

Item 1 – Cover Page



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This Brochure provides information about the qualifications and business practices of Pembrook Management Holdings, LLC (“**PMH**”), a majority owned subsidiary of Pembrook Capital Management LLC (“**PCM**”). PCM also owns PCI Management, LLC (“**PCIM**”), PCI III Management, LLC (“**PCIM III**”), and PCI IV Management LLC (“**PCIM IV**”). PCM, PMH, PCIM, PCIM III, and PCIM IV (collectively referred to as “**Pembrook**”) are registered investment advisers with the Securities and Exchange Commission (the “**SEC**”), and PMH, PCIM, PCIM III and PCIM IV are relying advisers that file with PCM.

**If you have questions about the content of this Brochure, please contact Robert Hellman at (212) 906-8690 or [rhellman@pembrookgroup.com](mailto:rhellman@pembrookgroup.com). Registration with the SEC or with any state securities authority does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the SEC or any state securities authority. Additional information about Pembrook is also available on the SEC’s website at [www.adivserinfo.sec.gov](http://www.adivserinfo.sec.gov).**

## **Item 2 – Material Changes**

This brochure is being updated as part of PMH’s Form ADV Annual Updating Amendment for the fiscal year ending December 31, 2018 and includes material changes to disclosures in:

- Item 6 regarding (i) the potential conflicts arising from the existence of side letters, and (ii) additional language detailing criteria used in determining the allocation of investment opportunities; and
- Item 10 regarding (i) the potential conflicts arising from the existence of side letters and (ii) the Adviser’s affiliation with The Back Office Services Group, LLC (“BOSG”).

The Adviser has also included other non-material changes such as updated regulatory assets under management.

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#### Item 4 – Advisory Business

- A. PMH is a Delaware limited liability company formed in November 2006 for the purpose of serving as the managing member and investment adviser of Pembroke Community Investors LLC (the “**Fund**”), which began operations in March 2007. PMH is a majority owned subsidiary of PCM and is also owned by minority owner Merrill Lynch L.P. Holdings Inc., which is wholly owned by Merrill Lynch & Co., Inc., which is wholly owned by Bank of America Corporation, which is a publicly held entity. PCM is a limited liability company founded in 2006 by Stuart J. Boesky, and is 52% owned by SJB Associates, Inc., 13% by SJB Associates, L.P. (which are wholly-owned by Mr. Boesky), and 35% owned by MIG Holdings, LLC (which is controlled by ORIX Mariner Holdings, LLC, and ultimately by the Orix Corporation through Orix USA Corporation). Additionally, PCM owns PCIM, PCIM III and PCIM IV.

Pembroke Community Investors I (REIT) LLC (the “**REIT Fund**”), a Delaware limited liability company, was formed in January 2019 with the sole purpose of investing all of its assets in Pembroke Community Investors, LLC (the Fund and the REIT Fund are collectively referred to herein as the “**Funds**”). Pembroke Community Investors I (REIT) LLC is managed by a board of directors consisting of members who are also officers of PMH.

- B. PMH provides discretionary investment advisory services to the Funds, which are domestic pooled investment vehicles. PMH primarily provides investment advice regarding commercial real estate debt and structured financial products and, to a lesser extent, preferred equity throughout the United States. The investment strategy for the Fund will focus on investments in first mortgages, mezzanine loans and preferred interests secured by transitional commercial real estate assets in primary and secondary markets. An important part of the Fund’s strategy is to include in its’ investments certain real estate debt and, to a lesser extent, preferred equity associated with underserved property types and markets that benefit from regulatory advantages, such as low and moderate income housing and commercial, retail and other property types in low and moderate income areas. This may present certain regulatory advantages regarding preferred interests that are subject to the Community Reinvestment Act of 1977 (the “**CRA**”). Property types are primarily multifamily, office and retail, and a portion of these investments could bring new capital to community development and generate positive consideration under (“**CRA Consideration**”) the CRA investment test (“**CRA Investments**”). The investment objective of the REIT Fund is to hold common interests in the Fund (“**Fund Common Interests**”).
- C. PMH’s investment management and advisory services are provided to the Funds pursuant to the terms of the Funds’ offering memorandum and based on the specific investment objectives and strategies as disclosed therein.
- D. PMH does not participate in wrap fee programs.

- E.** As of December 31, 2018, PMH managed approximately \$189,875,872 in regulatory assets under management on a discretionary basis. PMH does not manage any assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

**A&B.** Common interests in the Fund are referred to as “**Common Interests**” herein. The preferred interests in the Fund (the “**Preferred CRA Interests**”) are comprised of Series A Preferred CRA Interests (the “**Series A Preferred CRA Interests**”) and Series B Preferred CRA Interests (the “**Series B Preferred CRA Interests**”). At times, investors in either Common Interests (including as an investor the REIT Fund) or Preferred CRA Interests are collectively referred to as “**Members**” (each, a “**Member**”).

Interests in the REIT Fund are represented by “Class A Common Units” (the “**Class A Common Units**”) and “Class B Common Units” (the “**Class B Common Units**,” and together with the Class A Common Units, the “**Common Units**”) and “Preferred Units” (the “**Preferred Units**”). At times, investors in either Common Units or Preferred Units are collectively referred to as “**Members**” (each, a “**Member**”). PMH will not receive any fees related to the REIT Fund, but for purposes of fees earned by PMH, the REIT Fund is included in the Fund.

### *Management Fees*

The Fund will pay to PMH a management fee (the “**Management Fee**”), payable in cash, in arrears, at the rate of 0.5% per quarter (equivalent to 2.0% per annum) of the balance of the adjusted capital accounts of Members holding Common Interests and Preferred CRA Interests as of the end of each fiscal quarter. The Management Fee will be calculated at the end of each fiscal quarter, immediately following the quarterly allocation of appreciation or depreciation and prior to any distributions.

### *Incentive Fees*

If after calculating common net capital appreciation or common net capital depreciation, there is common net capital appreciation for a fiscal quarter (including, if there is more than one accounting period in such fiscal quarter, all such accounting periods), an amount of income and gain equal to 20% of the common net capital appreciation, consisting of a pro rata portion of each item of income and gain (including tax-exempt income) (the “**Incentive Amount**”) will be allocated to Pembroke Management Holdings II, LLC, an affiliate of PMH (or to any other members as have been designated in writing by PMH), except that the Incentive Amount shall be subject to a “high water mark” or “loss carryforward” as follows: if any Member holding common interests has a balance in such Member’s adjusted net loss account, then the Incentive Amount deducted with respect to such Member for any fiscal quarter shall equal 20% of the excess of such Member’s share of the common net capital appreciation for such fiscal quarter over the balance of such Member’s adjusted net loss account as of the end of such fiscal quarter. The “Adjusted Net Loss Account” is an account maintained by the Fund for each Member holding common interests of the total amount of losses and other negative adjustments to the capital account of such Member for all accounting periods, reduced (but not below zero) by the total amount of income and other positive adjustments to the capital account of such Member for any accounting period in which there is a positive balance in such Member’s Adjusted

Net Loss Account. The Adjusted Net Loss Account of each Member holding common interests will be adjusted in proportion to any redemptions and transfers of interests in the Fund by such Member.

### *Origination Fees*

Pursuant to the fund management agreement, PMH may perform loan origination services for the Fund, including, but not limited to, sourcing, due diligence and the negotiation and documentation of loan transactions in connection with investments originated by PMH on behalf of the Fund. Any origination fees, commitment fees, points and/or similar compensation payable from the issuer/borrower in connection with such investments (“**Origination Fees**”) are, as provided in the agreement, payable to the Manager on each June 30th and December 31st (subject to the satisfaction of the subordination restrictions with regard to the Series A and Series B Preferred CRA Interests described in their respective Certificates of Designation) in respect of any additional due diligence, underwriting and other investment services required to be performed by PMH in connection with such investments; provided, however, that Origination Fees received by PMH in connection with such investments are required to be substantially similar to the fees the Fund would incur for the services provided by PMH in connection with the origination of such investments from an affiliated party.

The fee arrangements between Pembroke and the Fund are not the product of an arm’s length negotiation with a third party. In addition, conflicts of interest may arise in the allocation process of the investment opportunities that become available based, in part, on differences that may exist between Pembroke’s various Funds based on management fees or origination fees payable to PMH or related advisers. This conflict occurs both with respect to investment by other Pembroke funds and with proprietary investments by Pembroke entities or related persons. Pembroke believes that the policies and procedures it has adopted (see Item 6, below), as well as the provisions in the various Funds’ operating agreements and disclosure documents, are designed appropriately to address conflicts of interest.

- C. The Fund bears all expenses associated with the investment activities and operations of the Fund, including, without limitation, acquisition, ownership, financing, hedging or sale of investments (including any hedging costs), brokerage commissions, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, bank service fees, costs of any outside appraisers, accountants, attorneys or other experts or consultants engaged by PMH, any legal fees and costs (including settlement costs) arising in connection with any litigation or regulatory investigation instituted against the Fund or PMH in connection with the affairs of the Fund, loan servicing fees, property management fees, appraisals, engineering expenses, title reports and lien searches (including Uniform Commercial Code, judgment and bankruptcy lien searches), insurance premiums, all litigation-related and indemnification expenses (including the amount of any related judgment or settlement), costs of communication with Members, investment-related travel and entertainment expenses, legal, accounting, auditing and tax services and fees, withholding and transfer fees, clearing and settlement charges, fees of an

administrator, fees of any sub-advisors, maintaining the books and records of the Fund and distributing reports to Members, and any extraordinary expenses or other expenses related to the purchase, sale or transmittal of investments.

Any withholding or transfer taxes imposed on the Fund or any of its Members as a result of its or their earnings, investments or redemptions will be assessed, where applicable to particular Members, directly against the capital accounts of such Members.

All costs and expenses associated with the organization of the Fund, including government incorporation charges and professional fees and expenses in connection with the preparation of the Fund's definitive offering documents and the preparation of the basic corporate and contract documents of the Fund, will be paid by the Fund out of the proceeds of the initial capital contribution of the Members and amortized over 60 months. Since amortization of organizational expenses over 60 months is not in accordance with U.S. generally accepted accounting principles, the opinion of the auditors of the Fund's financial statements may be qualified, and the Net Asset Value of the Fund used for purposes of subscriptions and redemptions may be higher than the Net Asset Value of the Fund reported in its audited financial statements.

Each of PMH and PCM will be responsible for paying rent, overhead expenses and salaries and other compensation expenses in respect of its employees and those of its affiliates, and will be responsible for paying all taxes measured by net income of PMH or PCM, and will not be entitled to reimbursement from the Funds for any such rent, overhead expenses, salaries, compensation or taxes, nor will there be any allocation to the Funds of any such rent, overhead expenses, salaries, compensation or taxes.

- D.** PMH does not require fees to be paid in advance.
- E.** As noted above, PMH may receive a fee from borrowers in connection with the origination of new investments. Among its supervised persons, Pembroke utilizes the services of consultants who can receive all or a portion of their compensation from such fees paid in association with the acquisition of such securities.



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

The Fund is dependent on PMH for its day-to-day management and does not have any independent officers or employees. The management agreement with PMH was negotiated between related parties and its terms, including fees and other amounts payable, may not be as favorable as if it had been negotiated at arm's length with an unaffiliated third party. The Fund relies on Pembroke for its daily operation, origination of its investments and the management of its assets. Pembroke employees and its affiliates may have conflicts in allocating their management time, services and functions among the Fund and any future real estate investment programs or other business ventures which Pembroke may organize or serve, as applicable. Pembroke believes that it and its affiliates have enough staff to perform their responsibilities in connection with all of the real estate programs and other business ventures in which they are involved and that the employees of Pembroke will devote a sufficient portion of their time attending to the business of the Fund.

As noted in Item 5, PMH is entitled to incentive fees or performance-based fees from the Fund. Pembroke believes that the existence of performance fees aligns the interest of Pembroke with the investors. Currently, all the private funds managed by Pembroke receive generally the same percentage performance fee.

However, conflicts of interest may arise in the allocation process of the investment opportunities that become available. This conflict occurs both with respect to investment by other Pembroke funds and with proprietary investments by Pembroke entities or related persons. The allocation to PMH of the Incentive Amount for a fiscal quarter may create an incentive for PMH to cause the Fund to make investments that are riskier or more speculative than would be the case if the allocation of the Incentive Amount were not made. In addition, since PMH's Incentive Amount is calculated on a basis which includes unrealized appreciation of the Fund's assets, it may be greater than if such allocation were based solely on realized gains. The Incentive Amount was set by PMH without negotiation with any third party. In order to minimize this conflict, Pembroke has adopted policies and procedures that include the investment allocation process. In general, these policies provide for the fair and equitable allocation of investment opportunities among all Pembroke accounts and Pembroke Accounts or affiliated parties. Pembroke's or its affiliates' right to invest in the same investment opportunities is subject to the suitability of each investment opportunity for the particular client and the availability of cash for investment.

PMH has the discretion to enter into agreements, or "side letters", with certain prospective or existing investors or limited partners whereby such investors or limited partner (including such persons that may be affiliated with PMH or its affiliates) may be subject to terms and conditions that are more advantageous than those set forth in the Funds' applicable offering memoranda.

For example, such terms and conditions may provide for special rights to make future investments in such funds; specific geographic preferences for investment; special redemption rights, including those relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the investors or limited partners and/or other terms; rights to receive reports on a more frequent basis or that include information not provided to other investors or limited partners (including, without limitation, more detailed information regarding investments in such fund) and such other rights as may be negotiated by the investors or limited partners. Any acceptance or modifications

to the terms of the such side letter is solely at the discretion of PMH (including such persons that may be affiliated with PMH or its affiliates) and may, among other things, be based on the size of an investor's or limited partner's investment in such fund(s) or affiliated investment entity, an agreement by an investor or limited partner to maintain an investment in such fund for a significant period of time, or other similar commitment by an investor or limited partner to such fund.

With regard to existing side letters and the Series A and Series B Preferred CRA Interests Certificates of Designation executed by Preferred CRA members, the provisions specifying investment priorities in CRA Investments previously have been applied. Under the terms of the Fund's operating agreement and Series A and Series B Preferred CRA Interests Certificates of Designation, the Fund is no longer obligated to replace such CRA Investments with new CRA Investments.

In the event that (i) an opportunity to invest in any individual investment is Suitable (as defined below) for more than one fund managed by Pembroke or its affiliates, Pembroke will offer such investment opportunity to each such fund, on a *pari passu* basis, or (ii) an opportunity to invest in any individual investment is suitable for the Funds on the one hand, and any other fund (including any other fund sponsored or managed by PMH or its affiliates), on the other hand, Pembroke will apportion such investment opportunity to the Fund and such other fund as co-investors, as determined by Pembroke in its sole discretion, and, except as provided in clauses (i) and (ii) above, neither Pembroke, PMH, nor any member, nor any of their respective members, partners, managers, directors, officers, shareholders, affiliates or employees, shall, to the fullest extent permitted by law, have any obligation to disclose or refer any opportunity to invest in an investment or other opportunity to PMH or any member thereof.

"Suitable" (or "Suitability") means, with respect to any proposed investment for which Suitability is proposed to be determined with respect to any fund, that (i) such investment is consistent with the purposes of such fund, (ii) such fund has sufficient funds to consummate such investment, (iii) such investment is consistent with any written investment guidelines of such fund, (iv) such investment is within the period for the making of capital contributions by investors in such fund, (v) the term of such investment is consistent with the term of such fund, including any extensions thereof, (vi) such investment is consistent with the anticipated current and prospective capital transactions with respect to the investments of such fund, (vii) such fund has access to financing sufficient to consummate such investment, (viii) such investment is advisable in light of the alternative investments under consideration by such fund, (ix) such investment's size is appropriate in light of the size of such fund's capitalization, (x) the cost of such investment is appropriate in light of the investment objectives of such fund, (xi) such investment is not inconsistent with the net worth and/or liquidity covenants to which such fund is subject, (xii) such investment is consistent with such fund's objectives with respect to "qualified investments" under the CRA or applicable CRA regulations, and (xiii) such investment is consistent with such other considerations as the manager determines to be reasonable.

## **Item 7 – Types of Clients**

As indicated above, PMH's only clients are the Funds, each of which is a domestic limited liability company pooled investment vehicle. The types of investors in the Fund are generally pension funds, commercial banks, investment banks, multi-strategy funds and high net worth individuals. The types of investors in the REIT Fund are generally high net worth individuals. Interests in the Funds may be purchased only by investors who qualify as "accredited investors" as defined in Regulation 501(a) of Regulation D under the Securities Act and as "qualified purchasers" as defined in Section 2(a)(51) of the 1940 Act. Except as otherwise consented to by the Manager, investors must meet the eligibility criteria set forth above and in the Funds' subscription documents. The Manager reserves the right to reject any subscription in its absolute, sole discretion. The minimum commitment for each Fund is \$1 million, which PMH may reduce at its own discretion.

It is Pembroke's policy not to disclose private information to any other party and to confirm that any personal information is adequately safeguarded. Individual investors will be given a Privacy Notice upon investing in the Funds, and material changes (if any) to Pembroke's privacy policy will be reflected in the Privacy Notice and will be distributed to investors on an annual basis, as necessary.

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

- A. PMH seeks to leverage the core competence of an experienced management team and resources of PMH to implement, in the view of PMH, a differentiated business strategy across the structured real estate debt and equity markets in order to provide risk-adjusted returns. The Fund’s principal investment strategy is to build upon the experience of PMH’s management team in providing capital to both private and public developers and owners of real estate and investing in structured real estate debt and equity products based on rigorous credit analysis and in applying proven financing techniques to enhance the returns generated from its investments. The Fund believes that the management team has an established network in the real estate and financial communities, including PMH’s relationship with a major investment manager (MIG Holdings, LLC (together with its affiliates, “**Mariner**”), which holds an indirect 28% interest in PMH), and expects such network to provide it with a significant source of attractive investment opportunities. PMH believes that the successful execution of its business plan depends upon demonstrable expertise in three key areas: (i) real estate credit underwriting, (ii) product origination, and (iii) asset and liability structuring. In building the Fund’s team, PMH has selected professionals with industry-recognized abilities in these three key areas. In addition, PMH has selected professionals who have worked together or collaborated with their respective counterparties for a number of years.

An important facet of strategy to include CRA Investments is its natural intersection with the base tenants of positive environmental, social and corporate governance investing or “**ESG**.” Certain investments may promote affordable rental housing, be located in governmentally identified redevelopment zones, create new jobs or might be LEED certified properties. As such, certain investments in the Fund have been accepted by the OCC as “Public Purpose Investments.”

- B. Investing in securities involves risk of loss that clients should be prepared to bear.

*Members holding Common Interests and Preferred CRA Interests are subject to investment and trading risks in general.*

All investments risk the loss of capital. No guarantee or representation is made that the Fund’s program will be successful, and investment results may vary substantially over time. The Fund’s investment program will utilize investment techniques such as futures, options, derivatives, margin transactions and short sales, which practices can, in certain circumstances, maximize the adverse impact to which the Fund may be subject.

*Interest rate fluctuations may cause losses.*

The Fund will bear interest rate exposure related to its mortgage backed securities and variable-rate debt, as well as its interest rate swaps and caps that the Fund primarily intends to utilize for hedging purposes. Changes in interest rates will affect the Fund’s net interest income, which is the difference between the interest income the Fund earns on its interest-earning investments and the interest expense the Fund incurs in financing these

investments. Changes in the level of interest rates also may affect the Fund's ability to originate and acquire assets, the value of the Fund's assets and the Fund's ability to realize gains from the disposition of such assets.

In a period of rising interest rates, the Fund's interest expense could increase, while the interest the Fund earns on its fixed-rate debt investments would not change. This would adversely affect the Fund's profitability. In addition, any increase in interest rates will increase the aggregate Series A Distributions (as defined below) payable by the Fund on its Series A Preferred CRA Interests (which are based on a variable rate). Any increase in the amounts payable on the Series A Preferred CRA Interests will reduce the current yield on the Common Interests. In addition, any subsequent series of Preferred CRA Interests issued by the Fund that are entitled to distributions based on variable rates will be subject to these same risks. Further, the yields on Preferred CRA Interests are subject to reset at the market rate on or about the fifth anniversary of the date of issuance of such Preferred CRA Interests. The rates at which the Preferred CRA Interests are reset could dramatically increase the Fund's cost of capital and thereby reduce the yield on the Common Interests.

The Fund's operating results will depend in large part on differences between the income from its assets, net of credit losses, and financing costs. The Fund anticipates that, in most cases, for any period during which its assets are not match-funded, the income from such assets will respond more slowly to interest rate fluctuations than the cost of its borrowings. Consequently, changes in interest rates, particularly short-term interest rates, may significantly influence the Fund's net income. Increases in these rates will tend to decrease the Fund's net income and market value of its assets. Interest rate fluctuations resulting in the Fund's interest expense exceeding interest income would result in operating losses for the Fund.

*The Common Interests are subordinate to the Series A Preferred CRA Interests and the Series B Preferred Interests.*

The Series A Preferred CRA Interests and Series B Preferred CRA Interests are senior to the Common Interests upon liquidation of the Fund. Accordingly, any losses suffered by the Fund would first be allocated to the Members holding the Common Interests. Only to the extent that there was insufficient capital contributed by Members investing in Common Interests to absorb such losses suffered by the Fund, will such losses erode the capital of the Members holding the Series A Preferred CRA Interests and the Series B Preferred CRA Interests. In addition, any subsequent series of Preferred CRA Interests issued by the Fund will be senior to the Common Interests upon liquidation of the Fund.

*The Fund will attempt to minimize risk by engaging in hedging transactions.*

The Fund may utilize financial instruments such as forward contracts, options, futures and swaps for hedging purposes or as part of its trading strategies. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Hedging transactions may also limit the opportunity for gain

if the value of the portfolio position should increase. The Fund's ability to invest in floating rate debt while incurring floating rate financing will substantially, or entirely, reduce the need to hedge against rate risk.

The success of the Fund's hedging transactions is subject to the movements in the direction of securities prices and interest rates. The degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary. The Fund may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss.

*The Fund's real estate investments are subject to risks particular to real property.*

The Fund will own assets secured by real estate and may own real estate directly. Real estate will be subject to various risks, including: (i) acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism, including the consequences of terrorist attacks, such as those that occurred on September 11, 2001; (ii) adverse changes in national and local economic and market conditions; (iii) changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances; (iv) costs of remediation and liabilities associated with environmental conditions such as indoor mold; and (v) the potential for uninsured or under insured property losses. If any of these or similar events occurs, it may reduce the Fund's return from an affected property or investment and reduce or eliminate the Fund's ability to make distributions to Members.

*The Fund's investments in subordinated mortgage backed securities will be subject to losses.*

In general, losses on an asset securing a mortgage loan included in a securitization will be borne first by the equity holder of the property, then by a cash reserve fund or letter of credit provided by the borrower, if any, and then by the "first loss" subordinated security holder. In the event of default and the exhaustion of any equity support, reserve fund, letter of credit and any classes of securities junior to those in which the Fund invests, the Fund may not be able to recover all of its investment in the securities it purchases. In addition, if the underlying mortgage portfolio has been overvalued by the originator, or if the values subsequently decline and, as a result, less collateral is available to satisfy interest and principal payments due on the related mortgage backed securities, the securities in which the Fund invests may effectively become the "first loss" position behind the more senior securities, which may result in significant losses to the Fund.

The prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly rated investments, but more sensitive to adverse economic downturns or individual issuer developments. A projection of an economic downturn, for example, could cause a decline in the price of lower credit quality securities because the ability of obligors of mortgages underlying mortgage backed securities to make principal

and interest payments or to refinance may be impaired. In such event, existing credit support in the securitization structure may be insufficient to protect the Fund against loss of the Fund's principal on these securities.

*The Fund may invest in first mortgage loans, and will face special risks relating to commercial mortgage loans.*

Commercial mortgage loans have certain distinct risk characteristics. Mortgage loans on commercial properties generally lack standardized terms, which may complicate their structure and increase due diligence costs. Commercial real estate properties tend to be unique and are more difficult to value than residential real estate properties. In addition, commercial real estate properties, particularly industrial and warehouse properties, are generally subject to relatively greater environmental risks than non-commercial properties and to the corresponding burdens and costs of compliance with environmental laws and other regulations.

Commercial mortgage loans also tend to have shorter maturities than residential mortgage loans and are generally not fully amortizing, which means that they may have a significant principal balance or "balloon" payment due on maturity. Mortgage loans with a balloon payment involve a greater risk to a lender than fully amortizing loans because the ability of a borrower to make a balloon payment typically will depend upon its ability either to fully refinance the loan or to sell the property securing the loan at a price sufficient to permit the borrower to make the balloon payment. The ability of a borrower to effect a refinancing or sale will be affected by a number of factors, including the value of the property, the level of available mortgage rates at the time of sale or refinancing, the borrower's equity in the property, the financial condition and operating history of the property and the borrower, tax laws, prevailing economic conditions and the availability of credit for loans secured by the specific type of property.

Commercial mortgage loans generally are non-recourse to borrowers. In the event of foreclosure on a Commercial mortgage loan, the value at that time of the collateral securing the mortgage loan may be less than the principal loan and the accrued but unpaid interest thereon.

Commercial mortgage loans are also subject to the effects of (i) the ability of tenants to make less payments, (ii) the ability of a property to attract and retain tenants, which may in turn be affected by local conditions such as oversupply of space or a reduction in demand for rental space in the area, the attractiveness of properties to tenants, competition from other available space and the ability of the owner to pay leasing commissions, provide adequate maintenance and insurance, pay tenant improvement costs and make other tenant concessions, (iii) interest rate levels and the availability of credit to refinance such loans at one prior to maturity, (iv) compliance with regulatory requirements and applicable laws, including environmental controls and regulations, and (v) increased operating costs, including energy costs and real estate taxes. Also, there may be costs and delays involved in enforcing rights of a property owner against tenants in default under the terms of leases with respect to commercial properties and such tenants may seek in protection of the

bankruptcy laws which can result in termination of lease contracts. In addition, while commercial properties generally will carry comprehensive liability and casualty coverage, such coverage may not provide full protection for the value of the underlying property and may not protect against all casualty losses, including damage due to floods, earthquakes, hurricanes and terrorism.

If the properties securing the mortgage loans do not generate sufficient income to meet operating expenses, debt service, capital expenditure and tenant improvements, the obligors under the mortgage loans may be unable to make payments of principal and interest in a timely fashion. Income from and values of commercial properties are also affected by such factors as the quality of the property manager, applicable laws, including tax laws, interest rate levels, the availability of financing for owners and tenants and the impact of and costs of compliance with environmental controls and regulations.

*The Fund may investment in mezzanine loans which involve greater risks of loss than senior loans secured by income producing properties.*

The Fund may invest in mezzanine loans that take the form of subordinated loans secured by second mortgages on the underlying property or loans secured by a pledge of the ownership interests of either the entity owning the property or a pledge of the ownership interests of the entity that owns the interest in the entity owning the property. These types of investments involve a higher degree of risk than long-term senior mortgage lending secured by income producing real property because the investment may become unsecured as a result of foreclosure by the senior lender. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, the Fund may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to satisfy the Fund's mezzanine loan. If a borrower defaults on the Fund's mezzanine loan or debt senior to the Fund's loan, or in the event of a borrower bankruptcy, the Fund's mezzanine loan will be satisfied only after the senior debt. As a result, the Fund may not recover some or all of its investment. In addition, mezzanine loans may have higher loan to value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal.

*Investments in military housing debt are subject to risks related to risks associated with military facilities and military bases.*

The Fund may invest in debt securities, the proceeds of which will finance military housing meant to address both the poor condition of government-owned military housing and the shortage of appropriate housing for the military. However, at any time, the U.S. government may close all or any part of a particular military base or deploy or reassign a large portion of the armed forces stationed at a particular military base. An issuer of debt securities financing such an affected military base will be at risk of defaulting on principal and/or interest payments due on such debt securities, and in no event will the U.S. government guarantee the payment of amounts due on such securities. Should the Fund invest in military housing debt related to a facility that suffers an occupancy shortage described above, the Fund may suffer the loss of much of its initial investment or



anticipated investment return. In addition, the heightened security policies and regulations affecting military bases may affect the completion of projects financed through the issuance of military housing debt securities and may render military housing financed through debt securities unattractive to potential tenants, in each case decreasing the ability of an issuer to make payments on such debt securities.

*The Fund's investments in unsecured REIT securities are subject to the risks of investing in subordinated real estate-related securities, which may result in losses to the Fund.*

REITs generally are required to invest substantially in operating real estate or real estate-related assets and are subject to the inherent risks associated with real estate-related investments discussed in this Private Placement Memorandum. The Fund's investments in TruPS and other REIT securities are also subject to the risks described herein with respect to mortgage-backed securities and similar risks, including (i) risks of delinquency and foreclosure, and the resulting risks of loss, (ii) the dependence upon the successful operation of and net income from real property, (iii) risks generally incident to interests in real property, and (iv) risks that may be presented by the type and use of a particular property. Unsecured REIT securities are generally subordinated to other obligations of the issuer and are not secured by property underlying the investment.

Investments in REIT securities are also subject to risks of: (i) limited liquidity in the secondary trading market, (ii) substantial market price volatility resulting from changes in prevailing interest rates, (iii) subordination to the prior claims of banks and other senior lenders to the issuer, (iv) the operation of mandatory sinking fund or call/redemption provisions during periods of declining interest rates that could cause the issuer to reinvest premature redemption proceeds in lower yielding assets, (v) the possibility that earnings of the REIT issuer may be insufficient to meet its debt service and dividend obligations and (vi) the declining creditworthiness and potential for insolvency of the issuer of such REIT securities during periods of rising interest rates and economic downturn. These risks may adversely affect the value of outstanding REIT securities and the ability of the issuers of such securities to repay principal and interest or make dividend payments.

*Preferred equity investments involve a greater risk of loss than traditional debt financing and specific risks relating to particular issuers.*

The Fund may invest in preferred securities (other than TruPS, but including those of REITs and real estate operating companies) depending upon the Fund's ability to finance such assets in accordance with its financing strategy. Preferred equity investments involve a higher degree of risk than traditional debt financing due to a variety of factors, including that such investments are subordinate to debt and are not secured by property underlying the investment. Furthermore, should an issuer of preferred equity default on the Fund's investment, the Fund would only be able to proceed against the issuer, and not the property owned by the issuer and underlying the Fund's investment. In most cases, a preferred equity holder has no recourse against an issuer for a failure to pay stated dividends; rather, unpaid dividends typically accrue and the preferred shareholder maintains a liquidation preference in the event of a liquidation of the issuer of the preferred securities. There can

be no assurance that an issuer would have sufficient assets to satisfy any liquidation preference to which the Fund may be entitled. As a result, the Fund may not recover some or all of its investments in preferred equity securities.

*Bridge loans will involve a greater risk of loss than traditional insured and investment grade mortgage loans.*

The Fund may provide bridge loans secured by first lien mortgages on a property to borrowers who are typically seeking short-term capital to be used in an acquisition and renovation of property. The borrower has usually identified an undervalued asset that has been under-managed and/or is located in a recovering market. If the market in which the asset is located fails to recover according to the borrower's projections, or if the borrower fails to improve the quality of the asset's management and/or the value of the asset, the borrower may not receive a sufficient return on the asset to satisfy the bridge loan, and the Fund bears the risk that the Fund may not recover some or all of the Fund's investment.

In addition, borrowers usually use the proceeds of a conventional mortgage to repay a bridge loan. Bridge loans therefore are subject to risks of a borrower's inability to obtain permanent financing to repay the bridge loan. Bridge loans are also subject to risks of borrower defaults, bankruptcies, fraud, losses and special hazard losses that are not covered by standard hazard insurance. In the event of any default under bridge loans held by the Fund, the Fund bears the risk of loss of principal and non-payment of interest and fees to the extent of any deficiency between the value of the mortgage collateral and the principal amount of the bridge loan. To the extent the Fund suffers such losses with respect to the Fund's investments in bridge loans, the value of the Fund may be adversely affected.

*The mortgage loans the Fund may invest in and the mortgage loans underlying the mortgage backed securities the Fund may invest in will be subject to delinquency, foreclosure and loss, which could result in losses to the Fund.*

Commercial mortgage loans are secured by multifamily or commercial property and are subject to risks of delinquency and foreclosure, and risks of loss that are greater than similar risks associated with loans made on the security of single-family residential property. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income-producing property can be affected by, among other things: tenant mix, success of tenant businesses, property management decisions, property location and condition, competition from comparable types of properties, changes in laws that increase operating expense or limit rents that may be charged, any need to address environmental contamination at the property, the occurrence of any uninsured casualty at the property, changes in national, regional or local economic conditions and/or specific industry segments, declines in regional or local real estate values, declines in regional or local rental or occupancy rates, increases in interest rates, real estate tax rates and other operating expenses, changes in governmental rules, regulations and fiscal policies,

including environmental legislation, acts of God, terrorism, social unrest and civil disturbances.

In the event of any default under a mortgage loan held directly by the Fund, the Fund will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on the Fund's cash flow from operations and limit amounts available for distribution to the Members. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Foreclosure of a mortgage loan can be an expensive and lengthy process which could have a substantial negative effect on the Fund's anticipated return on the foreclosed mortgage loan.

Commercial mortgage backed securities evidence interests in or are secured by a single commercial mortgage loan or a pool of commercial mortgage loans. Accordingly, the mortgage backed securities the Fund invests in are subject to all of the risks of the underlying mortgage loans.

*The Fund may invest in synthetic securities, which bear unique contractual, enforcement and other risks.*

The Fund may invest a limited portion of its assets (which, together with any assets located outside the United States (but not including synthetic securities utilized by the Fund for hedging purposes), from and after the first anniversary of the initial closing of commitments to purchase Preferred CRA Interests in the Fund, will not exceed 5% of the Fund's total net assets, as determined in good faith by PMH) in a wide range of synthetic securities that are structured to track the economic characteristics of direct ownership interests in assets in which the Fund otherwise intends to invest. The Fund will not have a contractual relationship with the reference obligor on the reference obligation. The Fund generally will have no right directly to enforce compliance by the reference obligor with the terms of the reference obligation and no rights of set-off against the reference obligor, nor will the Fund generally have any voting or other consensual rights of ownership with respect to the reference obligation. The Fund will not directly benefit from any collateral supporting the reference obligation and will not have the benefit of the remedies that would normally be available to a holder of such reference obligation. In addition, in the event of the default or insolvency of the synthetic security counterparty, the Fund will not have any claim of title with respect to the reference obligation. Consequently, the Fund will be subject to the credit risk of the synthetic security counterparty as well as that of the reference obligor.

*The Fund may invest in tender option bonds, or put options.*

The Fund may invest in tender option bonds, or put options, and utilize such vehicles for financing purposes. If a tender option bond, or a put option, that is purchased by the Fund

is not sold or expires when it has remaining value, or if the value of the individual or basket of securities underlying the options remains above the exercise price of the options at expiration, the Fund will lose its entire investment in the tender option bond. Also, when a tender option bond is purchased to hedge all or part of the Fund's debt investments, the price of the tender option bond may move more or less than the value of the Fund's debt investments.

*The Fund may invest in total rate of return swaps and credit default swaps, which involve significant market and counterparty risks.*

The Fund may invest in total rate of return swaps and utilize such vehicles for financing purposes. Total return swap transactions involve risks that are similar to those of interest rate swaps, and also involve additional risks. The total rate of return of a basket of securities on which the swap is based may exhibit substantial volatility and in any given period may be positive or negative. In the event the total rate of return is negative and the Fund is receiving the total rate of return of that basket of securities in its part of the swap agreement, the Fund would be required to make a payment to the counterparty in addition to that required on the other, generally floating rate, part of the swap agreement. Also, unusual market conditions affecting the basket of securities on which the swap is based may prevent the total rate of return from being calculated, in which case other provisions in the swap agreement may be invoked which could cause the Fund to lose some of the anticipated benefit from the swap, or otherwise reduce the Fund's return.

The Fund may enter into credit default swap contracts for investment and financing purposes. As the seller in a credit default swap contract, the Fund would be required to pay the par (or other agreed-upon) value of a referenced debt obligation to the counterparty in the event of a default by a third party, such as a U.S. or foreign corporate issuer, on the debt obligation. In return, the Fund would receive from the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no default occurs, the portfolio would keep the stream of payments and would have no payment obligations. As the seller, the Fund would be subject to investment exposure on the notional amount of the swap. The Fund may also purchase credit default swap contracts in order to hedge against the risk of default of debt securities held in its portfolio, in which case the Fund would function as the counterparty referenced above. This would involve the risk that the investment may expire worthless and would only generate income in the event of an actual default by the issuer of the underlying obligation (as opposed to a credit downgrade or other indication of financial instability). It would also involve the credit risk that the seller may fail to satisfy its payment obligations to the Fund in the event of a default.

*The Fund will lose money on its repurchase transactions if the counterparty to the transaction defaults on its obligation to resell the underlying security back to the Fund at the end of the transaction term, or if the value of the underlying security has declined as of the end of that term or if the Fund defaults on its obligations under the repurchase agreement.*

When the Fund engages in a repurchase transaction, the Fund will generally sell securities to the transaction counterparty and receive cash from the counterparty. The counterparty is obligated to resell the securities back to the Fund at the end of the term of the transaction. Because the cash the Fund receives from the counterparty when it initially sells the securities to the counterparty is less than the value of those securities, if the counterparty defaulted on its obligation to resell the securities back to the Fund, the Fund would incur a loss on the transaction equal to the difference between the value of the securities and the amount the Fund received from the transaction counterparty. The Fund would also lose money on a repurchase transaction if the value of the underlying securities has declined as of the end of the transaction term, as the Fund would have to repurchase the securities for their initial value but would receive securities worth less than that amount. Any losses incurred on the Fund's repurchase transactions could adversely affect its earnings, and thus the Fund's returns to the Members. If the Fund defaults on one of its obligations under a repurchase transaction, the counterparty can terminate the transaction and cease entering into any other repurchase transactions with the Fund. In that case, the Fund would likely need to establish a replacement repurchase facility with another repurchase dealer in order to continue to leverage its portfolio and carry out its investment strategy. There is no assurance the Fund would be able to establish a suitable replacement facility.

*Prepayment rates can increase, adversely affecting yields on the Fund's investments.*

The value of the Fund's assets may be affected by prepayment rates on mortgage loans. Prepayment rates on mortgage loans are influenced by changes in current interest rates and a variety of economic, geographic and other factors beyond the Fund's control, and consequently, such prepayment rates cannot be predicted with certainty. In periods of declining mortgage interest rates, prepayments on mortgage loans generally increase. If general interest rates decline as well, the proceeds of such prepayments received during such periods are likely to be reinvested by the Fund in assets yielding less than the yields on the assets that were prepaid. In addition, the market value of the mortgage assets may, because of the risk of prepayment, benefit less than other fixed-income securities from declining interest rates. Conversely, in periods of rising interest rates, prepayments on mortgage loans generally decrease, in which case the Fund would not have the prepayment proceeds available to invest in assets with higher yields. Under certain interest rate and prepayment scenarios the Fund may fail to recoup fully its cost of acquisition of certain investments.

*The Fund may be adversely affected by unfavorable economic changes in geographic areas where the properties underlying its investments may be concentrated.*

Adverse conditions in the areas where the properties underlying the Fund's investments may be located (including business layoffs or downsizing, industry slowdowns, changing demographics and other factors) and local real estate conditions (such as oversupply of, or reduced demand for, office and industrial properties) may have an adverse effect on the value of the Fund's future properties. A material decline in the demand or the ability of tenants to pay rent for office and industrial space in these geographic areas may result in a material decline in the Fund's cash available for distribution to Members.

*A prolonged economic slowdown, a lengthy or severe recession or declining real estate values could harm the Fund's operations.*

PMH believes the risks associated with its business will be more acute during periods of economic slowdown or recession if these periods are accompanied by declining real estate values. Declining real estate values will likely reduce the Fund's level of new mortgage loan originations, since borrowers often use increases in the value of their existing properties to support the purchase or investment in additional properties. Further, declining real estate values significantly increase the likelihood that the Fund will incur losses on its loans in the event of default. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect both the Fund's net interest income from loans in its portfolio as well as Pembroke's ability to originate, sell and securitize loans, which would significantly harm its revenues, results of operations, financial condition, business prospects and the Fund's ability to make distributions to its Members.

*The Fund intends to utilize leverage to enhance its returns.*

The Fund intends to utilize leverage to increase potential returns to its Members and to finance its portfolio of investments. Without regard to any leverage included in any collateralized debt obligation or other long-term financing sponsored by the Fund, the Fund intends to target debt-to-equity ratios of less than 1:1, but may utilize up to 5:1, depending on the characteristics of its portfolio, subject to the limitations on leverage described below under the caption "*Investment Strategies and Policies – Investment Restrictions*". Loans generally may be obtained from securities brokers and dealers or from other financial institutions, and will be secured by securities or other assets of the Fund pledged to such institutions. Borrowing will tend to magnify the profits or losses of the Fund. The level of interest rates at which the Fund can borrow will affect the operating results of the Fund, and the terms of any refinancing will not be as favorable as the terms of the debt being refinanced. If securities pledged to brokers to secure the Fund's margin accounts decline in value, the Fund could be subject to a "margin call," pursuant to which the Fund must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to pay off its margin debt, and cash flow from operations may not be sufficient to make required payments of principal and interest, resulting in the loss of some or all of the Fund's assets to foreclosure or sale in order to satisfy debt obligations. The Fund may be required to dedicate a substantial portion of its cash flow from operations to payments on its debt, thereby reducing funds available for operations and capital expenditures, future business opportunities or other purposes. The use of leverage could adversely affect the Fund's ability to make distributions to Members and the Net Asset Value of the Fund

*The Fund may not be able to access financing sources on favorable terms, or at all, which could adversely affect the Fund's ability to execute the Fund's business plan.*

The Fund intends to finance its assets over the long term through a variety of means, including repurchase agreements, credit facilities, and other structured financings. The Fund's ability to execute this strategy will depend on various conditions in the markets which are beyond its control, including lack of liquidity and greater credit spreads. The Fund cannot assure you that these markets will remain an efficient source of long-term financing for its assets. If the Fund's strategy is not viable, the Fund will have to find alternative forms of long-term financing for its assets, as secured revolving credit facilities and repurchase facilities may not accommodate long-term financing. This could subject the Fund to more recourse indebtedness and the risk that debt service on less efficient forms of financing would require a larger portion of the Fund's cash flows, thereby reducing cash available for distribution to the Members, funds available for operations as well as for future business opportunities.

*If credit spreads widen before the Fund obtains long-term financing for its net assets, the value of its net assets may suffer.*

The Fund intends to price its net assets based on its assumptions about future levels of credit spreads for longer term fixed rate financing of those assets. The Fund expects to obtain longer term financing for these assets at a spread over a certain benchmark, such as the yield on United States Treasury bonds, swaps, or LIBOR. If the spread that investors will pay over the benchmark widens and the rates the Fund charges on its loans or the income the Fund generates from its other assets are not increased accordingly, the Fund may experience a material adverse effect on its income and, therefore, experience a reduction in the economic value of the assets that the Fund has originated or acquired.

*The Fund expects many of its investments to be illiquid and the Fund may not be able to vary the Fund's portfolio in response to changes in economic and other conditions.*

The real estate securities that the Fund purchases in connection with privately negotiated transactions will not be registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or other disposition except in a transaction that is exempt from the registration requirements of, or is otherwise in accordance with, those laws. Certain mortgage backed securities and REIT securities and all of the B-Notes that the Fund intends to purchase will be traded in private, unregistered transactions and will therefore be subject to restrictions on resale or otherwise have no established trading market. As a result, the Fund's ability to vary the Fund's portfolio in response to changes in economic and other conditions may be relatively limited. The Fund may not be readily able to dispose of non-publicly traded securities, and in some cases, may be contractually prohibited from disposing of such securities for a specified period of time. The mezzanine and bridge loans the Fund will originate will be particularly illiquid investments due to their short life, their unsuitability for securitization and the greater difficulty of recoupment in the event of a borrower's default. In addition, an exchange or regulatory authority may suspend trading in a particular security or contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. Illiquid investments may require a significant amount of time from the date of initial investment before disposition. Sales of such illiquid investments may not be

possible and, if possible, may be at substantial discounts from cost. Furthermore, redemptions of Common Interests are subject to significant restrictions and limitations.

*The Fund depends upon the current interpretation of the CRA and other banking regulations and the applicable regulations thereunder.*

Changes in the laws and regulations related to the CRA or other banking laws and regulations, and the interpretation of such laws and regulations, could impede the Fund's ability to realize its investment objectives. CRA regulations heavily influence the ability of financial institutions to originate investments qualifying under the CRA. Changes to the CRA or its related regulations, or to other banking laws and regulations affecting the Fund's bank investors, could interfere with the Fund's ability to meet its investment objectives.

*The Fund may target investments with unfavorable or below-market yields or returns in order to make CRA Investments available to Members holding its Preferred CRA Interests.*

Each investment by the Fund is subject to an identical due diligence process. In order to make CRA Consideration available to Members holding its Preferred CRA Interests, the Fund will target investments that it believes are more likely than not to receive positive consideration under the CRA. In doing so, the Fund may decide that it is in the best interest of the Fund and the Members holding Preferred CRA Interests to pay premiums for such CRA Investments. Although the Fund intends to target the most attractive available CRA Investments, it is possible that such investments may result in reduced yields or returns to the Fund, or yields that are not as favorable as comparable investments that are not CRA-eligible.



## **Item 9 – Disciplinary Information**

- A.** Neither Pembroke, nor any of its partners, officers or principals have been involved in any investment-related criminal or civil actions in a domestic, foreign or military court.
- B.** Neither Pembroke, nor any of its partners, officers or principals have been involved in any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority.
- C.** Neither Pembroke, nor any of its partners, officers or principals have been involved in any self-regulatory organization proceedings.

## Item 10 – Other Financial Industry Activities and Affiliations

- A. Neither PMH nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither PMH nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Pembroke and related entities invest, on behalf of their clients, in and originates commercial real estate debt to finance all parts of a capital structure from first mortgages, mezzanine, bridge loans and commercial mortgage-backed securities, as well as preferred equity and loans for real estate operating companies.

PMH also has a relationship with Mariner through its indirect ownership of PMH. Through its affiliation with PCM and Mariner, PMH has several related persons. A full list of those persons can be found on Schedule D of PCM's Form ADV.

Mariner Group Capital Markets, Inc. ("**MGCM**") and its registered representatives, who are also employees of Mariner Investment Group, LLC have an indirect financial interest in the distribution of the securities offered for sale by the Funds. Pembroke has also retained, or may retain, the services of non-affiliated third-party placement agents that are financially incentivized to make investment recommendations. Notwithstanding the potential conflicts of interest referenced above, please note that all remuneration paid to MGCM or any other third-party placement agent shall be paid by Pembroke and NOT Fund investors.

The Funds may enter into arrangements whereby its affiliated broker-dealer, Mariner Group Capital Markets, Inc., and certain of its registered representatives (hereinafter collectively referred to as "**MGCM**"), will act as the marketing agent (e.g., placement agent, finder, solicitor, etc.) for the Funds in the placement of Interests. Pursuant to such arrangements, if any, the Funds may pay to MGCM, or such other placement agents as Pembroke may engage, a placement fee with respect to Interests placed by MGCM or other placement agent. The Advisory Fee payable to PMH will be reduced to the extent of such placement fees are paid by the Funds. The Members will not be subject to the payment of sales commissions or additional compensation to MGCM, or any other third party placement agent, as a result of any such placement arrangements. Pursuant to such arrangements, if any, MGCM registered representatives are acting solely and exclusively on behalf of the Funds, and not on behalf any Member or prospective Member. More specifically, MGCM registered representatives, in their capacity as marketing agents and to the extent of such arrangements are acting solely as "finders", and do not and will not, among other things, carry any customer or other account, or receive or hold money or others assets of a referred investor or any other person. MGCM is a registered limited purpose broker-dealer and generally serves as placement agent in private offerings and does not execute any trades on behalf of PMH (the Managing Member), the Funds, or any of its client accounts.

Side Letters. As mentioned above in Item 6, PMH has the discretion to enter into side letters with prospective or existing investors or limited partners. Side letters have been or will be entered into with certain investors in the Funds to achieve investment objectives consistent with the Funds' investment strategy and with such investors' desire to invest in assets that will, more likely than not, qualify for CRA Consideration in specified geographic areas.

An important part of the Funds' strategy is to include in their investments certain real estate debt and, to a lesser extent, preferred equity associated with underserved property types and markets that benefit from regulatory advantages, such as low and moderate income housing and commercial, retail and other property types in low and moderate income areas. This may present certain regulatory advantages regarding interests in the Funds that are subject to the **CRA**. Property types are primarily multifamily, office and retail, and a portion of these investments could bring new capital to community development and generate positive consideration ("**CRA Consideration**") the under CRA investment test ("**CRA Investments**"). The Adviser may enter into side letters which delineate specific investment qualifications based on CRA Investments or specific investment criteria (self-delineated assessment areas) or capital earmarks for specific CRA Investments. The presence of such side letters and the investment qualifications and investment criteria they contain may influence the Adviser to consider investments that may not have otherwise been considered for the portfolio. Side letters may also contain most favored nation provisions under which certain members of the Funds are guaranteed the same rights as members making capital commitments equal to or less than the investor entering into the side letter.

Relying Advisers. PMH, PCIM, PCIM III and PCIM IV (each, a "**Relying Adviser**" and, collectively, "**Relying Advisers**") serve as manager, managing member or investment manager with respect to one or more Pembroke clients. While PCM and the Relying Advisers have been organized as separate legal entities, they collectively conduct a single investment advisory business. Accordingly, each Relying Adviser relies and/or will rely on PCM's investment adviser registration instead of separately registering as an investment adviser with the SEC under the Advisers Act. To rely on PCM's registration, (i) the Relying Adviser, its employees and persons acting on its behalf will be "persons associated with" and "supervised persons" (as each term is defined in the Advisers Act) of PCM, (ii) any investment advisory services will be subject to PCM's supervision and control, (iii) any investment advisory functions will be subject to the Advisers Act and the rules and regulations thereunder, and (iv) the activities and books and records of the Relying Adviser will be subject to inspection and examination by the SEC. Each Relying Adviser will be subject to PCM's compliance policies and procedures and, except as the context otherwise requires, any reference in this brochure to Pembroke and/or PCM includes both PCM and the Relying Advisers. PCM has disclosed in the Miscellaneous Section of Schedule D of Part 1A of its Form ADV that PCM and each of the Relying Advisers are together filing a single Form ADV in reliance upon guidance expressed in a SEC no-action letter.

PMH has a relationship with The Back Office Services Group, LLC ("**BOSG**"), which provides administrative services to the Funds. BOSG is a subsidiary of MIG Holdings,

LLC, and is therefore considered an affiliate of Pembroke. Pembroke and MIG Holdings, LLC have entered into a joint support services agreement whereby BOSG provides certain support services to the Funds and PMH and its affiliates. Services provided by BOSG under the agreement include certain back office administration and accounting services.

BOSG receives fees from the Funds for such services. Although such fees were not negotiated at arm's-length, Pembroke believes the fees are reasonable in relation to the services provided and consistent with prevailing charges from third party providers of the same services. PMH may terminate its relationship with BOSG as necessary and employ another affiliated or unaffiliated entity to perform such services.

- D.** PMH does not recommend or select other investment advisers for its clients.

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

A. Pembroke has adopted a code of ethics as required by Rule 204A-1 under the Investment Advisers Act. The code of ethics requires employees to conduct business with the highest ethical standards and always put the client interests above the interests of themselves and restricts them from purchasing securities in which their clients may invest. It requires employees to report any violations immediately to the Chief Compliance Officer. It also addresses:

- Employee personal trading including:
  - Reporting personal securities transactions
  - Preclearance of certain transactions
  - Annual reporting of securities holdings
- Limits and reporting requirements on gifts and entertainment
- Limits and reporting requirements for political contributions
- Employees are required to acknowledge receipt of the code
- Electronic Communication and Social Media Policy

A copy of the code of ethics is available upon request.

Pembroke has adopted other policies to protect the interest of its clients and prevent violations of applicable laws as required by Rule 206(4)-7 under the Investment Advisers Act (“**Rule 206(4)-7**”). In accordance with Rule 206(4)-7, Pembroke reviews these policies and procedures no less frequently than annually to ascertain their effectiveness and determine whether they are being adequately followed.

**B-D.** Compensation of the investment professionals for PMH generally consists of salary, discretionary bonus and may, but do not currently, receive a percentage of the incentive fee earned by PMH.

MGCM and its registered representatives, who are also employees of Mariner Investment Group, LLC have an indirect financial interest in the distribution of the securities offered for sale by the Fund. Pembroke has also retained, or may retain, the services of non-affiliated third-party placement agents that are financially incentivized to make investment recommendations. Notwithstanding the potential conflicts of interest referenced above, please note that all remuneration paid to MGCM or any other third-party placement agent shall be paid by Pembroke and NOT Fund investors.

PMH, Pembroke nor any such related persons do not invest in the same securities that PMH recommends to clients. PMH, Pembroke nor any such related persons do not buy or sell the securities for their own that are recommended to, or bought/sold on behalf of clients.

## **Item 12 – Brokerage Practices**

- A.** This policy is not related to the selection of real estate brokers from whom Pembroke may receive opportunities to invest in real estate loans, as such transactions are concluded directly with the respective borrowers and are not subject to such brokers' ability to process such transactions or dependent on such brokers' financial strength. However, it is Pembroke's intention at all times to work with proven and reputable real estate brokers. PMH does not currently engage in trading transactions on behalf of the Fund or utilize the services of broker-dealers for transaction related services. In the event PMH were to select or recommend broker-dealers for Fund transactions, PMH would seek best execution of transactions and allocate transactions to broker-dealers for execution on markets/exchanges and at prices and commission rates that in PMH's good faith judgment are in the best interest of the Fund. PMH does not enter into any agreement with any broker/dealer to obtain any research from third party providers or from the broker/dealer in exchange for agreeing to direct a certain level of commissions to that broker or dealer.

PMH does not consider any client referrals when selecting broker/dealers.

Merrill Lynch, a minority shareholder of PMH, may provide brokerage services to the Fund and may participate in brokerage commissions paid by the Fund subject to best execution.

- B.** PMH can aggregate the purchase or sale of securities for client accounts via co-investment as discussed above in Item 6.

### **Item 13 – Review of Accounts**

- A.** Senior management of Pembroke engages in ongoing surveillance of the holdings and investments made by the Fund. Management receives weekly and quarterly reports to assist them in the management of the Fund's assets which includes a summary of all investments.
- B.** Management also performs ad hoc testing to confirm that the Fund's investments are within the parameters set by the Fund.
- C.** PMH provides reports to Fund investors quarterly and may provide interim reports as well.

#### **Item 14 – Client Referrals and Other Compensation**

- A.** Pembroke does not receive an economic benefit from any non-client source with respect to providing investment advice or other advisory services to its clients.
- B.** Neither Pembroke nor any of its related persons directly or indirectly compensates any person who is not a Pembroke supervised person for client referrals.

MGCM and its registered representatives, who are also employees of Mariner Investment Group, LLC have an indirect financial interest in the distribution of the securities offered for sale by the Fund. Pembroke has also retained, or may retain, the services of non-affiliated third-party placement agents that are financially incentivized to make investment recommendations. Notwithstanding the potential conflicts of interest referenced above, please note that all remuneration paid to MGCM or any other third-party placement agent shall be paid by Pembroke and NOT Fund investors.



## Item 15 – Custody

PMH is deemed to have a form of custody of the Fund’s assets due to the ability to deduct fees from the Fund, even though indirectly through the administrator.

Unless otherwise approved by Pembroke’s CEO or his designee, Fund assets (funds or securities) will be custodied with qualified custodians (collectively, the “**Custodians**”). The Custodians will hold the assets either (i) in a separate account under the client’s name; or (ii) in an account containing only the client’s assets under Pembroke’s name, as agent or trustee for the client.

Pembroke has consulted with counsel and concluded that loan agreements and promissory notes for the benefit of Pembroke’s clients are not required to be custodied with the Custodians. It is Pembroke’s policy to hold such agreements and notes in a secured, fire-proof location within Pembroke’s offices. Certain of these agreements may be used as collateral to finance certain investments made by PMH on behalf of the Fund. In such event, the lenders, which are U.S. commercial banks, normally will require that they physically hold the agreements until such time as the financing is repaid in full.

As required by the Custody Rule, since PMH’s clients are solely private funds, an annual audit of the Funds is conducted by an independent public accountant that is subject to inspection by the Public Company Accounting Oversight Board. Additionally, the Funds’ financial statements will be prepared in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”), and distributed within 120 days of the fiscal year-end. These reports will be in written form and clients should carefully review those statements.

**Item 16 – Investment Discretion**

PMH has full discretion over the Funds' transactions, and client directed brokerage is not permitted.

## **Item 17 – Voting Client Securities**

**A&B.** PMH generally does not invest in equity securities that regularly vote shares. However, PMH has adopted a proxy policy should a proxy vote arise or to handle any class actions. Should any matters arise that require a vote of the holders of any securities held by the Funds, senior management of Pembroke would review the issue or issues to be voted on and cast their votes in the best economic interest of the Funds. A copy of the proxy voting policy and a record of all votes cast by PMH on behalf of the Funds, may be obtained by mailing the request to the attention of Robert Hellman at Pembroke Capital Management LLC, 485 Madison Avenue, 22nd Floor, NY, NY 10022 or emailing the request to [rhellman@pembrookgroup.com](mailto:rhellman@pembrookgroup.com).

**Item 18 – Financial Information**

Not applicable.