

PART 2A OF FORM ADV: FIRM BROCHURE

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This Brochure provides information about the qualifications and business practices of MP RIA, LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact Trevor Crandall at 303-224-7123 or by e-mail at trevor.crandall@millerglobal.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to the Adviser as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

ITEM 2 – MATERIAL CHANGES

There have been no material changes to this Brochure since the last annual update filed on March 23, 2018.

Please be aware that certain non-material changes were made to the Brochure, which MP RIA recommends you review in its entirety.

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ITEM 4 – ADVISORY BUSINESS

MP RIA, LLC, a Delaware limited liability company (the “Adviser”), formed in 2011, provides discretionary investment advisory services to pooled investment vehicles organized as private real estate funds (the “Funds”). The Funds are:

- Miller Global Fund V, LLC, a Colorado limited liability company (“Fund V”);
- Miller Global Fund VI, LLC, a Delaware limited liability company (“Fund VI”);
- Miller Global Fund VII, LLC, a Delaware limited liability company (“Fund VII”); and
- Miller Global Fund VIII, L.P., a Delaware limited partnership (“Fund VIII”)
- Miller Global Friends and Family Fund VIII, L.P., a Delaware limited partnership (the “Employee Fund”).

The Funds are private real estate funds organized principally to acquire and develop a portfolio of real estate assets. Each of Funds V, VI, VII and VIII has held initial and, in some cases, subsequent closings, and those Funds cannot accept additional capital commitments. Fund V, Fund VI and Fund VII are no longer in their respective investment periods, during which investment opportunities are identified and acquired. Fund VIII is in its investment period. The Employee Fund was formed solely to co-invest in each portfolio investment alongside Fund VIII (at the same time and based on a pre-determined participation percentage), and the investors in the Employee Fund are generally Miller Global personnel and former personnel, their family members and/or entities formed for the benefit of those persons.

MP RIA, LLC is principally owned by Myron M. Miller and James H. Miller. Since 2001, affiliates of the Adviser have served as the investment adviser to the Funds. The Adviser was engaged to act as investment adviser to the Funds as of March 30, 2012.

The Adviser is the investment adviser to the Funds, each a private real estate fund that invests in real estate assets, comprised primarily of office buildings and hotels, as well as other real estate assets, located throughout the United States (each, an “Investment”). The Adviser will advise the Funds as to their investment strategy which typically includes: (i) acquiring high quality real estate assets, comprised primarily of office buildings and hotels (as well as other real estate assets), that create value through generation of cash flow and capital appreciation; (ii) acquiring assets to which the Adviser believes it can add value by taking measured risks in the areas of market recovery, leasing, management, development, renovation, re-capitalization and other market-driven strategies; (iii) focusing on markets that have significant job growth and/or potential for faster or stronger market recovery than the nation as a whole; and (iv) focusing on Investments that can be pursued on an exclusive or semi-exclusive basis while maintaining a disciplined investment underwriting process.

Each Fund’s investment objective and/or parameters are set forth in the Fund’s applicable governing documents (the “Fund Documents”) provided to each Investor.

The Adviser does not tailor its advisory services to the individual needs of Investors, and, except for certain limitations specifically set forth in the Fund Documents, Investors may not impose restrictions on investing in certain securities or types of investments. The Fund Documents set forth each Funds' investment strategy, including guidelines regarding the types of securities the Fund will invest in and portfolio limits (if any).

The Adviser (or an affiliate thereof) has and will continue to enter into side letter agreements or other similar agreements with one or more Investors in respect of their Fund investments that provide such Investors with terms different from (and, at times, preferential to) those set forth in the applicable Fund Documents.

As of December 31, 2018, the Adviser manages \$567,879,910 of Fund assets, all on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Management Fee

The organizational structure of Funds V-VII is similar. These Funds were organized as limited liability companies, with affiliates of the Adviser acting as the Fund's manager. Fund VIII was organized as a limited partnership, with affiliates of the Adviser acting as the Fund's manager and general partner. In each of the Funds, an affiliate of the Adviser receives an annual asset management fee (the "Management Fee") from the Fund generally in an amount equal to: (i) until the Fund's funding limitation date, 1.5% of the Fund's aggregate capital commitments and (ii) thereafter, 1.5% of aggregate actively invested capital. Actively invested capital (Funds V, VI and VII) is defined as aggregate capital contributions less capital contributions attributable to sold investments whereas in Fund VIII, actively invested capital is defined as capital contributions attributed to portfolio investments less any capital contributions attributable to portfolio investments that have been either sold or written off. The Management Fee is generally paid to an affiliate of the Adviser either monthly in arrears or quarterly in advance (as specified in the applicable Fund's governing documents). A Fund's general partner, or the manager of the Fund, each as applicable, may, in its sole discretion, waive, delay payment or reduce the management fee payable by any specific investor. Typically, management fees are waived in respect of Fund capital commitments attributable to affiliates of the Adviser.

Certain Other Fees

In Funds V-VIII, property management fees, hotel management fees, leasing and brokerage commissions and other similar fees may be paid by the Fund, or by portfolio investments in which the Fund has an interest, to affiliates of the Adviser.

Vector Property Services, LLC ("VPS"), is an affiliate of the Adviser and performs certain accounting services, back-office support and, in certain circumstances, property management or construction management services for office assets owned by the Funds. VPS will earn a construction management fee if it performs construction management services pursuant to the property management agreement for each office Portfolio Investment that VPS manages ("Construction Management Fee").

In certain cases, the Funds will contract with an unrelated third-party local property manager to perform property management services pursuant to a management agreement where the third-party property manager earns a property management fee. In these instances, VPS is engaged by the third-party property manager under a sub-management agreement to perform solely accounting and back-office services with respect to such property. When VPS solely provides accounting and back-office services it will not earn a Construction Management Fee. Under the sub-management agreement, however, VPS will earn a portion of the property management fee paid to the property manager, for the accounting and back-office services that it performs.

Profits of VPS attributable to Fund VIII assets are returned to the Fund VIII limited partners as an offset against the Management Fee as described above.

Development Fee and Reimbursement for Out-of-Pocket Expenses

A development fee equal to 3% of the total gross development or construction costs for new construction and refurbishment or expansion is generally paid by the Funds to the Adviser or an affiliate thereof (the “Development Fee”). Neither the Adviser nor any affiliate thereof will be entitled to Development Fees for refurbishment or expansion that constitutes “second-generation” or any subsequent tenant improvements, if there is a construction management fee paid to the adviser or an affiliate thereof on such tenant improvements (though the term “second generation” is only defined in the Fund VIII fund documents, the application of the concept is the same across all funds as a practical matter). An affiliate of the Adviser may receive a construction management fee for supervising such tenant improvements (as specified in the management agreement specific to the asset) if no development fee is earned on those improvements.

The Development Fee is generally paid to an affiliate of the Adviser in equal monthly installments over the anticipated duration of the applicable development, refurbishment or expansion period for the respective project based upon the budgeted development costs. The total budgeted development cost on which the Development Fees are based is reconciled to the actual total development costs at the conclusion of the project so that the Development Fees paid shall not exceed 3% of the actual total development cost (exclusive of development fees).

Additionally, each Fund will typically reimburse the Adviser or an affiliate thereof for out-of-pocket expenses incurred in connection with such person’s provision of development managerial services (e.g., travel costs).

A Development Fee and Construction Management Fee will never be earned by affiliates of the Adviser with respect to the same construction expenses.

Traffic Control Service Fee

VPS earns a traffic control service fee from certain local businesses, one of which is a Fund VI asset, for work it performs in managing off duty police officers to direct traffic around the Houston Galleria area. In 2018 the total amount earned by VPS was approximately \$8,000, of which, approximately \$2,000 was paid by Fund VI.

Fees Offset Against Management Fee

In Fund VIII, profits (less allocable overhead and expenses) from property management fees, hotel management fees, leasing and brokerage commissions and construction management fees received by affiliates of the Adviser (including, but not limited to Vector Property Services and High Velocity Hospitality) in respect of portfolio investments owned by Fund VIII, are returned to the limited partners as an offset against the Management Fee as described above. In Fund VIII, directors’ fees, transaction fees, monitoring fees, capital raising fees, advisory fees, deal break-up fees and other similar fees received by an

affiliate of the Adviser in relation to the Fund will be returned to the limited partners as an offset against the Management Fee in accordance with the relevant terms as set forth in the Fund Documents. The “Development Fee” described above is not offset against the Management Fee.

Organizational expenses may be paid by the Funds (other than placement fees) including costs and expenses directly or indirectly incurred in connection with the formation and organization of, and sale of interests in, the Fund. In Fund VIII, any organizational expenses exceeding \$1.25 million are returned to the limited partners as an offset against the Management Fee as described above.

In Fund VIII, Placement Fees may be paid by the Fund and include expenses and any interest on any deferred fees charged by any placement agent and other similar third party fees and expenses in connection with the marketing and sale of interests in the Fund. Any placement fees paid by the Fund are returned to the limited partners as an offset against the Management Fee as described above.

Performance-Based Fee payable upon Distribution/Realization of Proceeds

Subject to a clawback, a Fund’s general partner, or manager, each as applicable, will receive a carried interest allocation in the range of 20% of the Fund’s profit distributions after payment to the Investors of their capital contributions and payment of a preferred return to the Investors as specified in the applicable Fund documents.

In Fund VIII, the members of the general partner are Miller Properties Group VIII, LLC, a Colorado limited liability company (“MPG VIII”), and Global Diversification Corp., a Delaware corporation (“Global”). MPG VIII is an entity controlled by Micky Miller and/or Jimmy Miller, and its members mainly include certain current and former employees of Miller Global Properties, LLC. Global has been one of the largest investors in the Funds through the manager/general partner/managing member entities of the Funds for the last 20 years. The relationship between MPG VIII and Global is similar in Fund VIII to the relationship between Global and other similar entities created by Miller Global Properties, LLC, and controlled by Micky Miller and/or Jimmy Miller in previous Funds (each, a “MPG Entity”). As members of the general partner, MPG VIII and Global discuss potential investments, focus markets, as well as the debt and equity structure for various investments. In Fund VIII, Global shares in the carried interest earned by the general partner. The split of the carried interest between the applicable MPG Entity and Global is different in each fund. Typically, the percentage of carried interest retained by the MPG Entity (rather than Global) increases as certain target return thresholds are met.

Other Expenses

Each Fund will pay all costs, expenses and liabilities in connection with its operations as specified in the Fund’s governing documents. Subject to the specific terms set forth in a Fund’s governing documents, each Fund will typically bear: (i) fees and expenses relating to consummated investments, proposed but unconsummated investments (including reverse break-up fees), indebtedness (including interest thereon and fees and expenses relating to) and hedging activities, guarantees and temporary investments, including the initial investigation, research, evaluation, acquisition, holding, development, financing, leasing and disposition thereof, capital expenditures, environmental and property management fees and expenses, engineering costs and studies, professional or construction-related service fees and expenses, third-party

appraisal and valuation expenses and title, casualty and liability insurance premiums related thereto, in each case, to the extent that such fees and expenses are not reimbursed by a portfolio investment or other third person; (ii) legal, custodial, administration, filing, accounting, and auditing, regulatory and compliance expenses (to the extent such regulatory or compliance expenses are specifically related to the Fund or its Investments), including expenses associated with the preparation of the Fund's financial statements, tax returns and Schedule K-1s and the representation of the Fund or its Partners by the tax matters partner, including expenses paid or incurred in connection therewith and Form PF, U.S. Treasury forms and FATCA compliance, in each case as relates specifically to the Fund and its investments, but excluding, for the avoidance of doubt, the costs of the Adviser's general compliance with the Advisers Act, such as preparation and updating of Form ADV and other regulatory or other filings with national, state, provincial or local regulatory authorities in any country or territory; (iii) banking and consulting expenses; (iv) real estate brokerage commissions, development fees, construction management fees and other fees paid to third parties, including any joint venture partners), loan servicing fees, costs of tenant and capital improvements, custodial expenses and other costs incurred in connection with Investments; (v) fees and expenses relating to industry functions, trade group meetings or other events, subscriptions to periodicals, reports, newspapers, trade publications, market research firms, and other similar expenses, in each case related to general market or industry knowledge, market research, or potential or existing investments or otherwise related to the Fund's activities; (vi) expenses associated with the Fund's administration and reporting (to its partners and lenders, joint venture partners or governmental authorities), including the annual meeting expenses and travel and other expenses of meeting with Fund's limited partners, which may include first-class travel (air and ground transportation), high-end hotels and meals at upscale restaurants; (vii) expenses of the Fund's limited partner advisory committee and investment committee expenses; (viii) expenses related to feeder funds or to organizing entities through or in which investments may be made; (ix) travel, meals, ground transportation, parking and other similar expenses related to the acquisition, financing, development, and management and disposition of the Fund's investments, which may include first-class travel (air and ground transportation), high-end hotels and meals at upscale restaurants; (x) real estate and other taxes, fees or other governmental charges or duties payable by levied against the Fund; (xi) insurance premiums; (xii) litigation and indemnification expenses; (xiii) costs of winding up and liquidating the Fund; (xiv) annual registration fees and registered office fees and expenses; (xv) other extraordinary expenses and (xvi) the allocable portion, as reasonably determined by the Fund's general partner, of the actual costs (including compensation, benefits, and attributable overhead) incurred by the Fund's general partner or its affiliates with respect to internal resources that provide accounting, reporting, legal, or any of the services described above to the Fund.

The Adviser (or its affiliate) will typically bear (either directly or via an offset against the Management Fee, as specified in the applicable Fund Documents); (i) costs of forming the Funds in excess of certain dollar limits, as defined in the applicable Fund Documents, including pre-formation legal, accounting, advisory and travel costs; (ii) costs of admitting Investors not permitted as Fund expenses (including any fees paid to third parties to procure Investors); (iii) except for internal resources that provide accounting, reporting or legal services, compensation (if any) of officers, members and employees of the Adviser (or its affiliates) and related overhead expenses (including rent and utilities); and (iv) any expenses associated with a placement agent or finder engaged to facilitate the sale of the Fund interests in accordance with applicable securities laws in connection with formation of the Funds.

Certain expenses may relate to and therefore require allocation among, multiple Funds. Such expenses must be allocated using an equitable and consistent methodology as determined by the Adviser, or an affiliate thereof. In this regard, the following expense allocation principles are applicable to the Adviser and its' affiliates:

- (1) Asset related expenses are allocated to the Fund for which the expense was incurred and, are treated as a Fund expense.
- (2) If a transaction is pursued, but not consummated, the pursuit costs are allocated to the applicable Fund(s) for which the transaction was identified (i.e., broken deal expenses).
- (3) Costs that are related to a specific Fund investor are allocated to the Fund(s) for which that investor is a member (e.g., interim investor meeting expenses). Annual meeting expenses are divided equally among active Funds that are discussed at the Annual meeting.

IT IS CRITICAL THAT INVESTORS REFER TO THE RELEVANT OFFERING AND FUND GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF APPLICABLE FEES AND EXPENSES. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENTS.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Subject to a clawback, an affiliate of the Adviser is eligible to receive performance-based compensation from Investors upon the distribution of investment proceeds as described in Item 5 above.

It should be noted that the possibility of an affiliate of the Adviser's receipt of performance-based compensation creates a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than in the absence of such performance-based fee. Investors are provided with clear disclosure in applicable Fund Documents as to how the performance-based compensation is charged.

ITEM 7 – TYPES OF CLIENTS

The Adviser provides investment advisory services to pooled investment vehicles operating as private real estate funds.

The Funds will offer interests only to certain qualified investors who meet qualification requirements under applicable securities laws and other laws. Admission to the Funds is not open to the general public.

The minimum capital commitment of an Investor in each Fund is typically \$10,000,000, although lesser commitment amounts may be accepted in the discretion of the Adviser (or its affiliate).

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

As described in Item 4.B, above, the Adviser provides advisory services to private real estate funds that invest in select quality real estate assets, primarily office buildings and hotels (as well as other real estate assets) that are intended to create value for Investors through cash flow and capital appreciation.

Investment Strategy

In choosing Investments for the Funds, the Adviser selects Investments generally located in primary markets throughout the United States (subject to any limitations described in applicable Fund Documents) to create a diverse geographic portfolio with product segmentation and market timing of entry. The Investments are assets to which the Adviser believes it can add value by taking measured risks in the areas of market recovery, leasing up vacancy, re-leasing, roll over management, repositioning, new development, re-development, renovation, hands-on intensive asset management, re-branding, re-capitalization and other market-driven strategies specifically targeted at geographic regions, industries or other situations that may present significant barriers to entry or other unique challenges. In addition, the Adviser expects to combine assets with existing cash flow and lower expected returns with development or complex-type assets that present the potential for higher expected returns.

In locating assets, the Adviser focuses primarily on Investments that can be pursued on an exclusive or semi-exclusive basis in markets that the Adviser believes have prospects for significant job growth or the potential for a quicker or stronger rebound than the nation as a whole. In selecting and pricing Investments, the Adviser maintains a disciplined investment underwriting process and approach, while seeking to recognize market nuances, anticipate changes in business cycles and adjust focus accordingly.

The Adviser employs additional strategies, including; (i) expanding current joint venture relationships and pursuing other transactions with partners; (ii) focusing on potential opportunities to re-capitalize over-leveraged assets whose investment characteristics otherwise meet the Funds' investment criteria; (iii) taking advantage of capital imbalances in the market for strategic purposes and sales; (vi) using reasonable leverage to enhance return on equity; and (v) maintaining flexibility and creativity in approach and strategy.

Investment Process

The Adviser sources deals using the expertise of members on its investment committee and other employees of its affiliates. The Adviser focuses on investment opportunities that can be pursued "off market" through relationships with owners, joint venture partners, brokers, management companies, hotel brands, lenders, legal counsel and other industry contacts.

Investments are underwritten using disciplined criteria and a comprehensively structured financial model. Key variables in the office building model will be stressed, which may include acquisition price/development cost, market lease terms, rollover assumptions, as well as interest rates, financing levels

and capital improvement requirements. Key variables in the hotel model will be stressed, which may include acquisition price/development cost, rate and occupancy, guest demographic, fixed and variable expenses, seasonality, as well as interest rates, financing levels and capital improvement requirements.

In addition, certain members of the investment committee will make site visits to each targeted asset and employ consultants to help evaluate the condition and needs of the asset. The geographic market and/or sub-market of a targeted asset may be assessed for matters such as competitive environment, employment base and economic strengths and weaknesses. The principals may forge and use relationships with local real estate brokers and property management companies to supplement their underwriting.

Mortgage financing for each Investment is determined on a case-by-case basis, subject to current market terms, projected time for asset stabilization, cash flow and the respective Fund's support of contingent liabilities. Typically, financing of an Investment will be closed simultaneously with its acquisition.

To complete each Investment, the acquisition team prepares an investment analysis and submits it to the Fund's investment committee. The investment committee will review the investment analysis and meet to discuss the Investment, the financing, the composition of assets of the Funds as a whole, and will vote on whether to move forward in acquiring or developing such asset.

MATERIAL RISKS

Risks Associated With Construction

The Adviser may recommend opportunities to develop, construct and renovate properties to the Funds. The development, construction and renovation of real estate assets is subject to timing, budgeting and other risks that may adversely affect the Funds' operating results. The Funds may abandon development activities after expending resources to determine their feasibility; market shifts during the development period may result in lower occupancy rates, and rents at a newly completed property that may not be sufficient to make the property profitable; financing may not be available on favorable terms for development of a property; and the construction and lease up of a property may not be completed on schedule (resulting in increased debt service and construction costs). Development activities are also subject to risks relating to an inability to obtain, or delays in obtaining, necessary zoning, land-use, building occupancy and other required governmental permits and authorizations. Acts of God, such as earthquakes, hurricanes, floods or fires, could adversely impact an Investment, as could the ability to obtain financing or obtain a joint venture partner, and governmental restrictions on the nature or size of an Investment. If any of the above occurs, the ability of the Funds to make distributions to its Investors could be adversely affected. In addition, development activities, regardless of whether they are ultimately successful, may require a substantial portion of management's time and attention.

Control Over Projects

The Funds may enter into joint ventures with third parties, including the owners of the properties it acquires or their affiliates, through partnerships or other investment vehicles. Although the Funds will generally have the right to approve major capital and management decisions in any partnership or joint venture in which it participates, such Investments may involve risks not present in Investments where a third party is not involved, including the possibility that a third-party partner or co-venturer may; (i) have financial difficulties, resulting in a negative impact on such portfolio Investment; (ii) may have economic or business interests or goals which are inconsistent with the Funds'; or may (iii) be in a position to take action contrary to the Funds' investment objectives. In addition, the Funds may, in certain circumstances, be liable for actions of third-party partners or co-venturers. A partner or co-venturer may be able to block a sale of the Fund's interest in any such joint venture or partnership.

Leverage

The acquisition, re-habilitation, renovation and development of the Funds' Investments may be financed in substantial part by borrowing, which will increase the Funds' exposure to loss. The use of leverage involves a high degree of financial risk and may increase the exposure of the Funds or its Investments to factors such as rising interest rates, downturns in the economy or deterioration in the condition of the collateral underlying such Investments. The use of leverage will increase the amount of funds available to the Funds for investment, but will also increase the risk of loss. Market fluctuations may significantly decrease the availability, and increase the cost, of leverage.

Many commercial loans in the present market require floating (as opposed to fixed) interest rates, and floating interest rate loans will often be preferred by the Adviser. In a floating rate loan, the debt service can increase substantially if interest rates rise. The Adviser has no control over interest rates, and there can be no assurance that a substantial rise in interest rates will not occur. A rise in interest rates may adversely affect the market value of an Investment and the ability of prospective purchasers to finance any acquisition of the Funds' assets. Commercial loans may in certain cases require the purchase of interest rate protection products. The Adviser can provide no assurance that lenders will provide financing for the Funds' Investments at all, or at rates and terms comparable to those which the Adviser or its affiliates has obtained previously.

Under certain loans, principal and interest payments on indebtedness will have to be made regardless of the sufficiency of cash flow from the Funds' assets. Mortgages requiring "balloon" payments may involve greater risks than mortgages where the principal amount is fully amortized over the term of the loan since the ability to repay the outstanding principal amount of a "balloon" loan may be dependent upon the ability to obtain adequate replacement financing, which will, in turn, be dependent upon interest rates and lenders' policies at the time of refinancing, economic conditions in general and the value of the underlying assets in particular. There is no assurance that replacement financing will be available to make "balloon" payments or that any replacement financing available will be on favorable terms. Lenders or other holders of senior positions would be entitled to a preferred cash flow prior to the Funds receiving a return.

Real Estate Ownership

The Funds' Investments will be subject to the risks generally incident to the ownership of real property and loans, including: uncertainty of cash flow to meet fixed and other obligations; uncertainty in capital markets relating to procurements of both equity and debt; adverse changes in local market conditions, population trends, neighborhood values, community conditions, general economic conditions, local employment conditions, interest rates, and real estate tax rates; changes in fiscal policies; changes in applicable laws and regulations (including tax laws); uninsured losses; delays in foreclosure; borrower bankruptcy and related legal expenses; and other risks that are either unforeseeable or beyond the control of the Adviser. There can be no assurance of profitable operations of the Funds because the cost of owning real property assets may exceed the income produced, particularly since certain expenses related to real estate and its ownership, such as property taxes, utility costs, maintenance costs and insurance, tend to increase over time and are largely beyond the control of the owner. Moreover, although insurance is expected to be obtained by the Funds to cover most casualty losses and general liability arising from the Investments, no insurance will be available to cover cash deficits from ongoing operations.

Investment in Office Properties

The Funds intend to make a number of Investments in office properties. Investment in these types of properties involves certain special risks, including tenant improvement, concession costs and variability in occupancy rates. Furthermore, when a tenant in an office building property defaults on its lease, vacancy costs (including re-tenanting costs) can be considerable. In the past, when overall economic performance has deteriorated, commercial vacancy rates have increased. These costs, particularly increasing vacancy costs brought about by a declining economy, can have a material and negative impact on the financial performance of office properties.

Investments in Hotel Properties

The Funds have made Investments in hotel properties subject to limitations as specified in the Fund Documents. Investment in these types of properties involves certain special risks, including adverse effects of weak national, regional and local economic conditions; tightening credit standards; competition for guests and meetings from other hotels, including competition and pricing pressure from internet wholesalers and distributors; increases in operating costs, including wages, benefits, insurance, property taxes and energy; labor strikes, disruptions or lockouts that may impact operating performance; dependence on demand from business and leisure travelers, which may fluctuate and be seasonal; increases in energy costs, airline fares and other expenses related to travel; terrorism, terrorism alerts and warnings; and pandemics or other medical events that may cause decreases in business and leisure travel. These factors can have a material and negative impact on the financial performance of hotel properties.

Real Estate Loans

In limited cases, the Funds may invest in debt obligations secured by real property where the ultimate business objective is to acquire the underlying real property or a controlling interest therein. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan, including lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure process. In some jurisdictions, foreclosure actions can take several years or more to conclude, and

borrowers may file for bankruptcy protection at any time, staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the underlying collateral and may disrupt ongoing leasing and management of the underlying collateral. Moreover, borrowers may claim that the lender interfered with the borrower's business, acted in bad faith in exercising its rights with respect to a borrower's property or otherwise acted in a manner giving rise to a claim for lender liability. As a lender, the Funds may also be required to obtain licenses in certain jurisdictions and may be subject to penalties in the event that such lending activities violate certain regulations or laws.

IT IS CRITICAL THAT INVESTORS REFER TO THE APPLICABLE FUND DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE MATERIAL RISKS INVOLVED IN AN INVESTMENT IN THE FUNDS, INCLUDING THE RISK OF FINANCIAL LOSS. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENT.

ITEM 9 –DISCIPLINARY INFORMATION

The Adviser has no legal or disciplinary information to disclose at this time.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither the Adviser nor its management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

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

The Adviser serves as investment adviser to the Funds. Affiliates of the Adviser also invest directly in the Funds and employees of the Adviser or its affiliates also invest indirectly in the Funds (through an affiliate).

Vector Property Services, a licensed real estate brokerage company and an affiliate of the Adviser, provides certain property management and real estate brokerage services to the Funds' office Investments. In addition, High Velocity Hospitality, an affiliate of the Adviser, provides certain hotel management services to certain of the Funds' hotel investments. The Adviser manages the potential conflicts associated with directing business and compensation to an affiliate, by providing Investors with disclosure of the terms and limitations on which the Adviser or its affiliate can enter into these arrangements in the Fund Documents (as applicable). In addition, the Adviser and its Access Persons (as defined in item 11.A. below) acknowledge that they have read and understand the Adviser's Code of Ethics, which requires the Adviser and its Access Persons to place the interests of the Funds and Investors above their own interests and the interests of the Adviser and its affiliates.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Adviser's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to the Adviser's "Access Persons." Access Persons include, generally, any partner, officer or director of the Adviser and any employee or other supervised person of the Adviser (or an affiliate) who, in relation to the Funds, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings, or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All employees of certain affiliates of the Adviser are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account the Adviser's status as a fiduciary and requires Access Persons to place the interests of the Funds and Investors above their own interests and the interests of the Adviser and its affiliates. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of the Adviser's Chief Compliance Officer (the "Chief Compliance Officer"). All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide the Adviser's Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, the Adviser's Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1.

In addition, the Code seeks to ensure the protection of non-public information about the activities of the Funds. Investors or prospective Investors may obtain a copy of the Code by contacting the Chief Compliance Officer at trevor.crandall@millerglobal.com.

As explained in Item 10 above, the Adviser serves as investment adviser to the Funds. The Adviser, its affiliates and certain Access Persons recommend interests in the Funds to prospective Investors.

The Adviser, its affiliates, certain Access Persons and their families invest indirectly in the Funds (through an affiliate and in Fund VIII, certain Access Persons and their families may invest through the Employee Fund).

The fact that the Adviser, its affiliates, Access Persons and their families may each have a financial ownership interests in the Funds creates a potential conflict in that it could cause the Adviser and its affiliates to make different investment decisions than if such parties did not have such financial ownership interests. Such potential conflicts are addressed by the personal securities transaction pre-clearance and holding requirements described in this Item 11.

The Adviser addresses these potential conflicts through regular monitoring of the Funds' portfolio and Investments for consistency with the Funds' objectives, strategies, and target capacity. Further, the Adviser and its affiliates carefully consider the risks involved in any investments and provide extensive disclosure to clients regarding the potential risks that come with an investment in the Funds. The Code requires Access Persons to place the interests of the Funds and Investors over their own or those of the Adviser, its affiliates and all Access Persons are required to acknowledge their receipt and understanding of the Code.

Further, the Adviser (or its affiliate) receives management and performance-based compensation. The Management Fees are payable without regard to the overall success or income earned by the Funds and, therefore, may create an incentive on the part of the Adviser to hold assets longer than would be the case if the Adviser was receiving a lower or no Management Fee. Performance-based fees may create an incentive for the Manager to make Investments that are riskier or more speculative than in the absence of such performance-based fee.

The Adviser's investment program does not generally involve investments in publicly traded securities.

Access Persons are permitted to make securities transactions in their personal accounts. This presents potential conflicts in that an Access Person could make improper use of information regarding the Fund's holdings or future transactions or research paid for by the Funds. The Adviser manages the potential conflicts of interest inherent in an Access Person's personal trading by rigorous enforcement of its Code, which contains strict pre-clearance and reporting guidelines for Access Persons. The Adviser requires that Access Person's transactions in limited offerings and initial public offerings be pre-cleared with the Chief Compliance Officer.

The Adviser maintains a "Restricted List" with the names of issuers of securities about which the Adviser (or its Access Persons) has learned material, non-public information. Access Persons are strictly prohibited from trading securities on the Restricted List (or any other securities to which the material, non-public information relates).

In addition, the Adviser receives transaction and holdings reports in accordance with Advisers Act Rule 204A-1. The Chief Compliance Officer or his designee also reviews Access Persons' personal transaction and holdings reports to make sure each Access Person is conducting his or her personal securities transactions in a manner that is consistent with the Code.

ITEM 12 – BROKERAGE PRACTICES

As described in Item 4, above, the Adviser is the investment adviser to private real estate funds that invest in real estate assets. Due to the nature of the Funds' investment programs, the Adviser and its affiliates do not select or recommend broker-dealers for Fund transactions.

The Adviser does not utilize "soft dollars."

The Adviser recognizes that, as a fiduciary, it has a duty to allocate investment opportunities among its private funds in a fair and equitable manner. It should be noted that, generally, the Adviser is restricted to raising and investing only one fund at a time. However, from time to time certain funds may have overlapping investment programs. If the Adviser determines that it would be appropriate for more than one fund to participate in an investment opportunity, the Adviser will seek to allocate the investment opportunity to all of the participating funds on a fair and equitable basis. The Adviser, or its affiliate consider many factors in allocating investments between Funds, which include, but are not limited to requirements of the Fund Documents and lender financing requirements for an investment.

ITEM 13 – REVIEW OF ACCOUNTS

The Funds' portfolio and Investments are under continuous review by the Adviser's investment committee. Formal reviews occur by the investment committee on a monthly basis.

Generally, Investors will receive unaudited reports at least quarterly. In addition, Investors will receive annual audited financial statements within 120 days of the end of the relevant Fund's fiscal year (i.e., generally by April 30). The Adviser will also hold annual meetings to provide Investors with the opportunity to review and discuss with the Adviser (and its affiliates) the Funds' investment activities and portfolio.

ITEM 14 – CLIENT REFERRALS AND COMPENSATION

While not a client solicitation arrangement, the Adviser (or an affiliate thereof) may from time to time engage one or more persons to act as a placement agent for a Fund in connection with the offer and sale of interests in the Fund to certain potential investors. Subject to the terms set forth in the placement agent agreement between such a placement agent and the Adviser (or an affiliate thereof) in relation to one or more Funds, the placement agent will generally receive a fee in an amount equal to a percentage of the capital commitments to the applicable Fund(s) made by the investors referenced above. Subject to the terms of the applicable Fund's governing documents, management fees received by the Adviser (or an affiliate thereof) in relation to a Fund that pays any such placement agent fees will typically be reduced in whole or in part by the amount of such placement agent fees. An affiliate of the Adviser retained the services of Triton Pacific Capital as a placement agent for Miller Global Fund VIII, L.P.

ITEM 15 – CUSTODY

The Adviser is deemed to have custody of the Funds' assets pursuant to Advisers Act Rule 206(4)-2. To ensure compliance with Rule 206(4)-2 under the Advisers Act, the Adviser provides audited financial statements to Investors within 120 days after the end of the relevant Funds' fiscal year (i.e., generally by April 30).

As the Adviser's investment program exclusively involves investments in real estate assets, the Adviser generally will be exempt from the requirement to maintain with a qualified custodian certain "privately offered securities," defined in paragraph (b)(2) of the Custody Rule as securities that are (i) acquired from the issuer in a transaction or chain of transactions not involving any public offering; (ii) uncertificated to the extent ownership thereof is recorded only on the books of the issuer or its transfer agent in the name of the client; and (iii) transferable only with prior consent of the issuer or holders of the outstanding securities of the issuer. Partnership agreements, subscription agreements, and LLC agreements are not considered "certificates" for these purposes and the securities represented by these documents are "privately offered securities" provided they meet the other elements of paragraph (b)(2) of the Custody Rule (as set forth above).

To the extent that the Adviser's investments in real estate assets involve securities that are certificated and are not exempt pursuant to the Custody Rule and additional SEC guidance, the Adviser will maintain such certificates with a qualified custodian.

ITEM 16 – INVESTMENT DISCRETION

The Adviser has discretionary authority to manage securities accounts on behalf of the Funds subject to guidelines in the Fund Documents. The Adviser is authorized to make transaction recommendations for the Funds. Investors do not have the ability to impose limitations on the discretionary authority of the Adviser. Further, Investors must execute a limited partnership agreement, or limited liability company agreement each as applicable depending on the Fund, that contains a power of attorney.

ITEM 17 – VOTING CLIENT SECURITIES

Based upon the Adviser's investment strategy and business as a private equity fund manager (and lack of involvement in publicly-traded equities) it does not vote proxies. If in the future it is contemplated that the Adviser may exercise voting authority with respect to any client securities, the Adviser will adopt proxy policies and procedures that are consistent with Rule 206(4)-6.

ITEM 18 – FINANCIAL INFORMATION

Not applicable to the Adviser.