
PART 2A OF FORM ADV: FIRM BROCHURE

ALPINE GROVE PARTNERS LLP

MARCH 2019

Alpine Grove Partners LLP
340 Madison Avenue
19th Floor
New York, NY 10173
Tel: (212) 710-7875
www.alpinegroveinvestors.com

THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF ALPINE GROVE PARTNERS LLP (THE “FIRM”) AND ITS AFFILIATES (“AFFILIATES” AND, TOGETHER WITH THE FIRM, “ALPINE GROVE”) IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT (212) 710-7875. 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.

ADDITIONAL INFORMATION ABOUT THE FIRM ALSO IS AVAILABLE ON THE SEC’S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR NOTICE FILING WITH ANY STATE SECURITIES AUTHORITY DOES NOT IMPLY A CERTAIN LEVEL OF SKILL OR TRAINING.

Item 2 – Material Changes

The Firm is amending its ADV Part 2 Brochure to reflect updates since its last annual amendment filed on March 31, 2018. There are no material changes to report since the last amendment; however, this revised ADV Part 2 contains certain routine annual updates and enhanced disclosures. Recipients of the Brochure are encouraged to read the Brochure carefully in its entirety.

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients.....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	12
Item 12 – Brokerage Practices	14
Item 13 – Review of Accounts.....	14
Item 14 – Client Referrals and Other Compensation	15
Item 15 – Custody.....	16
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information	17
Item 19 – Requirements for State-Registered Advisers.....	17

Item 4 – Advisory Business

The Firm was founded in 1999 as a global real estate private equity business and was established as an independent firm in 2004. Alpine Grove Partners LLP operates from offices in New York, Amsterdam, Frankfurt, and Tokyo. The Firm provides investment advisory services related to investments in direct real estate as well as real estate-related assets throughout the world.

Richard E. Georgi is the Co-Founder and the Managing Partner of the Firm and currently serves as the Chief Investment Officer and Chairman of the Investment Committee.

The Firm provides discretionary investment advisory services to private investment funds (each, a “**Fund**” and collectively, the “**Funds**,” which are privately offered to qualified investors. The Funds focus on equity and equity-related investments in connection with the acquisition of a controlling interest in direct real estate and real estate-related assets, companies and businesses globally. The Firm targets undervalued, high-growth, complex and/or distressed opportunities for the Funds generally through investment “platforms” or joint ventures operated by third party, experienced real estate and real estate-related business management teams that bring added expertise in specific sectors or regions. The platforms or joint ventures typically invest in properties in the commercial, residential, debt, leisure and hospitality sectors throughout the world.

The partners of the Firm have also formed Alpine Grove Partners LLC, (“**AGP**”). AGP, working with third party operating partners, offers certain capital partners opportunities to invest in direct real estate investments on a non-discretionary basis. AGP is the general partner of AG European Partners LP (the “**AGP Fund**”), a private investment fund that provides a small number of qualified private investors an opportunity to invest in AGP real estate investments on a non-discretionary, investment-by-investment basis. AGP’s advisory services comprise activities as the general partner to the AGP Fund.

The investment management services the Firm provides to the Funds primarily consists of identifying and recommending investment opportunities and ongoing monitoring and evaluation of the Funds’ investments and potential sale of such investments. These services are provided pursuant to limited partnership agreements with the Funds and a General Partner of each Fund, each of which is an affiliate of the Firm (the “**General Partners**”).

This brochure is not an offer to invest in a Fund or AGP Fund. Any such offer would only be made through the provisions of a Private Placement Memorandum (the “**Memorandum**”) or Investment Management/Limited Partner Advisory Agreement (the “**IMA**”). Information included in this brochure is intended to provide a useful summary about Allegiant, but it is qualified in its entirety by information included in a Memorandum or IMA.

The Firm will generally not permit investors in the Funds to impose limitations on the investment activities described in the Memorandum, IMA or other Fund documents. (*See Item 16 – Investment Discretion*)

AGP’s services involve giving effect to the fund investors’ determination to invest or not to invest in each underlying real estate investment that is made available to the fund.

Alpine Grove does not participate in any wrap fee programs.

As of December 31, 2018, Alpine Grove's regulatory assets under management (or "RAUM," as defined for purposes of Form ADV) was \$751 million on a discretionary basis. In addition to the discretionary investment vehicles, Alpine Grove manages certain other Funds which permit the investors in such Funds to participate in investments on a deal-by-deal basis. Accordingly, Alpine Grove considers these Funds to be managed on a non-discretionary basis. As of December 31, 2018, Alpine Grove's RAUM in respect of these Funds was \$485.7 million.

Item 5 – Fees and Compensation

The Firm or a General Partner generally receives management fees, carried interest or other similar profits allocations from the Funds. The Funds may also indirectly incur or generate other fees, such as directors' fees, some of which are payable to affiliates of the Firm, depending on the nature of the Fund's activities. The specific governing documents for each Fund set forth the fee arrangement for such Fund.

From time to time, the Funds may enter into side letters or other written understandings with individual investors that have the effect of establishing rights under, or altering or supplementing, the terms of a particular Fund's Memorandum and/or IMA. The altered terms may include but are not limited to the compensation received by a General Partner from a Fund such as management fees and/or carried interest (*See Item 6 – Performance Based Fees and Side by Side Management*). Alpine Grove does not impose a uniform schedule of management fees or performance-based compensation for all Funds (and their respective investors).

AGP is not entitled to any fees (management fees, carried interest or other) in connection with the AGP Fund.

Management Fees

The Firm typically receives a management fee from each Fund as compensation for advisory services, the terms of which are set forth in each Fund's Memorandum or IMA. The annual management fee paid by each Fund ranges between 1-1.5%. During a Fund's commitment period (which is not relevant to co-investment funds), the fee is calculated as a percentage of the aggregate commitments of the investors in such Fund. Following termination of a Fund's commitment period (and in the case of co-investment funds, upon initial investment), the fee is calculated based on the amount of such Fund's net contributed capital (plus any amounts drawn down under a Fund's credit facility for investment purposes). The Funds do not typically pay management fees or carried interest in respect of amounts committed or contributed by Alpine Grove's partners, employees or related persons that may be invested in such Fund.

Management fees are generally paid quarterly in advance by a Fund and are paid by either (i) requiring investors in the Fund to contribute capital to the Fund for payment of the fee or (ii) withholding the amount of such fees from proceeds that would otherwise be distributable to investors of such Fund. In addition, the General Partners have the ability to cause the Funds to borrow money for the payment of management fees. Management fees are required to be returned to the investors in the applicable Fund if the advisory services are terminated prior to the end of the period in respect of which such fees have been paid. Returned amounts are pro-rated for the number of days left in the quarter during which the relationship was terminated.

The Firm and its employees typically make a commitment to a Fund. In connection with such commitment, the Firm has the right to waive a portion of the management fee charged to such Fund, and investors in the Fund will instead make capital contributions in the amount that would otherwise be payable as the management fee. Such amounts are then applied to satisfy the commitment of Firm and/or its employees. This arrangement does not increase or decrease the amount of overall capital that would otherwise be contributed to the Fund.

The AGP Fund does not charge a management fee.

Other Fees

The offering materials for each Fund disclose that the Firm may receive certain additional fees (other than the management fee), such as directors' fees, transaction fees or monitoring fees in connection with the affairs of a Fund and a Fund's investments. 100% of the amount of any such fees received in connection with a Fund (net of any reimbursed out-of-pocket costs and expenses incurred by the Firm in connection with the transactions out of which such fees arose) is offset against the management fee for such Fund. Since inception, Alpine Grove has not received any other such additional fees in connection with a Fund.

Any potential conflict of interest Alpine Grove would have to the extent it has the opportunity to earn such additional fees would be mitigated by the management fee offset and the Firm's significant equity commitment to the Funds.

Common Types of Expenses

Each Fund typically bears and is charged with its own operating costs and expenses, and investors in the Funds bear these indirectly as Fund expenses. These costs and expenses vary, and are set out in more detail in Memorandum and/or IMA for each Fund. The following is a summary of the expenses a Fund typically bears:

Organizational Expenses: The Funds bear all organizational and offering expenses (including but not limited to legal expenses, accounting expenses, filing expenses and fees, and travel and marketing expenses associated with the formation and organization of the Funds and the offering of interests therein), up to a specified amount, as disclosed in the offering documents of each Fund. The excess of any organizational expenses incurred above the cap is offset against the management fee for the particular Fund. Organizational expenses may include the travel and expenses of a placement agent, but any placement agent fees borne by the Fund are offset against management fees.

Operational Expenses: The Funds are responsible for expenses related to their operation, including but not limited to: expenses for attorneys, including actual compensation of in-house attorneys (and, with respect to certain Funds, in-house tax advisors) based upon actual hours engaged on matters related to investments and prospective investments (provided, that such allocable compensation of in-house tax advisors and attorneys shall not exceed certain amounts specified in the relevant Funds' offering documents), fees, costs and expenses directly related to the due diligence, negotiation, structuring, purchase, financing, development, holding, hedging and sale of investments, including certain permissible overhead expenses, expenses of any custodians, counsel and accountants, any insurance, indemnity or litigation expense, certain travel and lodging expenses, out-of-pocket expenses of the Funds' investor advisory committee and limited partner meetings, fees and expenses associated with the Fund's borrowings, certain taxes, any fees or other governmental charges levied against the Funds, expenses for transactions not completed, including amounts payable to third parties and all fees and expenses of

lenders, investment banks and other financing sources in connection with arranging financing for transactions that are not consummated, and any deposits or draw-down payments that are forfeited in connection with unconsummated transactions. These operational expenses are allocated among the applicable Funds in accordance with the Funds' organizational documents and the Firm's internal policies.

Grove Fund Management: Grove Fund Management LLC ("GFM"), an affiliate of the Firm, provides services to the Funds with respect to financial operations, treasury management, financial reporting, customized investor reporting, tax compliance and reporting, and general fund administration. GFM's operating costs are allocated to the relevant Funds based on a proportion of time spent by employees with respect to each entity. The amount of GFM expenses that may be charged to a Fund may be subject to an annual cap. The annual cap and calculation mechanisms are set forth in the Memorandum and/or IMA for each Fund.

The AGP Fund is generally responsible for all fees, costs, expenses, liabilities and obligations relating to its activities, investments and business, including (i) all fees, costs, expenses, liabilities and obligations attributable to structuring, organizing, acquiring, managing, operating, holding, valuing, winding up, liquidating, dissolving and disposing of its investments, (ii) legal, accounting, administration, custodian, depository, auditing, insurance, litigation and indemnification costs and expenses, judgments and settlements, consulting, finders, financing, appraisal, filing and other fees and expenses (including fees, costs and expenses associated with the preparation or distribution of the Fund's financial statements, tax returns and Schedule K-1s or any other administrative, regulatory or other fund-related reporting or filing and any expenses associated with the engagement and activities of a third party administrator for the fund, if any), (iii) all fees, costs, expenses, liabilities and obligations incurred by the fund, its general partner or any affiliate of the general partner relating to investment or disposition opportunities for the fund that are not consummated (including legal, accounting, auditing, insurance, consulting, finders', financing, appraisal, filing, printing, real estate title, survey and other fees and expenses); provided, that such fees, costs, expenses, liabilities and obligations shall not exceed \$1,000,000 in any calendar year, (iv) any taxes, fees and other governmental charges levied against the fund (except to the extent that the fund is reimbursed thereof), (v) all fees, costs and expenses incurred in connection with the organization, management, operation and dissolution, liquidation and final winding-up of any alternative investment vehicles, (vi) costs and expenses relating to the fund's existence and (vii) all fees, costs and expenses incurred in connection with the formation and organization of, and sale of interests in, the fund.

Additionally, affiliates of the Firm such as AGP may provide services to the AGP Fund or its controlled affiliates and may charge a Fund for such services and for any related expenses, in which case any such fees and reimbursements will not be shared with the AGP Fund or its limited partners; provided, that to the extent such fees and reimbursements were not negotiated at arms'- length with a third party (which includes, in the case of an investment vehicle for a joint investment with a capital provider, such capital provider), the material terms of such provision of service shall be disclosed to the limited partners of the AGP Fund.

Joint Investments with Third Parties

Alpine Grove invests assets of the Funds in joint ventures and/or platforms that focus on real estate investments in particular geographic regions or industry sectors. Through these investments, investors in such Fund will bear a pro rata portion of the fees and expenses of the joint venture and/or platform, which may include a fee and/or other performance-based compensation paid to a joint venture or operating partner as well as the management fee paid to Alpine Grove. Neither Alpine Grove nor any of its supervised persons receives any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Similarly, the AGP Fund will pay its pro rata share of all expenses incurred in connection with the underlying real estate investments in which the AGP Fund invests, which may include a management fee and/or performance compensation paid to operating partners. Additionally, certain Alpine Grove partners and employees will invest in the underlying real estate investments into which the AGP Fund will invest. Such partner and employee investments will be responsible for their pro rata share of such expenses as well.

Services Provided to Platforms

Telius B.V. (“Telius”), another affiliate of the Firm, provides administrative services to platform-related entities located in certain foreign jurisdictions, in lieu of (or in addition to) utilizing the services of a third party administrator. Such administrative services include directorship, domiciliation and corporate secretarial services, financial operations, treasury management, financial accounting and reporting, tax administration, entity liquidation and general administration. Telius’ operating costs are allocated to such investment-related entities based on a proportion of time spent by employees with respect to each entity. In accordance with the Funds’ limited partnership agreements, Telius expenses chargeable to such entities are on terms no less favorable to such entity than would be obtained from an unaffiliated party.

Certain of the Funds’ Memorandums and/or IMAs provide that Alpine Grove employees be seconded to platform-related entities and such secondees’ compensation shall be provided by the platforms, subject to certain annual limitations, above which such compensation shall be offset by a reduction in the Management Fee.

Individuals who are not employees may serve as senior advisors to Alpine Grove and/or may sit on the investment committees of the Funds. Such individuals may receive compensation from the Funds for services provided in connection with investments. Such services could include legal, financial and strategic advice and the fees for such services are negotiated on arms’- length basis.

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

General Partners may receive performance-based compensation in the form of carried interest from the Funds, and the specific terms of such arrangements are set forth in each Fund’s Memorandum and/or IMA. Carried interest allocations are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), as applicable. Alpine Grove seeks to ensure that each Fund and any investor in a Fund that is directly or indirectly subject to carried interest profit allocations satisfies the qualifications set forth in Rule 205-3 and has been advised of such allocations and their risks.

The existence of carried interest may create an incentive for the Firm to make riskier or more speculative investments on behalf of the Funds than would be the case in the absence of these arrangements.

However, the Firm seeks to manage each Fund in accordance with the investment strategy disclosed in the Fund's Memorandum and/or IMA to help ensure that investors are aware of the investment strategy and the risks associated with the strategy. The offering materials provided to potential investors in each Fund include detailed descriptions of profit allocations, risks of the investments, fees and expenses and potential conflicts of interest.

Each Memorandum and/or IMA of a Fund provides that a portion of an investment may be allocated to third parties and/or co-investment funds managed by affiliates of the Firm. A co-investment fund will generally invest on the same terms and conditions as the Fund, although investors in a co-investment fund may have negotiated different terms for their investment in the co-investment fund, which may be more or less favorable than the terms of other Funds. There are potential conflicts of interest when allocating investment opportunities between a Fund and a co-investment fund which may have different fee structures; however, any such conflicts are mitigated by the Memorandum and/or IMA of each Fund, which set forth terms and conditions upon which investments suitable for the Fund may be made available for co-investment. Additionally, the Firm's Compliance Manual provides that under no circumstances may the likelihood of a General Partner earning a carried interest bear any weight in the determination of investment allocations.

Neither AGP nor any affiliate of AGP are entitled to receive performance-based compensation in connection with the AGP Fund, though affiliates of AGP may be entitled to receive performance-based compensation on the AGP Fund's underlying investments, which will have been negotiated on an arms'-length basis with the capital providers in such underlying investment.

The AGP Fund does not charge a performance allocation.

Item 7 – Types of Clients

The Firm primarily provides investment advice to the Funds, as described above. Private funds advised by the Firm (including the Fund) may include partnerships or other pooled investment vehicles formed under domestic or non-U.S. laws and operated as exempt investment pools under the Company Act. Investors participating in private funds advised by the Firm may include high net-worth individuals, financial institutions, corporations, sovereign wealth funds, endowment funds, charitable organizations, public and private pension funds and other investment funds (which may include entities that are owned, directly or indirectly, by Principals or other employees of Alpine Grove).

Interests in the Funds and interests in AGP Fund are offered on a private placement basis, and where applicable, in reliance on Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "**Company Act**"), to persons who generally are "accredited investors" as defined under the Securities Act of 1933, as amended (the "**Securities Act**"), and "qualified purchasers" as defined under the Company Act, and who are subject to certain other conditions, which are fully set forth in the offering documents of such Funds. Interests in, or shares of, the Offshore Feeder Fund are generally offered to persons who are not "U.S. Persons," as defined under Regulation S of the Securities Act, or who are tax-exempt U.S. Persons (or entities substantially comprised of tax-exempt U.S. Persons) on a private placement basis, and who are subject to certain other conditions, which are fully set forth in the offering documents of such Funds. Alpine Grove employees who qualify as "knowledgeable employees" under Rule 3c-5 of the 1940 Act are also permitted to invest directly or indirectly in the Funds.

Minimum initial investment amounts vary among the Funds, as described in the applicable Fund's respective Memorandum. Such minimum investments, however, may be waived or modified by the applicable General Partner of the Funds, in its sole discretion.

In order to invest in the Fund, an investor must be an accredited investor and, if subject to a performance fee, must be a qualified client as defined by Section 205 of Advisers Act and Rule 205-3 thereunder.

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

Methods of Analysis

Alpine Grove makes investment recommendations to the Funds predominantly in the real estate and real estate-related sector. It also may make recommendations in cash management and certain derivative instruments from time to time.

Alpine Grove identifies potential investment opportunities for its Funds through a variety of sources and a range of methods, including using information obtained from working with industry professionals such as consultations with operating partners, joint venture partners, property management and leasing professionals, lenders, brokers, and other professionals within the real estate sector. Alpine Grove employs a top-down, research and analysis based approach to identify value-oriented and distressed investment opportunities.

An affiliate of Alpine Grove serves as the general partner of each Fund and each Fund's general partner has an investment committee which is comprised of the Chief Investment Officer and certain senior advisors with significant real estate investment experience. The investment committee for each Fund reviews and approves the acquisition of material investments and other investment decisions for such Fund.

On behalf of its Funds, Alpine Grove often pursues a "platform" approach to investment opportunities, which is a market-specific and product-focused investment venture, developed with well-known local entrepreneurs or institutions. Typically, a Fund will have majority ownership of the platform and an operating partner will have minority ownership. These platforms will make multiple real estate acquisitions and dispositions. The operating partner will typically identify and present investment opportunities for the platform and will have day to day management responsibilities for the platform's operations and investments. The Fund will typically retain approval rights over major decisions such as investment and divestment decisions, operating budgets and indebtedness.

Investments and platforms are pursued after completing an analysis that generally includes: (i) performing rigorous due diligence on the geographic sector, management team, operating partner, and competitive factors, (ii) optimizing the proposed capital structure, (iii) mitigating the potential impact of taxation, (iv) analyzing foreign currency risks and interest rate exposures, and (v) identifying multiple exit strategies. During the life of the investment, Alpine Grove will monitor investments on behalf of its Funds and make refinancing and divestment recommendations as appropriate.

Through the AGP Fund, AGP makes available the opportunity to co-invest into certain direct real estate investments of AGP and its specified capital partners. For these investments, AGP seeks value-add and opportunistic opportunities in residential and commercial real estate in Spain, the Netherlands, Italy,

France and select major peripheral European cities. These opportunities are identified using the same approach as Alpine Grove uses to identify opportunities for the Funds.

Certain Material Risks

Investing generally, and investing in the Funds, involves substantial risk of loss that investors should be prepared to bear. The task of identifying investment opportunities and managing real estate strategies is difficult. There can be no assurance that the Funds will be able to make and/or realize any particular investment or that the Funds will be able to generate returns for their investors. The marketability and value of any such investments will depend upon many factors beyond the control of the Funds.

Investors in the Fund should carefully consider, among other factors, the following material risks involved with Alpine Grove's investment strategies. Investors in the Funds are requested to refer to the Memorandum or IMA of the relevant Fund for additional information on these risks and other risks. The following discussion of certain risk factors does not purport to be an exhaustive list or a complete explanation of all of the risks involved in private equity investments.

Key Risks of Alpine Grove's Investment Strategies

Investing in the Funds is intended for sophisticated investors who can accept a high degree of risk in their portfolio, do not need regular income from the investment, and can accept a potential loss of their entire investment.

- ***No Assurance of Investment Return.*** There can be no assurance that a Fund will be able to generate returns for its limited partners or that the returns will be commensurate with the risks of investing in the types of properties or companies and transactions described herein.
- ***Reliance on General Partner and Management.*** Decisions with respect to the management of a Fund will be made by the Fund's General Partner Affiliate. The success of a Fund will depend on the ability of the General Partner Affiliate and its investment committee to identify and consummate suitable investments, to improve the operating performance of portfolio companies and to dispose of investments at a profit. The loss of the services of members of the General Partner Affiliate's team could have an adverse impact on a Fund's ability to realize its investment objectives.
- ***Inability to Execute Business Plan.*** There can be no assurance that Alpine Grove will be able to execute a Fund's business plan. Unforeseen factors may arise that Alpine Grove is not in a position to control, which may interrupt Alpine Grove's investment program and/or negatively impact returns on the Fund's investments.
- ***General Real Estate Risks.*** A Fund's investments will be subject to the risks inherent in the ownership and operation of real estate and real estate related businesses and assets. These risks include, but are not limited to, those associated with the burdens of ownership of real property, general and local economic climate, local real estate conditions, changes in supply of or demand for competing properties in an area (as a result, for instance, of overbuilding), fluctuations in the average occupancy and room rates for hotel properties, the financial resources of tenants, changes in building, environmental and other laws, energy and supply shortages, various uninsured or uninsurable risks, natural disasters, changes in government regulations (such as rent control), changes in real property taxes, changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that depress travel activity, environmental liabilities, contingent liabilities on disposition of assets, terrorist attacks and war and other factors which are beyond the control of Alpine Grove.

- ***Risk of Limited Number of Investments.*** A Fund may participate in a limited number of investments and, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of even a single investment.
- ***Distressed Investments.*** A Fund may purchase investments that are experiencing significant financial or business distress, including securities, companies or real estate assets involved in bankruptcy or other reorganization and liquidation proceedings. Many of these investments ordinarily remain unpaid unless and until the investment is reorganized and/or emerges from bankruptcy proceedings, and as a result may have to be held for an extended period of time. There can be no assurance that Alpine Grove will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action.
- ***Investments with Third-Parties in Joint Ventures and Other Entities.*** A Fund may co-invest with third-parties through partnerships, joint ventures or other entities, whereby the Fund acquires controlling or non-controlling interests in certain investments. The Fund may not have control over these investments and, therefore, may have a limited ability to protect its position therein. Furthermore, such investments may involve risks not present in investments where a third party is not involved.
- ***Reliance on the Management Team or Joint Venture Partner.*** In connection with joint ventures, it is primarily the responsibility of third-party corporate management teams, joint venture partners and third-party managers to operate, on a day-to-day basis, investments a Fund makes through such partnerships, joint ventures or other entities.
- ***Controlling Person Liability.*** The exercise of control over an entity can impose additional risks of liability for environmental damage, failure to supervise management, violation of government regulations (including securities laws) or other types of liability in which the limited liability characteristic of business ownership may be ignored.
- ***Financial Market Fluctuations.*** General fluctuations in interest rates and the market prices of securities and other assets may adversely affect the value of a Fund's investments. Instability in interest rates and the securities markets may also increase the risks inherent in the Fund's investments.
- ***Leverage.*** A General Partner Affiliate will generally utilize significant leverage in connection with a Fund's investments. The use of such leverage involves a high degree of financial risk and will increase the exposure of the investments to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investments.
- ***Foreign Currency and Exchange Rate Risks.*** A Fund's assets generally will be denominated in the currency of the jurisdiction in which the businesses or assets are located. Consequently, the return realized on any investment by limited partners may be adversely affected by movements in currency exchange rates, costs of conversion and exchange control regulations.
- ***Hedging Policies/Risks.*** In connection with certain investments, a Fund may, but will be under no obligation to, employ hedging techniques designed to protect the Fund against adverse movements in currency exchange rates, securities prices, interest rates and certain other risks. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks.
- ***Availability of Insurance against Certain Catastrophic Losses.*** Certain losses of a catastrophic nature, such as wars, earthquakes, 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.

- ***Potential Environmental Liability.*** A Fund may be exposed to substantial risk of loss arising from investments involving undisclosed or unknown environmental, health or occupational safety matters, or inadequate reserves, insurance or insurance proceeds for such matters that have been previously identified. A Fund is subject to a wide range of federal, state, local and foreign environmental, health and safety laws, ordinances and regulations, including without limitation, those relating to the investigation, removal, and remediation of past or present releases of hazardous or toxic substances. Such laws may impose joint and several liability, which can result in a party being obligated to pay for greater than its share, or even all, of the liability involved. Environmental claims with respect to a specific investment may exceed the value of such investment, and under certain circumstances, subject the other assets of a Fund to such liabilities.
- ***Impact of Government Regulations.*** Regulations may be promulgated that could restrict or curtail certain usages of existing structures, or require that such structures be renovated or altered in some manner. The promulgation and enforcement of such regulations could increase expenses, and lower the income or rate of return, as well as adversely affect the value of any of a Fund's investments.
- ***Difficulty of Locating Suitable Investments.*** The success of a Fund will depend on the ability of Alpine Grove's professionals to identify suitable investments, to negotiate and arrange the closing of appropriate transactions and to arrange the timely disposition of a sufficient number of suitable investments. There can be no assurance that a Fund will be able to locate, complete and exit investments which satisfy the Fund's rate of return objective or realize upon their values or that it will be able to fully invest its available capital.
- ***Development Risks.*** To the extent that a Fund invests in development activities, it will be subject to the risks normally associated with such activities. Such risks include, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of a Fund, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms.
- ***Market Conditions.*** Any material change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of a Fund's investments. Further, a Fund's strategy relies, in part, upon local market conditions during the term of the Fund. No assurance can be given that real estate businesses and assets can be acquired at favorable prices or that the market for such assets will recover, or continue to improve, as the case may be, since this will depend, in part, upon events and factors outside the control of Alpine Grove.
- ***Risks of Acquiring Real Estate Loans and Participation.*** Real estate loans acquired by a Fund may 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 may require a substantial amount of workout negotiations and/or restructuring. However, even if a restructuring were successfully accomplished, a risk exists that, upon maturity of such real estate loan, replacement "take-out" financing will not be available. It is possible that a General Partner Affiliate may find it necessary or desirable to foreclose on collateral securing one or more real estate loans purchased by or on behalf of a Fund. The foreclosure process can be lengthy and expensive.
- ***Investments in Certain Non-U.S. Jurisdictions.*** A Fund may invest in any jurisdictions, including

making investments in countries that are not members of the OECD. Investments in such other jurisdictions may involve certain risks not typically associated with investing in real estate businesses and assets located in OECD member countries, including risks relating to (i) currency exchange matters for investments, (ii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, differences in government supervision and regulation and potential price volatility in and relative illiquidity of some non-U.S. securities markets and (iii) certain economic, political and social risks, including potential exchange-control regulations, potential restrictions on foreign investment and repatriation of capital, the risks associated with political, economic or social instability and the possibility of expropriation or confiscatory taxation.

- **Regional Risk.** The market and the economy of a particular country in which a Fund may invest are influenced by economic and market conditions in other countries in the region. Investors' reactions to developments in one country can have adverse effects on the securities of companies and the value of real estate and real estate-related assets in other countries in which a Fund may invest.
- **Accounting; Disclosure; Limited Information and Regulatory Standards.** Accounting, auditing, financial and other reporting standards, practices and disclosure requirements in countries in which a Fund may invest are not equivalent to those in the United States and may differ in fundamental ways. Accordingly, information available to a Fund, including both general economic and commercial information and information concerning specific enterprises or assets, may be less reliable and less detailed than information available in more economically sophisticated countries.
- **Legal, Tax and Regulatory Risks.** Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect the Fund, or the Partners. In general, developing countries lack fully developed legal systems and bodies of commercial law and practices normally found in countries with more developed market economies.
- **Cybersecurity Risk.** In the ordinary course of its business, Alpine Grove receives, stores and transmits substantial amounts of sensitive electronic data, including its proprietary business information and that of its clients, investors and business partners, as well as personally identifiable information of its investors and employees. This information is subject to a variety of potential threats, from the inadvertent disclosure of confidential electronic data to unintended parties, to the intentional misappropriation or destruction of data by malicious hackers seeking to compromise sensitive information, corrupt data, or cause operational disruption. Alpine Grove's and its clients' service providers are subject to the same electronic information security threats as Alpine Grove. The nature of any attempted breach of Alpine Grove's systems is very difficult to predict or even conceive of. Alpine Grove has policies, procedures and systems in place intended to reasonably attempt to protect such information and to prevent data loss and security breaches, including policies to seek to mitigate the risks of such threats to Alpine Grove's service providers affecting Alpine Grove. However, such measures do not provide 100% security, and despite such protections, Alpine Grove's systems, networks, or devices remain vulnerable. Any compromise, corruption or disruption of Alpine Grove's information security could have material, adverse consequences for Alpine Grove, its clients and its investors.

The above is only a brief summary of some of the important risks associated with the real estate investment strategies that will be employed by Alpine Grove. The Memorandum and/or IMA for each Fund contain full descriptions of the risks associated with the strategies as well as potential conflicts of interest.

The AGP Fund is subject to similar risks of pooled investment vehicles and real estate investments as are the Funds managed by Alpine Grove. Additionally, investments made available to the AGP Fund are each subject to risks specific to those particular investments, and the AGP Fund investors will be able to evaluate such risks on an investment-by-investment basis as such investments are made available.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a limited partner's or prospective limited partner's evaluation of Alpine Grove's advisory business or the integrity of Alpine Grove's management.

Item 10 – Other Financial Industry Activities and Affiliations

As discussed above, affiliates of Alpine Grove serve as the General Partners of the applicable Funds. These affiliated advisers are under common control and subject to Alpine Grove's Code of Ethics and Advisers Act compliance program pursuant to the requirements of the Advisers Act.

In addition, as discussed above, GFM provides certain administrative services, including accounting and tax advisory services to each Fund and/or the Funds' investments.

AGP and its affiliates are under common control with Alpine Grove. AGP's business purpose is generally to source and then act as an operating partner in direct investments in real estate with capital partners. Certain personnel of Alpine Grove (including certain members of senior management) devote some or up to substantially all of their time on AGP business, and additional personnel may do so in the future.

Further, certain employees of Alpine Grove may have family members and/or friends who are employed with, or are otherwise affiliated with, entities that provide services or engage in business transactions with Alpine Grove and/or its Funds, such as operating partners, investors in the Funds, real estate brokers, lenders, attorneys, and/or tenants in properties owned by the Funds. Employees are required to disclose certain relationships to the Chief Compliance Officer, who monitors such relationships and related conflicts.

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

Code of Ethics

The Firm has adopted a Code of Ethics (the "Code") as required under Rule 204A-1 of the Advisers Act that sets forth standards of ethical conduct to help ensure that the Firm fulfills its role as a fiduciary to the Funds. The Code covers the following topics, among others: (i) guidelines and standards for business conduct; (ii) personal trading procedures, including pre-clearance and reporting obligations; (iii) limitations on, and reporting of, gifts and entertainment; and (iv) pre-clearance of political contributions. On an annual basis, Alpine Grove requires all employees to certify that they are in compliance with the Code.

A copy of the Firm's Code will be provided to any existing or prospective clients or investors upon request.

AGP and the Alpine Grove personnel who perform services for AGP are subject to the Code.

Personal Trading

The Code requires certain personal trades to be pre-cleared by the Chief Compliance Officer or his designee for securities of issuers on the Firm's restricted list, initial public offerings and private investments. Any exceptions to this policy must be expressly approved by the Chief Compliance Officer or his designee.

The Code requires all access persons (including those who devote substantial time to AGP) to provide personal trading account information after commencing employment with the Firm. At the end of each calendar quarter, access persons (including those who devote substantial time to AGP) are required to confirm that all brokerage accounts opened and all transactions that occurred during the preceding quarter have been reported.

Conflicts of Interest

Participation or Interest in Client Transactions. As described in Items 5 and 6 above, the Firm and its affiliates are generally entitled to receive management fees and a carried interest from the Funds. The General Partner also makes capital commitments to a Fund. Furthermore, employees may receive fees from the Funds' investments for performing other services. Each of the foregoing may represent a material financial interest in the securities that it recommends to its client accounts.

As described in Item 5 above, the management fees that the Firm receives from a Fund after the termination of the commitment period is based on "invested capital". To the extent that an investment is written down to below cost, for purposes of calculating the Firm's management fee, the invested capital in such investment would be reduced by the amount that the investment has been written down and would result in us receiving a reduced management fee. The foregoing, which could incentivize us to refrain from writing down investments, is mitigated by the fact that, annually, Alpine Grove's valuations are reviewed by the Fund's independent public auditors.

The Firm's entitlement to performance fees from the Fund may incentivize us to cause the Fund to make more speculative investments than would be the case in the absence of such performance fee arrangement. However, the capital commitments made by Alpine Grove partners and employees may mitigate the effects of such conflict of interest.

Principal Transactions. The Firm, including AGP, does not anticipate entering into principal transactions where the Firm and AGP or any affiliates purchase or sell any securities for its own accounts from or to the account of a Fund. In the event that Alpine Grove and AGP or any of its affiliates do engage in a principal transaction the Firm and AGP, in accordance with the terms of the applicable Memorandum and/or IMA, would undertake the principal transaction only in compliance with Section 206(3) under the Advisers Act.

Cross Transactions. In the event that the Firm causes the Fund to enter into any cross transaction, the Firm may seek the approval of the Funds' limited partner advisory board in accordance with the terms of the Funds' Memorandum and IMA.

Please see the Funds and AGP Memorandums or IMAs for a more detailed discussion of conflicts of interest.

Item 12 – Brokerage Practices

Brokerage Transactions

Due to the nature of the Firm's business and the investments made by the Funds, the Firm rarely executes a brokerage transaction for a Fund and related co-investment vehicles. From time to time, however, the Firm may purchase foreign currency and certain derivative instruments on behalf of the Funds and related co-investment vehicles, and when choosing a broker for these transactions, will generally consider qualitative factors including, but not limited to, the broker's reliability and execution capabilities, the broker's ability to provide best execution, the commissions charged by the broker, and the broker's reputation, financial strength and stability.

Soft Dollar Arrangements

Neither Alpine Grove nor AGP has any soft dollar arrangements.

Client Referrals

In the private equity context, client referrals are not relevant to Alpine Grove's or AGP's selection or recommendation of broker-dealers.

Directed Brokerage

Neither Alpine Grove nor AGP has directed brokerage arrangements.

Trade Aggregation

The Funds rarely invest in publicly traded securities, but if a Fund did transact in a publicly held security, it generally would not be practicable to aggregate transactions with another Fund because of the investment periods of the Funds and exclusivity provisions. The AGP Fund does not expect to invest in any publicly traded securities.

Trade Errors

While Alpine Grove does not expect to engage in trading of public securities on behalf of the Funds, except as set forth below, neither the Firm nor any of its affiliates, will be liable to any Fund or investor in such Fund for any acts or omissions arising out of, or in connection with, a Fund, any investment made or held by a Fund or any governing agreement, unless such action or inaction was performed or omitted made in fraud, willful misconduct or gross negligence. As a result, any negative or positive results of trading errors generally will be borne by the Funds, rather than by the Firm or an affiliate, so long as the Firm or such affiliate adheres to the foregoing standard of care.

Item 13 – Review of Accounts

Alpine Grove's portfolio investments are regularly reviewed by the Chief Investment Officer, a Managing Partner, and Regional Heads as well as a Fund's Investment Committee. The Principals meet periodically to monitor investments owned by the Funds.

AGP Fund investments are real estate investments that are managed by joint ventures and monitored by AGP.

Funds are audited on an annual basis by an independent public accounting firm. The Firm generally provides Fund limited partners with (i) audited annual financial reports and (ii) unaudited quarterly financial reports.

AGP Fund provides its limited partners with (i) unaudited capital account balance, (ii) quarterly or annual, as applicable, investment summary reports, and (iii) annual tax information for the completion of tax returns

In addition to the information provided to all investors, Alpine Grove may provide certain limited partners with additional information or more frequent reports that other limited partners will not receive, possibly enabling such limited partners to better assess the prospects and performance of the Funds. In addition, limited partners may be provided with information about Alpine Grove and the Funds in response to questions and requests, and/or in connection with due diligence meetings and other communications, but such information will not be distributed to other limited partners and prospective limited partners who do not request such information. Each limited partner is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by Alpine Grove is sufficient for its needs.

Item 14 – Client Referrals and Other Compensation

Alpine Grove does not compensate any third parties for client referrals. However, Alpine Grove and its affiliates may enter into placement agent agreements whereby third-party placement agents may introduce investors to the Funds. Placement agents collect fees from Alpine Grove, directly or through an offset of the management fee payable by the General Partner of the applicable Fund. No Fund will be subjected to any increased or additional fees or charges due to the use of third-party placement agents.

No third-party placement agents were used by AGP in organizing the AGP Fund.

Certain individuals who are not employees may serve as senior advisors to Alpine Grove and/or may sit on the investment committees of the Funds. Such individuals may receive compensation from the Funds for services provided to the Funds in connection with investments. Such services could include legal, financial and strategic advice and the fees for such services are negotiated on an arms' length basis.

Item 15 – Custody

Alpine Grove uses third party unaffiliated qualified custodians to hold the funds and securities (other than privately offered uncertificated securities with limited transferability) of the Funds and AGP Fund in accordance with current SEC rules and regulations. Although Alpine Grove is deemed to have custody of underlying assets of the Funds and AGP Fund, Alpine Grove relies upon the pooled investment vehicles exemption from reporting and surprise examinations. Accordingly, the Funds and AGP Fund are subject to a year-end audit by an independent public accounting firm that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, and audited financial statements of each Fund including AGP Fund will be provided to the investors of such Fund within 120 days of the end of the fiscal year.

Item 16 – Investment Discretion

Typically Alpine Grove provides investment advice to the Funds on a discretionary basis. An affiliate of Alpine Grove, usually the general partner of the applicable Fund, accepts discretionary investment authority for each Fund. Generally this investment discretion is subject only to the investment guidelines set forth in governing agreements of a Fund. As described above in Item 4, Alpine Grove does not have discretion over the investments by certain Funds and accordingly, while Alpine Grove may make investment recommendations, the investors in such Funds make the ultimate decision as to whether to participate in an investment. AGP does not have discretion over the investments of the AGP Fund.

Item 17 – Voting Client Securities

While the securities evidencing the private investments made by the Funds and AGP Fund are not typically the subject of proxies, there could be certain circumstances where the Firm, having discretionary authority, may be asked to vote the securities of the Funds on corporate matters. To the extent applicable, the Firm will ensure that a record of each securities position held by the Funds and AGP Fund are maintained and, where any such vote is to occur, the Firm will ensure that all relevant information, disclosure materials and such proxies or consents as necessary for the Firm to be able to cast votes are delivered in a timely manner.

Alpine Grove also determines whether there is, or appears to be, a material conflict of interest that could influence the voting decision in a manner that would be adverse to the interests of the Funds and AGP Fund. If the Firm determines that there is no material conflict of interest, then it will make the voting determination and take the required voting action. If Alpine Grove determines that, due to a conflict of interest, Alpine Grove is not capable of making an independence determination as to the voting decision, then the voting decision may be recommended by the Fund's limited partner advisory board or AGP Fund's limited partners, as applicable.

Item 18 – Financial Information

Alpine Grove is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual and fiduciary commitments to its clients, nor has it been the subject to any bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Not applicable