Market Economies. Emerging markets may be commodity-dependent in nature and hold lower gross national products relative to more developed countries. Emerging markets are generally heavily dependent upon international trade or the health of particular economies and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain emerging markets may be based predominantly on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation. In particular, certain commodities may occupy a prominent position in the economies of emerging markets and such economies are therefore sensitive to fluctuations in commodity prices. Future economic or political situations could lead to price controls, forced mergers, expropriation, nationalization, confiscatory taxation or the creation of government monopolies. Many emerging countries are undergoing important political and economic changes that are making their economies more free-market oriented. However, there could be future political and economic changes that may return the situation to closed and centrally controlled economies with price and foreign exchange controls. Many of these countries lack the legal, structural and cultural basis for the establishment of a dynamic, orderly, market-oriented economy. Many of the promising changes that are being seen at present could be reversed, having a significant impact on the Partnership’s investments.

Emerging Market Legal and Regulatory Risks. In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision

that is in place may be subject to manipulation or control. Many emerging markets have less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements or authorities. In certain cases, the laws and regulations governing investments in or title to real estate and financial instruments may not exist or may be subject to inconsistent or arbitrary application or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Partnership may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in non-U.S. courts. In addition, repatriation of investment income, assets and the proceeds of sales by investors foreign to such markets, such as the Partnership, may require governmental registration or approval in some emerging markets. The Partnership could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on gains from the disposition of such investments.

Emerging Market Financial Standards. Accounting, auditing and financial reporting standards, practices and disclosure requirements that prevail in emerging markets generally are not as high as standards in developed countries. Specifically, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed countries and there is an increased risk of fraud or other deceptive practices. Consequently, less information is typically available concerning companies located in emerging markets. Accordingly, the Partnership's ability to conduct effective due diligence in connection with its emerging market investments and to monitor such investments may be adversely affected by these factors.

Exit Risk. There is risk that the Partnership will be unable to realize its investment objective through the sale or disposition of the investments at an attractive price, within any given period of time, or will otherwise be unable to complete any exit strategy. In particular, these risks could arise from the absence of an established market for an investment, changes in the financial condition or prospects of prospective purchasers, changes in national or international credit markets and economic conditions and changes in laws, regulations or fiscal policies of jurisdictions in which an investment is located.

Illiquidity of Investments. The Partnership may invest in real estate, loans, securities or other assets for which no (or only a limited) liquid market exists or that are subject to legal or other restrictions on transfer. The market prices, if any, for such assets tend to be volatile, and may fluctuate due to a variety of factors that are inherently difficult to predict, including, but not limited to, changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic or international economic or political events, developments or trends in any particular industry, and the financing condition of the obligors on the Partnership's assets. The Partnership may not be able to sell assets when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. In particular, recent developments in the financial services industry and the credit crisis have resulted in a contraction of demand for certain types of assets, making such assets practically illiquid and resulting in a significant discount of such assets. The sale of illiquid assets and restricted securities often requires more time and results in higher carrying costs, brokerage charges or dealer discounts and other selling expenses than does the sale of real estate where such circumstances do not exist or the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale.

Non-U.S. Investments and Currencies. The Partnership may make investments on a global basis and can invest a significant portion of its capital in non-U.S. investments. Investments in real estate located outside the U.S. and foreign securities may be restricted or controlled to varying degrees. Such investments require consideration of certain risks typically not associated with investing in U.S. real estate or securities, among other things, lack of availability of title insurance, trade balances and imbalances and related economic policies, potential price volatility in, and relative illiquidity of, some non-U.S. markets, unfavorable currency exchange rate fluctuations, imposition of exchange control regulation by the United States or foreign governments, U.S. and foreign withholding taxes, limitations on the removal of funds or other assets from other jurisdictions, policies of governments with respect to possible nationalization of their industries, political difficulties, including expropriation

of assets, confiscatory taxation and economic or political instability in foreign nations. Laws and regulations of foreign countries may impose restrictions that would not exist in the United States and may require financing and structuring alternatives that differ significantly from those customarily used in the United States.

There may be less publicly available information about certain real estate, foreign companies and assets than would be the case for comparable companies in the United States, and certain foreign companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. companies. Certain countries require governmental approval prior to investments by foreign persons, or limit the amount of investment by foreign persons in a particular company, or limit investment by foreign persons to a specific class of securities of a company that may have less advantageous terms than the classes available for purchase by nationals. Some countries require governmental approval for the repatriation of investment income, capital or the proceeds of sales of real estate or securities by foreign investors. The Partnership could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital or earnings, as well as by the application to the Partnership of restrictions on investments. In addition, because the Partnership's foreign investments in other countries will likely be denominated in the currencies of such countries, a change in the value of these currencies against the U.S. dollar may well result in a corresponding change in the U.S. dollar value of the Partnership's assets denominated in those currencies. 2088 is under no obligation to employ hedging techniques to minimize the currency risks.

Leverage. 2088 will use leverage for certain purposes in managing the Partnership (including a short-term Partnership credit facility and non-recourse or limited recourse leverage in connection with the Partnership's loan and equity investments). Although the use of leverage increases returns to the Partnership's investments if it earns a greater return on the incremental investments purchased with the borrowed funds than it pays for such funds, the use of leverage decreases returns to the Partnership's investments if it fails to earn as much on such incremental investments as it pays for such funds. The lenders that provide financing to the Partnership's investments may apply discretionary covenants or repayment obligations which, if not met, may result in loss of financing and forced liquidations of investments at disadvantageous prices.

Because the Partnership's investments will include securities of companies (including without limitation Sponsor JV, and other joint ventures) with leveraged capital structures and because unlimited non-recourse leverage can be used in the acquisition or recapitalization of investments, loans or property-owning entities in which the Partnership holds an interest, such investments will be subject to increased exposure to adverse economic factors such as an increase in interest rates, a downturn in the economy or further deterioration in the economic conditions of the investment, loan, property or other asset or the industry served thereby. Similarly, the Partnership may enter into investments that are unable to generate sufficient cash flow to meet principal and interest payments on their indebtedness. Accordingly, the value of the Partnership's investment in such an entity could be significantly reduced or even eliminated due to further credit deterioration.

Non-Controlling Investments. Although 2088 will typically seek to have control rights with respect to its investments, the Partnership may make non-controlling investments and, therefore, may have a limited ability to protect such investments.

Political and Economic Conditions. The Partnership's investments may be adversely affected by changes in economic conditions or political events that are beyond its control. For example, a stock market break, the outbreak of hostilities involving the United States, the bankruptcy, insolvency or other adverse event involving a major financial institution, governmental unit or other organization or the death of a major political figure may have significant adverse effects on the Partnership's investment results. Other factors, such as changes in federal or state tax laws, federal or state securities laws, bank regulatory policies or accounting standards, may make real estate investments and acquisitions less desirable or may make securities arbitrage less effective. Similarly, legislative acts, rulemaking, adjudicatory or other activities of the United States Congress, the Securities and Exchange Commission (the "SEC"), the Federal Reserve Board, the NYSE, the NASD or other governmental or quasi-governmental bodies, agencies and regulatory organizations may make the business of the Partnership less attractive.

Impact of U.S. Presidential Election. On January 20, 2017, Donald Trump became President of the United States of America. President Trump and other members of the Republican Party have proposed to reverse some

of the recent regulation of the financial industry and to change tax policy. If some of these proposals were enacted, banks could dramatically increase their lending practices and accept additional types of collateral, borrowers could reduce their demand for debt financing, and portfolio companies that are net importers or hold significant assets outside of the United States could be subject to increased tax liability. The effect of any such regulatory or tax changes on the Partnership, 2088, its investment partners and the markets in which they trade and invest is uncertain.

Financial Markets and Regulatory Change. The laws and regulations affecting businesses continue to evolve in an unpredictable manner. Laws and regulations, particularly those involving taxation, investment and trade, applicable to the Partnership's activities can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of the Partnership. The Partnership, the General Partner and 2088 may be or may become subject to unduly burdensome and restrictive regulation. In particular, the Dodd-Frank Wall Street Reform and Consumer Protection Act significantly increased regulation of U.S. and non-U.S. private fund advisers and contains the framework for sweeping reforms in other market areas (for example, enhanced regulation of swaps). Similar regulatory reforms to address the financial crisis have been implemented in foreign countries. New regulations could adversely affect the way the Partnership conducts its operations and profitability of its investment activities and will result in increased regulatory compliance expenses borne by the Partnership. The private investment fund industry may continue to be adversely affected by instability in the global financial markets, and any future legal, regulatory, or governmental action and developments in the U.S. or abroad could have a material adverse effect on the Partnership's business, operations and performance.

Eurozone Risks. In addition to specific national concerns, the Eurozone is continuing to be subject to instability in the aftermath of a collective debt crisis. The Eurozone is also subject to severe geopolitical pressures in light of the ongoing refugee resettlement crisis. Investor confidence in other EU member states has been severely impacted, threatening capital markets throughout the Eurozone. The consequences of any sovereign default would likely be severe and wide-reaching, including significant exchange rate volatility or even an abolition of the Euro. This could have a severe negative impact on the financial and other markets, not only within Europe but globally and could result in the Partnership's inability to successfully carry out its investment program, especially with respect to European investments.

Brexit. In June 2016, the United Kingdom voted to leave the European Union. The United Kingdom has triggered the withdrawal procedures in Article 50 of the Treaty of Lisbon, beginning a two-year period (or longer) during which the arrangements for exit will be negotiated. This vote and the withdrawal process could cause an extended period of uncertainty and market volatility, not just in the United Kingdom but throughout the European Union, the European Economic Area and globally. There is a risk that location elections in countries such as France and Italy will lead to governments that will seek to leave the Eurozone, thus further destabilizing the region. Any such events could have material adverse consequences for the Partnership.

Financial Fraud. Instances of fraud and other deceptive practices committed by Sponsors or owners of real estate in which the Partnership invests may undermine 2088's due diligence efforts with respect to such investments. If such fraud occurs, it may negatively affect the valuation of the Partnership's investments. In addition, when discovered, financial fraud may contribute to overall market volatility which can negatively impact the Partnership's investment program.

Counterparty and Settlement Risk. The Partnership may effect a portion of its transactions in "over-the-counter" or "interdealer" markets or through private transactions. The participants in such markets and the counterparties in such private transactions are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This may expose the Partnership to the risk that a counterparty will not settle a transaction because of a credit or liquidity problem, thus causing the Partnership to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Partnership has concentrated its transactions with a single or small group of counterparties. In addition, there may be practical or time problems associated with enforcing the Partnership's rights to its assets in the case of an insolvency of any such party.

Many non-U.S. countries have different clearance and settlement procedures from developed countries. There may be no central clearing mechanism of settling trades and no central depository or custodian for the safe keeping of securities. The registration, record-keeping and transfer of instruments may be carried out manually, which may cause delays in the recording of ownership. Increased settlement risk may increase counter-party and other risk. Certain markets have experienced periods when settlement dates are extended, and during the interim, the market value of an instrument may change. Moreover, certain markets have experienced periods when settlements did not keep pace with the volume of transactions resulting in settlement difficulties. Because of the lack of standardized settlement procedures, settlement risk is more prominent.

Transaction Costs. Because the Partnership's investments will be actively managed and serviced, purchases and sales of investments and making of loans may be frequent and may result in higher transaction costs to the Partnership. In addition, the Partnership will bear the costs of structuring and ongoing administration and maintenance of any subsidiaries or other vehicles used in connection with the Partnership's investment program, and such costs can be material.

Potential Involvement in Litigation. As a result of the Partnership's investments and the possibility that 2088 may participate in restructuring and foreclosure activities, it is possible that the Partnership may become involved in litigation respecting creditor disputes and similar issues among classes of claimants. Litigation entails expense and the possibility of counterclaims against the Partnership including the General Partner and 2088 and ultimately judgments may be rendered against the Partnership for which the Partnership does not carry insurance.

Contingent Liabilities. The Partnership may from time to time incur contingent liabilities in connection with an investment. For example, the Partnership may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the Partnership would be obligated to fund the amounts due. The Partnership may also enter into agreements pursuant to which it agrees to assume responsibility for default risk presented by a third party. In addition, the Partnership may make investments in entities that are subject to contingent liabilities, including in connection with any ongoing litigation at the property-owner or borrower level.

Tax Considerations. The Partnership may take positions with respect to certain tax issues which depend on legal conclusions not yet resolved by the courts. Should any such positions be successfully challenged by the U.S. Internal Revenue Service (the "Service") or other applicable taxing authorities, there could be a material adverse effect on the Partnership and its Partners. There can be no guarantee that the General Partner's efforts to structure investments in an efficient manner would be successful. In addition, an audit of the Partnership may result in an audit of the returns of some or all of the Limited Partners, which examination could affect items not related to a Limited Partner's investment in the Partnership. If such adjustments result in an increase in a Limited Partner's U.S. federal income tax liability for any year (assuming that such Limited Partner is subject to U.S. federal income taxation), such Limited Partner may also be liable for interest and penalties with respect to the amount of underpayment. The legal and accounting costs incurred in connection with any audit of the Partnership's tax return will be borne by the Partnership. The cost of any audit of any Limited Partner's tax return will be borne solely by the Limited Partner. No assurance can be given that legislative, administrative or judicial changes will not occur which will alter, either prospectively or retroactively, the tax considerations or risk factors discussed in this Memorandum. There are currently pending various proposals in the U.S. Congress which if enacted could result in changes in U.S. federal income tax laws. Prospective investors should seek, and must rely on, the advice of their own tax advisors with respect to the possible impact on its investment of any future proposed legislation or administrative or judicial action. Pursuant to the Bipartisan Budget Act of 2015, for taxable years beginning after December 31, 2017, the Service generally will be permitted to determine adjustments to items of income, gain, deduction, loss or credit of the Partnership, and assess and collect taxes attributable thereto (including any applicable penalties and interest), at the Partnership level. If this new regime applies to the Partnership (which depends, among other things, on whether the Partnership has more than 100 partners or has any partner that is itself classified as a partnership for U.S. federal income tax purposes), then any person who is a partner of the Partnership in the relevant year of the adjustment may indirectly bear the economic burden of any such taxes assessed or collected (initially determined at the highest rate of tax applicable to an individual or corporation in effect for the reviewed year), regardless of whether such person was a Limited Partner during any reviewed year. It is expected that guidance will be issued that permits the Partnership to reduce the underpayment of taxes owed by the Partnership, including to the extent that the Partnership demonstrates such

taxes are allocable to a Limited Partner that would not owe any tax by reason of its status as a “tax-exempt entity” or the character of income is subject to a lower rate of tax. The Partnership may, under certain circumstances, have the ability to avoid such entity-level tax assessment or collection by electing to issue a statement to each Partner of any reviewed year with its share of such adjustment, resulting in such Partner being required to take into account any such adjustment for the taxable year which includes the date such statement was furnished. In such case, the Partners of the reviewed year would also incur a two percentage point increase on the interest rate that would otherwise have been imposed on any underpayment of taxes. There can be no assurances, however, that the Partnership will avoid, or be able to avoid, any entity-level determination, assessment or collection. Limited Partners should note that there is substantial uncertainty regarding the implementation of these rules and the impact on any current or future allocations made or cash available for distributions or withdrawals by the Partnership. The Partnership may also be exposed to the risk that these rules apply to any lower-tier entity in which the Partnership directly or indirectly invests and that is treated as a partnership for U.S. federal income tax purposes. If this new legislation applies to the Partnership, the Partnership will designate a tax representative, which is expected to be the General Partner, 2088, or an affiliate thereof, who shall have the sole authority to act on behalf of the Partnership with respect to dealings with the Service under these new procedures. Prospective Limited Partners should consult their own tax advisors regarding this new legislation.

Foreign Taxation. With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of the Partnership, political or social instability or diplomatic developments that could affect investments in those countries. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Additional risks related to investments in a Fund(s) are described in the applicable Investment Management Agreement.

Disciplinary Information

Form ADV Part 2A, Item 9

To the best of our knowledge, 2088 has no disciplinary information to disclose.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

We are not registered, nor do we have an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

2088 has adopted a Regulatory Compliance Manual (Compliance Manual) that includes a Code of Ethics (the Code) setting forth the standards of ethical and business conduct expected of our personnel and addresses conflicts that may arise from personal trading by personnel. The Code, among other things, requires compliance with the federal securities laws, reflects the fiduciary responsibilities of 2088 and its advisory personnel, prohibits certain personal securities transactions, and requires personnel to periodically report their personal securities transactions and to pre-clear certain securities transactions. The Compliance Manual also addresses certain other potential conflicts of interest including Insider Trading, Gifts and Entertainment, Political and Charitable Contributions, and Outside Business Activities. Pertinent provisions of the Compliance Manual and the Code are discussed below.

A copy of the Compliance Manual including the Code will be provided to any Client, prospective Client or investor upon request, by calling the telephone number on the front of this brochure.

Transaction Restrictions. The Code includes restrictions on investment transactions in which 2088's officers, directors and certain other persons have a beneficial interest to avoid any actual or potential conflict or abuse of their fiduciary position. The Code permits personnel subject to the Code to invest in securities, but contains several restrictions and procedures designed to eliminate conflicts of interest including:

- a) pre-clearance of non-exempt personal investment transactions;
- b) quarterly reporting of personal securities transactions and initial and annual reporting of securities holdings;
- c) a prohibition against personally acquiring securities in an initial public offering, entering into uncovered short sales and writing uncovered options;
- d) a prohibition, with respect to certain investment personnel, from profiting in the purchase and sale, or sale and purchase, of the same (or equivalent) securities, within 60 calendar days;
- e) a prohibition against acquiring any security which is subject to firm wide restriction;
- f) a prohibition of the purchase of securities offered in a hedge fund, other private placement or limited offering (other than certain affiliated-sponsored offerings) except with prior approval of appropriately designated 2088 personnel; and
- g) a prohibition of a purchase, without prior disclosure to appropriately designated 2088 personnel, on behalf of a Client through a private placement of a security of an issuer or its affiliate, if a member of 2088 has a beneficial interest in the issuer or affiliate.

Parallel Investments. 2088 may recommend, buy or sell investments in issuers in which it or related persons may also purchase, hold or sell other investments. These investments may be either publicly traded or private placements. 2088 policy establishes various procedures with respect to investment transactions in which 2088's related persons have a beneficial interest that are designed to reduce the potential for conflicts of interest.

Insider Trading. The Compliance Manual includes a policy on insider trading that provides generally that no officers, directors or employees of 2088 may:

- a) buy or sell a security either for themselves or others while in possession of material non-public information about the company, or
- b) communicate material non-public information to others who have no official need to know.

The policy also provides guidance about what is material non-public information, lists common examples of situations in which 2088 personnel could obtain that information, and describes 2088's procedures regarding securities maintained on a "Restricted Securities List" and for establishing information barriers. It also identifies parties to contact with questions in connection with the requirements of the policy statements.

Restrictions on Gifts and Entertainment; Political and Charitable Contributions; Outside Business

Activities. 2088 has a policy governing gifts and entertainment to identify and mitigate conflicts of interest. The policy includes reporting and approval processes for specific categories of gifts and entertainment provided to or given by 2088 employees. Additionally, 2088's policy on political activities and contributions contains rules governing contributions and solicitation, sets forth the responsibilities of individuals for personal contribution limits, requires the pre-clearance of certain contributions to federal, state and local candidates, campaign committees, political parties or other political organizations, and sets rules for political activities on 2088's premises or using 2088 resources. There is as well a policy governing employees' activities outside of their employment with 2088, including outside employment, service as director or in a similar capacity, fiduciary appointments, and participation in public affairs and service as treasurer of clubs, houses of worship, and lodges.

Confidentiality and Reporting. 2088's policies require employees to keep the confidentiality of all non-public information regarding the Firm, Clients, Investors, prospects and other employees, and to report illegal activity or activities not in compliance with 2088's formal written policies and procedures, including the Code.

The Code provides for exemptive relief from certain of its requirements, upon application to and approval by designated personnel. The federal securities laws impose liabilities under certain circumstances on persons who act in good faith, and therefore nothing in a Client's investment management agreement with 2088 shall in any way constitute a waiver or limitation of any rights which the Client may have under any federal securities laws.

Principal and Cross Transactions. It is 2088's policy generally to avoid principal transactions. In certain cases, however, and subject to each Client's governing documents, 2088 may cause a Client to purchase investments from another Client, or it may cause a Client to sell investments to another Client. Such transactions may create conflicts of interest because the Firm might have an incentive to improve the performance for one Client by selling underperforming assets to another Client in order, for example, to earn Management Fees or a performance allocation from the acquiring Client.

Additionally, in connection with such transactions, 2088, its affiliates and/or their professionals (1) may have a significant investment, or intentions to invest, in a Fund that is selling and/or purchasing such an investment or (2) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). To address these conflicts of interest, in connection with effecting such transactions, 2088 will, to the extent feasible, use market forces to determine the price at which one Client acquires the investment from another. Any conflicts of interest may need to be brought to the attention of the applicable Fund's Limited Partners, depending upon the relevant Fund's governing documents.

Brokerage Practices

Form ADV Part 2A, Item 12

2088 does not have any soft-dollar arrangements and does not expect to receive any soft-dollar benefits for its investment transactions. 2088 may pay commissions to brokers to sell publicly-traded securities that are distributed to a Client's account. In selecting an appropriate broker to affect a trade, we will take relevant factors into consideration, including, price quotes, the size of the transaction, the nature of the market for the security, the broker's expertise in the specific security, the broker's promptness of execution, the broker's financial stability, and the overall quality of service provided by the broker. Brokers will be selected primarily for their ability to execute transactions. Given 2088's business model and the primary investment strategy to be deployed, we do not anticipate significant use of a broker or the payment of commissions.

Co-Investment. 2088 may in its discretion, but is not obligated to, offer co-investment opportunities to affiliates and/or third parties which it may select in its sole discretion, for investments in a transaction either directly or through the formation of one or more co-investment vehicles. Certain co-investors may pay no or reduced fees, including management fees, carried interest and fund administrative fees. In addition, in certain cases, such co-investment vehicles or other co-investors may evaluate a potential investment alongside a Client.

Review of Accounts

Form ADV Part 2A, Item 13

Client accounts are typically monitored and reviewed by appropriately designated 2088 personnel on an ongoing basis. The details of the monitoring vary based on the nature of the investment strategy and the investments made. Participants in the review and monitoring may include the investment partners or other senior management personnel of 2088, outside legal counsel and third party service providers.

2088 will distribute account statements and financial reports quarterly and/or annually as required by each Client's controlling documents. Depending on the type of Client, account statements may include contributions, distributions, realized and unrealized gains/losses, and performance net and gross fees. Financial reports may include statements of assets and liabilities, operations, changes in partner capital, cash flows, schedule of investments, fees, notes, and report of independent auditors (on an annual basis).

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

2088 currently does not provide compensation or a fee to any third party solicitors for client referrals.

However, 2088 may pay third parties a fee or compensation for referral of an investor. Any such third parties will be required to provide prospective investors with a current copy of 2088's written disclosure statement and the solicitor's written disclosure statements, and 2088 will obtain a signed and dated acknowledgement from each referred investor of the receipt of such disclosure statements, as required by Rule 206-(4)-3 under the Advisers Act.

Custody

Form ADV Part 2A, Item 15

2088 may be deemed to have “custody” over the funds of its Clients within the meaning of Rule 206(4)-2 under the Advisers Act. Each Client will receive a quarterly statement from the Client’s respective custodian. These statements should be reviewed carefully and compared against any client reports received from 2088. Any discrepancies between the statements and reports should be promptly reported to 2088.

Investment Discretion

Form ADV Part 2A, Item 16

Our investment decisions and advice with respect to separately managed accounts will be subject to the Client's investment objectives and guidelines, as established by the Client, in consultation with 2088, and set forth in the applicable Investment Management Agreement.

Also see Item 4 for a further description of our authority over Client accounts.

Voting Client Securities

Form ADV Part 2A, Item 17

2088 generally will not accept the authority to vote a Client's securities (i.e. proxies) on their behalf.

Financial Information

Not applicable.

Form ADV Part 2A, Item 18