

HighBrook Investment Management, LP

**680 Fifth Avenue, 20th Floor
New York, NY 10019**

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This “**Brochure**” provides information about the qualifications and business practices of HighBrook Investment Management, LP (hereinafter “**Highbrook**”, “**we**”, “**us**”, “**our**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer (“**CCO**”), Alexander Gardiner, by email at [**agardiner@highbrookinvestors.com**](mailto:agardiner@highbrookinvestors.com). Information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

HighBrook has applied as an “Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days” with the SEC. Registration as an investment adviser does not imply that HighBrook or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

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

Item 2: Material Changes

This Brochure is HighBrook's initial Form ADV Part 2A which has been submitted with our application for registration with the SEC; therefore, there are no material changes to report. In the future, if the Brochure contains material changes from our last update, we will identify and discuss those changes in this section.

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Item 4: Advisory Business

HighBrook Investment Management, LP (hereinafter “**HighBrook**”, “**we**”, “**us**”, “**our**” or the “**Firm**”) is organized as a Delaware limited partnership with a principal place of business in New York, New York. The direct owners of HighBrook are Pacific East Capital LLC, High Rise HB Management, LLC, GF HighBrook Investor LLC, and Lucca Capital, LLC.

HighBrook is a specialized, privately held company investing in real estate and providing investment advisory services to pooled investment vehicles (i.e. private funds) (the “**Funds**”) and individual investors who participate in opportunities. The Firm specializes in identifying unique opportunities for value investing across market cycles.

We serve as the investment adviser, with discretionary trading authority, to private, pooled investment vehicles, the securities of which are offered through a private placement memorandum to accredited investors, as defined under the Securities Act of 1933 (the “**Securities Act**”), as amended, and qualified purchasers, as defined under the Investment Company Act of 1940, as amended. We do not tailor our advisory services to the individual needs of any particular investor.

HighBrook will manage each Fund based on specific investment objectives, strategies, investment guidelines and restrictions. Investment restrictions may be waived in certain cases. See **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**.

HighBrook does not provide investment advice to separately managed accounts nor does it provide investment advice to individual investors in any Client. However, HighBrook may from time to time enter into a side letter or similar agreement with certain investors in a Client (each, an “**Investor**”). Such agreements may provide more favorable terms with respect to (i) opting out of particular investments; (ii) reporting obligations of the Client; (iii) transfers to affiliates; (iv) co-investment opportunities; (v) withdrawal rights due to adverse tax or regulatory events.

We do not currently participate in any Wrap Fee Programs.

Currently, we do not have regulatory assets under management, but we expect to have, within 120 days of the effective date of our initial registration, client assets under management sufficient to allow us to remain eligible for registration with the SEC.

Item 5: Fees and Compensation

HighBrook receives investment management fees from Clients in exchange for investment advisory services provided. Management fees are typically a specific percentage of each Investor's aggregate capital commitment or invested capital in the applicable client, but are sometimes a flat fee.

The Fee will range from 75bps to 175bs. In some instances, this fee will be based off investment capital, and in most instances it will be based off of committed capital.

The Firm may, in its discretion, elect to waive or modify all or any part of the management fee with respect to any client.

Costs and Expenses

The Clients generally bear all costs and expenses relating to the organization of the Clients, their general partners, and all other costs and expenses incurred in relation to the operation, business and investments. Such costs and expenses may include without limitation, legal, auditing, consulting, financing, administration, accounting and custodian fees and expenses; expenses associated with the preparation of financial statements and tax returns; the management fees; reimbursable costs and expenses of HighBrook or its affiliates; indebtedness; all costs and expenses related to indemnification obligations; expenses incurred in connection with potential transactions not consummated; expenses related to the members of the advisory committee; the costs and expenses associated with any litigation; director and officer liability or other insurance; all expenses incurred in liquidating the Clients; any taxes, fees or other governmental charges and all expenses incurred in connection with any tax return, audit, investigation, settlement or review; other expenses associated with the acquisition, holding and disposition of investments; and all other liabilities of the Clients of whatsoever kind and nature subject to applicable laws and regulations.

Performance-Based Compensation

HighBrook receives performance-based compensation in the form of an allocation of a profits interests from the Clients or a participation right in the profits of a Client (commonly referred to as "Carried Interest"). HighBrook may, in its sole discretion, waive, reduce or defer the distributions of Carried Interest with respect to any Client.

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

We and our affiliates are entitled to a performance-based compensation. As a result, we and our affiliates do not face certain conflicts of interest that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients. We aim to provide the same level of diligence and fairness in advisory services to all of our Clients and do not allow the level of fees to affect our ultimate investment decisions.

HighBrook is committed to allocating potential transactions among its Clients in a fair and equitable manner. Performance-based allocation arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which we would recommend under a different arrangement.

HighBrook has also put in place a valuation policy and relevant procedures overseen by the Chief Financial Officer to ensure that investment valuations are documented and determined

on a consistent basis, and to the extent appropriate, in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) with respect to the Clients for which GAAP is applicable.

Item 7: Types of Clients

Our clients are the Funds, as described in Item 4 above. HighBrook provides its advisory services to pooled investment vehicles and certain investors with specific investment strategies.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss

Investment Objective

HighBrook utilizes its collective experience investing in private, public, domestic, and developed international markets to identify situational opportunities across property types at optimal stages of the investment cycle. Once we select an opportunity set or a market strategy, we immerse the organization in it, creating proprietary pipelines and establishing a dominant position as the leading solution provider to counterparties.

Risk of Loss Factors

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by us. These risk factors include only those risks we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by us.

An investment involves significant risks and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investment. There can be no assurances that we will achieve our investment objectives.

Client investments are subject to the risks associated with the ownership and development of real estate, including, without limit, risks associated with:

- Changes in the general economic climate
- Changes in the overall real estate market
- Local and non-local real estate conditions
- The financial condition of tenants, buyers and sellers of properties
- Supply or demand for competing properties in the various areas invested in
- Accelerated construction activity
- The availability of financing
- Changes in interest rates
- Competition based on rental prices
- Energy and supply shortages
- Various uninsured and uninsurable risks
- Government regulations
- Clients may experience periods of decreasing (or uncertainty in) real estate/asset valuations
- Adverse market reaction to the Client’s strategic initiatives and their implementation may occur

- Additions or departures of key management personnel may affect our ability to perform investment advisory services on behalf of Clients
- Terrorist activity may adversely affect the markets in which a Client's investments are located, possibly increasing market volatility and causing the further erosion of business and consumer confidence and spending.
- Governmental regulatory action and changes in tax laws may adversely impact the Client's business and assets.
- Failure to hedge effectively against exchange and interest rates may adversely affect a Client's results of operations.
- Increased operating costs may make it challenging to increase the values associated with a Client's investments.
- Increased cost of compliance with regulations may make it challenging to increase the values associated with a Client's assets.
- Clients may be unable to consummate acquisitions on advantageous terms or at all or acquisitions may not perform as it expects.
- Actions by a Client's competitors may affect a Client's ability to divest properties and may decrease or prevent increases in the productivity of a Client's properties.
- Clients may experience losses that insurance does not cover.

Item 9: Disciplinary Information

To the best of our knowledge, there are no legal or disciplinary events that are material to an Investor's or prospective investor's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

HighBrook provides investment advisory services to investment partnerships and other pooled investment vehicles for which it or an affiliate acts as general partner and/or investment adviser. Each of the general partners are entitled to receive the incentive allocation or carried interest applicable to the vehicle(s) for which it serves as general partner.

Neither we nor our management persons are registered as broker-dealers, and neither of us has any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer, respectively.

The relationships described in response to this item result from HighBrook's ownership structure and do not create a conflict of interest.

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

Code of Ethics

Consistent with our duty to prevent insider trading and to fulfill our obligation to establish, maintain and enforce written policies and procedures to prevent insider trading, the Firm has adopted a Code of Ethics (the "Code"). The Code also establishes the standard of business conduct that all employees must follow. Employees will be required to certify their adherence to the terms set forth in the Code of Ethics upon commencement of employment and annually thereafter.

The basic principle that should govern each Employee's actions is that the Firm's business should be carried on with loyalty to the interests of the Firm's clients (referred to herein as "Funds") and that dealings with Funds should be conducted with honesty and in good faith. In furtherance of the foregoing, no Employee shall: (a) make any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in the light of the circumstances under which they were made, not misleading to any Fund or any investor or prospective investor in the Fund; or (b) engage in any act, practice or course of conduct that is fraudulent or deceptive or manipulative with respect to any Fund or any investor or prospective investor in the Fund.

Employees and their Immediate Family are prohibited from buying and selling securities (other than securities of mutual funds and U.S. Treasury securities), and from causing another person or entity to buy or sell securities (including stocks, bonds, derivatives, or any other financial security that is publicly traded, but not including securities of mutual funds and U.S. Treasury securities), without first checking the Restricted List maintained by the Firm.

Certain Restrictions on Personal Securities Transactions Following a Distribution of Stock by Funds

In the event a Fund makes a distribution (a "Distribution") of securities of a Restricted Company that is publicly traded and an Employee (or an Immediate Family member of an Employee or any trust, partnership or other entity over which the Employee or Immediate Family member has direct or indirect control (or has direct or indirect influence over investment decisions) (each a "Restricted Party")) receive securities in connection with such distribution ("Distributed Securities") then such Employee (or Restricted Party, as applicable) shall not sell or otherwise dispose of such Distributed Securities (or other securities of the Restricted Company then held by such Employee (or Restricted Party, as applicable)) without complying with the following procedures notwithstanding the fact that such Distributed Securities may otherwise be freely tradable:

- (1) The Employee (or Restricted Party, as applicable) shall not sell or otherwise dispose of such Restricted Company securities for a period of twenty-four (24) hours or one (1) trading day, whichever is longer, following the Distribution;
- (2) In the event an individual previously designated by the Funds to serve on such Restricted Company's board of directors either currently serves on the Restricted Company's board of directors or has served on the Restricted Company's board of directors during the preceding three (3) month period prior to the time of the Distribution then an Employee (or Restricted Party, as applicable) may not sell securities of such Restricted Company unless such Restricted Company is in an open trading window for employees of the Restricted Company in accordance with the Restricted Company's insider trading policies or has otherwise received approval from the Restricted Company; and

(3) The Employee (or Restricted Party, as applicable) receives prior written approval (including via email) from the General Counsel

We will provide a copy of our Code of Ethics to our Investors, or any prospective investor, upon request, to be viewed on the premises.

Item 12: Brokerage Practices

The ultimate investments of the Clients are real estate-related assets, and the Clients generally do not purchase or sell securities that are tradable over any public market or over-the-counter. HighBrook does not currently have a relationship with any securities broker-dealer.

Cash management practices are typically set forth in the Firm's operating procedures.

Item 13: Review of Accounts

The portfolios of HighBrook's Client accounts are regularly reviewed by portfolio managers and other key personnel on an ongoing basis and by members of HighBrook's Investment Committee periodically. Numerous topics are discussed during these reviews, including year-to-date performance and current market conditions. Portfolios may also be reviewed by other HighBrook personnel, including the asset allocation, cash management, accounting, reporting, client service, and marketing teams, as needed to properly service the Clients' accounts.

HighBrook generally provides unaudited financial reports on behalf of the Funds to investors. These reports may contain a narrative market update, a project summary and financial statements. Other reports may also be provided as stipulated in individual advisory contracts or other agreements. The Funds provide audited financial reports to investors on an annual basis.

Item 14: Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15: Custody

We will be deemed to have custody of Client funds and securities because we have the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client's account or otherwise withdrawing funds from a Client's account.

We will comply with Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") (i.e., the "custody rule") by meeting the conditions of the pooled vehicle annual audit approach. Upon completion of the relevant Fund's annual audit by an independent auditor that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB), we will distribute the Fund's audited financials to Investors within 120 days of such Fund's fiscal year end.

Item 16: Investment Discretion

We will have discretionary authority to manage the assets of the private funds' assets. In all cases such discretion is to be exercised in a manner consistent with the stated investment objects for each particular Fund.

Item 17: Voting Client Securities

HighBrook does not typically invest in publicly traded securities. Therefore, in those instances it does not take any action or render any advice with respect to the voting of proxies. The Firm does vote proxies to publicly traded companies and follow the appropriate procedures to ensure that it votes Client securities in the best interest of Clients and in a manner that is not a product of a material conflict of interest between HighBrook and the Client.

Item 18: Financial Information

HighBrook has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients. Further, it has been the subject of any bankruptcy proceeding.