

Item 1 – Cover Page

Eightfold Real Estate Capital, L.P.

Disclosure Brochure

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This brochure (this “Brochure”) provides information about the qualifications and business practices of Eightfold Real Estate Capital, L.P. (“Eightfold” or the “Company”). If you have any questions about the contents of this Brochure, please contact us at rwolpert@eightfoldcapital.com or by calling (305) 503-4054. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about Eightfold is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Item 2 – Material Changes

Eightfold’s most recent annual update to Part 2 of Form ADV was made in March 2018. Since our last annual update, Eightfold has not made any material changes to this Brochure. However, please review this Brochure carefully and in its entirety for general updates, particularly those made under Investment Strategies, Method of Analysis, and Risk of Loss.

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Item 4 – Advisory Business

Eightfold, a Delaware limited partnership organized in March 2012, is primarily owned (70%) and controlled by SW7 Partners, L.P. which is owned by: Robert Cherry, Larry Golinsky, Isaac Pesin, Ronald E. Schrager, Brian A. Tageson, Kevin W. Wodicka, and Randolph J. Wolpert (collectively the “Principals”). Four private funds managed or formed by Abrams Capital Management, L.P. (“Abrams”), own the remaining interest (30%) in Eightfold.

Eightfold currently provides discretionary investment advisory services and management services to eight private pooled investment vehicles: Eightfold Real Estate Capital Fund I, L.P. (“Fund I”), Eightfold Real Estate Capital Fund II, L.P. (“Fund II”), Eightfold Real Estate Capital Fund III, L.P. (“Fund III”), Eightfold Real Estate Capital Fund IV L.P. (“Fund IV”), Eightfold Real Estate Capital Fund V L.P. (“Fund V”, and collectively with Funds I-IV, the “CMBS Funds”) and Eightfold Opportunity Fund I, L.P. (“Opportunity Fund I”) (f/k/a/ Eightfold Structured Real Estate Fund I, L.P.), Eightfold Opportunity Fund II, L.P. (“Opportunity Fund II”) (f/k/a Eightfold Structured Real Estate Fund II, L.P.) and Eightfold Opportunity Fund III, L.P. (“Opportunity Fund III”, and collectively with Opportunity Funds I-II, the “Opportunity Funds”). The CMBS Funds and the Opportunity Funds are referred to herein individually as a “Fund” and collectively as the “Funds”. The investors in Fund I and Fund II are Principals, Eightfold key employees and Abrams entities, and the investors in Opportunity Fund I and Opportunity Fund II are Principals and Abrams entities. In addition, Opportunity Funds I-II and Funds I-IV are closed and are no longer in their investment period.

The Funds invest primarily in commercial real estate debt products and commercial real estate. Fund V invests solely in commercial mortgage-backed securities (“CMBS”), primarily below investment grade and unrated CMBS. Opportunity Fund III invests primarily in real estate and non-CMBS real estate related products. Eightfold does not generally provide advice with respect to other types of investments. In addition, Eightfold provides investment advice directly to the Funds, and does not tailor advisory services to the individual needs of the limited partners of the Funds.

The Company has approximately \$1,242 million of Regulatory Assets under Management as of December 31, 2018.

Item 5 – Fees and Compensation

Compensation received by Eightfold is comprised primarily of management fees based on (1) committed capital during the investment period of a Fund and (2) a percentage of the invested capital after the investment period has ended. Management fees may vary by Fund. See each Fund’s offering documents for specific fee information.

Each Fund typically pays an Eightfold affiliate serving as General Partner an incentive distribution once the amounts distributed to limited partners equal their capital contribution plus a specified preferred return. See Fund offering documents for specific incentive fee structures.

Eightfold may waive or reduce the management and/or incentive fee for certain investors, primarily those affiliated with Eightfold and certain other investors.

In addition to the management fee and incentive allocation discussed above, the Funds are typically responsible for fees and expenses relating to, among other things

- organizational expenses including travel, legal, accounting, filing and other expenses in connection with the offer and sale of interests in the Funds (in some cases with a cap);
- all costs incurred by the Fund, the General Partner or the Manager that are related to the Fund's operations, including but not limited to
 - Management Fee and other costs and out of pocket expenses related to Investment opportunities, regardless of whether consummated
 - Costs and expenses related to the acquisition, ownership, management, operation, financing, hedging or sale of investments, including travel expenses.
 - Costs and expenses related to meetings with or reporting to limited partners
 - Fees and expenses for accounting, auditing, research, consulting, insurance and legal services, including fees and expenses paid to outside accountants, appraisers, insurance brokers, legal or insurance service providers and other agents and consultants
 - Costs related to risk management services and insurance for the Fund, including insurance to protect the Fund, the General Partner, the Manager and the Limited Partners in connection with the performance of activities related to the Fund
 - Subject to the terms of the Fund's governing documents, costs relating to the Fund's indemnification, including costs of any litigation and any judgments or settlements payable in connection therewith
 - Extraordinary expenses associated with the operation of the Fund and its investment activities (e.g., litigation expenses associated with third party litigation)
 - Interest on, and fees and expenses arising out of, all borrowings of the Fund
 - Out-of-pocket charges and expenses for administering the Fund to the extent that such charges relate to services provided by third-parties, including maintaining the Fund's general ledger, investment reporting, preparing the Fund's financial statements, tax returns and reports to Partners, Schedule K-1 and performing insurance and legal services
 - Expenses incurred in connection with liquidating the Fund
 - Costs associated with making, monitoring, managing or disposing of Investments, including travel expenses
- all other expenses not specifically provided for that are incurred by Eightfold or its affiliated General Partner in connection with organizing any subsidiary, operating the Fund, or performing the duties of the General Partner other than (i) ordinary and usual office overhead expenses, furniture, fixtures and office equipment of Eightfold or the affiliated General Partner, and (ii) compensation of the employees of Eightfold or the affiliated General Partner.

Please see each Fund's offering documents for specific details regarding applicable Fund expenses.

To the extent that there are expenses attributable to Eightfold and one or more Funds, expenses will be allocated in a manner that is demonstrably fair and that is consistent with disclosures and Eightfold internal policy, which specifies that shared expenses be allocated based upon the service and its utility to each applicable Fund, taking into account each Fund's investment strategy and whether or not a Fund is within its investment period. Annually, Eightfold reviews and if necessary, adjusts, the allocations as needed.

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

As indicated in the **Fees and Compensation** section above, an Eightfold affiliate serves as the general partner to each Fund and charges fees that are based on the realized gains of Fund assets. Compensation, returns and incentives to members of the management team may vary from fund to fund, and the management team members' investment outlook, strategy and tolerance may be impacted by such differences. Although specific fee rates vary, the fee structures for each of the Funds are similar, thus minimizing the risk that one or more Funds may receive favorable treatment in order to maximize income earned by the Company.

Further, generally only one Fund with a specific investment strategy will be in its investment period at any given time, further minimizing the risk that Eightfold would favor one Fund over another.

Item 7 – Types of Clients

Eightfold provides investment advisory services to the Funds, which are exempt from registration as “investment companies” under the Investment Company Act, as amended (the “Company Act”).

The Funds’ investors are primarily “qualified purchasers”, as defined in the Company Act, and may include, among others, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, limited partnerships and limited liability companies.

The offering documents for each Fund set minimum amounts for investment by prospective investors. Eightfold has waived, and reserves the right to modify or waive, the minimum new investment commitments for the Funds from time to time.

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

The CMBS Funds:

The following relates primarily to Fund III, Fund IV and Fund V (each referred to in this section as a “Fund”) which are Eightfold’s largest funds in terms of assets and invest in CMBS. Only Fund III, Fund IV and Fund V contain investors other than Abrams, Eightfold Principals and Eightfold key employees and only Fund V is in its investment period.

Eightfold will attempt to maximize returns and mitigate risk in its transactions through intensive due diligence prior to the acquisition of its target investments, followed by thorough and disciplined management of assets after they are acquired. Eightfold’s credit analysis prior to the acquisition of investments is based on an extensive underlying property and loan level due diligence process. The Funds typically invest in CMBS which are bonds backed by pools of commercial loans.

Underwriting

Eightfold, utilizing both internal and contracted resources conducts independent analyses of loan models and expected cash flows in order to arrive at independent cash flow and value for each underlying asset. Each investment is evaluated based on Eightfold’s review of the underlying assets and potential investments may be renegotiated or restructured in order to meet Eightfold’s underwriting and return criteria.

Control

Eightfold’s typical CMBS investment affords it the right to control certain decisions on each underlying loan as the representative of the controlling class in the CMBS transaction (“Controlling Class”). Eightfold conducts, on behalf of the Funds, ongoing active investment management process through its loan surveillance effort in order to identify future risks in each CMBS pool. Additionally, the Principals have substantial experience in working out loans, and as Controlling Class representative, have the ability to appoint the special servicer (who is responsible for managing loans that go into default or become delinquent during their term or at maturity) and oversee the activities of the special servicer which it believes may positively influence the recovery rate on the underlying commercial mortgage loans, enhancing returns for its investors.

Material Risks of Significant Investment Strategies

The risk factors summarized below include examples of material risks generally relating to the CMBS Funds and the Opportunity Funds. The following is a brief summary of certain risks related to Eightfold's investment strategies and the investments made pursuant thereto and does not purport to be a complete list or explanation of the risks involved in an investment in any Fund. The offering materials and/or governing documents of each Fund will typically include a more detailed summary of material risks applicable to such Fund and its investment strategy and structure, as applicable, and should be read in conjunction with the discussion of risks below.

General Risks Related to the CMBS Funds and the Opportunity Funds

- ◆ **Risk of Loss.** Acquiring an interest in a Fund involves a number of risks. An investment in a Fund involves a substantial degree of risk, may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in the Fund. No guarantee or representation is made that any Fund will achieve its investment objective or that limited partners will receive a return of their capital.

All investing involves a risk of loss and the investment strategy offered by Eightfold could lose money over short or even long periods. However, please see each Fund's offering documents for additional detailed information regarding the risk factors relating to that Fund.

- ◆ **Environmental Risks on Real Estate.** In the event the Fund owns or becomes an owner of real estate, through purchase, foreclosure or otherwise, the Fund may be exposed to risk of loss from environmental claims arising with respect to such real estate, and the potential losses may exceed the Fund's investment therein. Additionally, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition and that could not have been foreseen.
- ◆ **Hedging Transactions.** The Funds may, but are not obligated to, utilize financial instruments to hedge certain of its investments and the interest rate risk associated therewith. There can be no assurance that a Fund will hedge when appropriate or choose the correct hedge if it does hedge. The use of hedging transactions involves certain risks, including: (i) the possibility that the market will move in a manner or direction that would have resulted in gain for a Fund had a particular hedging transaction not been utilized, in which case a Fund's performance would have been better had the Fund not engaged in the hedging transaction; (ii) the risk of imperfect correlation between the risk sought to be hedged and the hedging instrument used; and (iii) potential illiquidity for the hedging instrument used, which may make it difficult or costly for the Fund to close-out or unwind a hedging transaction. The Fund's ability to hedge may be constrained by the requirements of CFTC Rule 4.13(a)(3) (which imposes certain limitations on an investment vehicle's ability to utilize commodities, including interest rate swaps) in connection with the Fund's exemption from registration with the CFTC.

Risks Related to the CMBS Funds

- ◆ **Risks Relating to CMBS.** The Structured Finance Securities in which the Funds may invest are expected to consist of CMBS that are secured by Commercial Mortgage Loans having a multi-family or commercial use, such as shopping malls, other retail space, office buildings, industrial or warehouse properties, hotels, self-storage, parking lots, nursing homes and senior living centers. In addition to the risks described above, the Commercial Mortgage Loans underlying CMBS are subject to particular risks, including lack of standardized terms, shorter maturities than residential mortgage loans and payment of all or substantially all of the principal only at maturity rather than through regular amortization of principal. Additional risks may be presented by the type and use of a particular commercial property (e.g., hospitals, nursing homes, hospitality properties and certain other property types). Commercial

property values and net operating incomes are subject to volatility, which may result in the net operating income becoming insufficient to cover debt service on the related mortgage loan. The Fund may purchase CMBS backed by a trust that includes one or more loans whose proceeds were used to repay a loan in a CMBS trust owned by another Fund, the repayment of which may positively impact the other Fund. The Fund may purchase CMBS backed by a trust containing a loan whose borrower is directly or indirectly owned by an Opportunity Fund.

- ◆ **Third-Party Servicer.** Most investments will comprise securities collateralized by pools of loans or receivables for which certain management functions - such as, for example, payment collection and deposit, escrow and impound collections, lender consents, record-keeping or reporting with respect to payment collections and deposits - are performed by asset servicers, including master services and special servicers. In the event that a servicer for one of the Fund's assets experiences operational or financial difficulties, the Fund's investment could experience asset deterioration or payment delay, reduction or suspension, thereby compromising the asset's value. Servicers may, with or without the consent of the Controlling Class representative, take unilateral actions on loans that could negatively affect the loan's performance.
- ◆ **Special Servicer.** The Fund, by virtue of its designation as the Controlling Class representative, has discretion to designate a trust's special servicer. The special servicer's contractual responsibility is to the trust and typically must seek the Controlling Class representative's approval for certain actions on loans. Although the Fund may have the right to appoint the trust's special servicer and may have limited rights to consult with, and direct or approve certain servicing actions of, the servicer or special servicer appointed pursuant to the related senior debt, such rights will terminate if the principal balance of the Fund's investment in the b-piece is reduced below a specified percentage of its initial principal balance, as the result of principal write-downs or appraisal reductions. Thus, while a reduction in the value of the face of the bond held by a Fund would have an adverse effect on the Fund's investment, the shifting of the Fund's right to appoint the special servicer to a more senior debt holder could also result in an adverse effect on the Fund's investment.
- ◆ **Conflicts of Interest Relating to Special Servicers.** By virtue of their various contractual obligations, conflicts may occur between the special servicer and the applicable Fund/Controlling Class. Special servicers are an important deal source for Opportunity Funds and a CMBS Fund may appoint a special servicer with which it has other business relationships, including instances where the special servicer has acted as seller of a loan or REO asset to an Opportunity Fund. As long as the special servicer is meeting its contractual obligations, it could agree to sell a loan or REO asset to an Opportunity Fund which could result in a principal loss to the trust and thus impact the Fund's holdings. Eightfold has adopted policies and procedures specifying how it chooses special servicers and may consider deal flow when appointing a special servicer.
- ◆ **Subordination of Investments Generally.** Certain investments will be in subordinated CMBS. These investments will generally be subordinated to the senior obligations of the underlying property or issuer, either contractually or inherently due to the nature of the securities. In addition, these securities may have limited liquidity. Adverse changes in an underlying borrower's financial condition and/or in general economic conditions may impair the ability of the borrower to make payments on the subordinated securities and cause it to default more quickly with respect to such securities than with respect to the borrower's senior obligations.
- ◆ **Risks Inherent in Investing in Subordinate CMBS.** Below-investment grade CMBS support and are subordinate to the higher rated senior securities in the CMBS transaction. Please see *Subordination of Investments* above.

The Fund will attempt to underwrite its investments on a "loss-adjusted" basis, which projects a certain level of performance. However, there can be no assurance that this underwriting will accurately predict the timing or magnitude of such losses. To the extent that this underwriting has incorrectly anticipated

timing or magnitude of losses, limited partners may be exposed to low or negative returns. The Fund anticipates that some mortgage loans will default. Under such circumstances, cash flows of investments held by the Fund will be adversely affected since any reduction in the mortgage payments or principal losses on liquidation of any mortgage loan are applied first to the most subordinate class outstanding of each CMBS transaction. Additionally, actions taken by the master servicer or special servicer with or without the Fund's consent may impact an asset's default and loss risk.

- ◆ ***Special Risks Relating to Commercial Mortgage Loans. Commercial Mortgage Loans underlying CMBS*** 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.
- ◆ ***Conflicts of Interest Involving the Opportunity Funds.*** In certain circumstances, a defaulted asset in a CMBS trust where one Fund owns bonds may be an appropriate investment for an Opportunity Fund. If such asset is purchased by an Opportunity Fund without being exposed to the market it could disadvantage the CMBS Fund if the CMBS trust does not receive the best price causing the Fund-owned bonds to receive less cash than it would have had the asset been sold at a higher price. Conversely, if the Opportunity Fund pays a price greater than would have been received had the asset been exposed to the market, the Fund-owned bonds would receive more cash thus advantaging the CMBS Fund to the detriment of the Opportunity Fund.

In connection with any such transactions, Eightfold and its affiliates may have a potentially conflicting division of loyalties and responsibilities regarding the participating Opportunity Fund and the CMBS Fund. Any such transactions will be effected in accordance with fiduciary requirements, applicable law, the terms of the governing documents of the affected Funds and Eightfold's conflicts of interest policies and procedures.

Additional details about the methods of analysis, investment strategies, and risks associated with the CMBS Funds are set forth in each CMBS Fund's offering memorandum.

Risks Related to the Opportunity Funds

- ◆ ***High-Risk Investments.*** Security for an Opportunity Fund's assets may include distressed commercial properties, mortgages, liens on high-risk collateral, or notes or pledges made by high-risk borrowers, including sub-prime and non-performing loans. Such assets generally carry below-investment grade credit ratings, or are not rated at all. These assets and/or the loans underlying these types of assets may be in default or may have a greater than normal risk of future defaults, delinquencies, bankruptcies or fraud losses.
- ◆ ***Maintenance and Repair.*** An Opportunity Fund may, in certain instances, be responsible for structural repairs, improvements, upgrades and general maintenance of real property. The expenditure of any sums in connection therewith beyond those budgeted will reduce the cash available for distribution and may require the Opportunity Fund to cover deficits resulting from the operation of a property.
- ◆ ***Insurance; Casualty Losses; Uninsurable Losses.*** With respect to the mortgages on commercial properties ("Commercial Mortgage Loans") in which an Opportunity Fund invests, the applicable lenders may require that borrowers obtain and maintain customary liability and casualty insurance for the properties that serve as collateral for such loans. However, there can be no assurance that insurance will be available or sufficient to cover any such risks.

- ◆ ***Third-Party Involvement.*** Some of an Opportunity Fund's investments may be made as a partner or in joint venture with the seller of an asset, an affiliate of the seller, an investor unaffiliated with the Fund or its affiliates, or other persons. These investments may involve risks not inherent in other types of investment vehicles, including, for example, the possibility that such third-party entities may become insolvent and bankrupt, have economic or business interests or goals inconsistent with those of the Opportunity Fund or otherwise be in a position to take action inconsistent with the Fund's objectives, desires or policies. Actions taken by bankrupt entities could subject the Fund to liabilities larger than, or other than, those anticipated.
- ◆ ***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.
- ◆ ***Investment in Troubled Assets.*** The Opportunity Funds may hold or make investments in non-performing or other distressed debt interests, including sub-prime and non-performing loans, which are secured directly or indirectly by real estate. By nature, these assets and/or the loans underlying these types of assets have a greater than normal degree of financial risk and there can be no assurance that an Opportunity Fund's rate of return objectives will be realized or that there will be any return of capital from such investments.
- ◆ ***Market Risk; Downturn in the Real Estate Industry.*** The performances of certain of the Opportunity Funds' investments are vulnerable to downturns in various economic environments. U.S., regional or local economic declines may negatively affect the payments of borrowers or the performance of real estate assets. The prices for investment sales, and the prices, terms and conditions for investment refinancing may be threatened by unanticipated declines in various economic environments – thereby reducing or extinguishing anticipated returns of capital and internal rates of return.
- ◆ ***Real Estate Capital Markets.*** The real estate capital markets are dynamic, continually evolving and impacted by many variables, including those highlighted in "Market Risk; Downturn in the Real Estate Industry" above. The Fund's strategy, targeted investments, targeted portfolio composition and targeted returns were formulated based on the current environment at the launch of the Fund. The real estate capital markets, financing techniques and products are likely to materially change over the term of the Fund, and adapting to such changes and/or the General Partner's inability to successfully adapt the Fund to some or all of such changes may negatively impact the performance of the Fund.
- ◆ ***Conflicts of Interest Involving the Opportunity Funds.*** As discussed above, the Opportunity Fund may purchase assets from a trust controlled by a CMBS Fund which could positively affect the CMBS trust to the detriment of the Opportunity Fund. In connection with any such transactions, Eightfold and its affiliates may have a potentially conflicting division of loyalties and responsibilities regarding the participating Opportunity Fund and the CMBS Fund. See "Conflicts of Interest Involving the Opportunity Funds" above.

The Opportunity Fund may also obtain a CMBS loan from a lender with whom Eightfold has other business relationships and that loan may be contributed to a CMBS trust owned by a CMBS Fund (or may have committed to purchasing) bonds. The loan terms could negatively impact the performance of the Opportunity Fund.

Any such transactions will be effected in accordance with fiduciary requirements, applicable law, the terms of the governing documents of the affected Funds and Eightfold's conflicts of interest policies and

procedures. Additional details about the methods of analysis, investment strategies, and risks associated with the Opportunity Funds are set forth in each Opportunity Fund's offering memorandum.

Item 9 – Disciplinary Information

Eightfold and its management personnel have not been involved in any legal or disciplinary events in the past ten years that would be material to a client or investor's evaluation of the Company or its management personnel.

Item 10 – Other Financial Industry Activities and Affiliations

As mentioned in **Advisory Business** above, Eightfold is partially-owned by private funds managed by Abrams. In addition, Abrams owns a significant partnership interest in Fund III, Fund IV, Fund V, and Opportunity Funds I, II and III as a limited partner. While Abrams does not play an active role on Eightfold's investment management or in its day-to-day operations, Eightfold's management team may nonetheless be influenced by Abrams' equity stake in Eightfold and its significant capital commitments across all of the Funds. Eightfold also manages other pools of capital, some of which may hold interests which are not completely aligned with the interests of Fund III, Fund IV or Fund V, including for example securities of a different seniority to those held within the same issuance by Fund III, Fund IV or Fund V. While the rights and obligations of the different securities are typically governed by and put in place at the time of initial issuance of such securities, direct or indirect conflicts of interest may nonetheless be present or arise as between Fund III, Fund IV or Fund V and Eightfold's management of Funds I, II, III, IV and V and capital managed on behalf of Abrams. Abrams is not required to refrain from taking action for the funds it manages that may favor those funds at the expense of Eightfold Funds. In addition, should there be adverse developments relating to Abrams, whether or not related to Eightfold or a Fund, or an adverse development in the relationship between Abrams and Eightfold, this could adversely affect a Fund with respect to its reputation, finances, resources or otherwise.

Eightfold organizes and sponsors the Funds. Affiliated entities of Eightfold serve as the general partners of, and control, the Funds. Eightfold or its affiliated entities are responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds' investment activities.

Eightfold Real Estate Advisors LLC, ("Advisors") a wholly-owned subsidiary of Eightfold, acts as a consultant on various real estate matters including, but not limited to, advising borrowers, owners and/or investors on restructuring loans. Presently Advisors is no longer active and has no plans to become active in the foreseeable future; when it was active only a limited subset of Eightfold Principals performed work for Advisors.

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

Code of Ethics and Personal Trading

Eightfold permits its employees to engage in personal securities transactions. To avoid any potential conflicts of interest involving personal trades, Eightfold has adopted a Code of Ethics ("Code"), which includes policies and procedures relating to insider trading and personal securities transactions. Eightfold's Code requires, among other things, that the Company's employees comply with the spirit and the letter of the federal securities laws and the rules governing the capital markets. Employees are expected to adhere to the

highest standards of care with respect to any potential conflicts of interest with the Funds and/or Fund investors and may not benefit at the expense of a client.

Eightfold's Code also requires employees to: (1) pre-clear certain personal securities transactions, (2) report personal securities transactions on at least a quarterly basis, and (3) provide Eightfold with a detailed summary of holdings (both initially upon commencement of employment and annually thereafter) over which the employee has a direct or indirect beneficial interest.

A copy of Eightfold's Code will be provided to any investor upon request. Please contact the CCO, Randolph Wolpert at rwolpert@eightfoldcapital.com or (305) 503-4054 to request a copy of the Code.

Participation or Interest in Client Transactions

Eightfold generally does not recommend to clients, or buy or sell for client accounts, securities in which the Company or a related person has a material financial interest. However, as mentioned above under **Other Financial Industry Activities and Affiliations**, other Funds managed by Eightfold may hold interests which are not completely aligned with the interests of Fund III, Fund IV or Fund V, including for example securities of a different seniority to those held within the same issuance by the Fund(s). While the rights and obligations of the different securities are typically governed by and put in place at the time of initial issuance of such securities, direct or indirect conflicts of interest may nonetheless be present or arise as between one Fund and Eightfold's management of another Fund and/or capital managed on behalf of Abrams.

Item 12 – Brokerage Practices

Eightfold engages in very few public securities transactions on behalf of the Funds given the Company's focus on real estate investments and CMBS in particular. However, as part of its duty to clients, Eightfold has an obligation to seek the best price and execution of transactions when Eightfold is in a position to direct brokerage transactions. To the limited extent Eightfold transacts in securities it intends to select brokers based upon the broker's ability to provide best execution for the Funds (that is, it seeks the best net price considering all relevant circumstances). Eightfold is generally authorized to make the following determinations, subject to the Fund's investment objectives and restrictions, without obtaining prior consent from the relevant Fund or any of their limited partners: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions. In the event that the Company's strategy results in more active trading in Fund portfolios, Eightfold will consider implementing a more formal execution review process.

Eightfold intends to acquire CMBS from private originators of, or investors in, mortgage loans, including mortgage bankers, commercial banks, finance companies, investment banks and other entities. Wherever possible, Eightfold seeks to engage sellers in negotiated transactions rather than to enter into competitive bid situations. In the Opportunity Funds, Eightfold sources deals on its own directly with buyers, also preferably not in competitive bidding situations and also sources deals via a network of owners and operators around the country with specific expertise in different regions and/or property types.

Typically Eightfold, even when it sources deals directly, will not operate real property on its own and will work with operating partners to lease, manage and/or asset manage real properties. If necessary, Eightfold can take on the role of asset manager and directly employ a leasing and managing agent. Furthermore, in cases where Eightfold purchases a note secured by real property, it may directly service that loan or oversee a third-party servicer. Regardless of whether Eightfold is involved in day-to-day oversight of the asset, Eightfold will retain certain control rights over major decisions, including but not limited to budget approval, execution of major leases, and decisions regarding capital events (i.e., sale or refinancing).

In the unlikely event of an error in the investment or trading process, Eightfold shall takes steps to ensure that the error is corrected as soon as possible, and with as minimal an impact to the Funds as possible. Absent willful misconduct, fraud, gross negligence, or bad faith, Funds will not be reimbursed should there be a loss as a result of a trade or investing error. The Chief Compliance Officer (“CCO”), in conjunction with the other Principals, shall determine the appropriate course of action with respect to any trade or investing errors.

Eightfold will not enter into formal soft dollar arrangements, but may receive products or services from originators and other counterparties, including capital introduction services, that to the best of the Company’s knowledge are generally made available to all institutional clients doing business with these counterparties. These products and services are made available to Eightfold on an unsolicited basis and without regard to transaction costs paid by the Funds or the volume of business the Company directs to these counterparties. Eightfold does not consider client referrals when selecting a counterparty.

Eightfold’s policy if it manages two open funds with the same investment objectives (i.e., completing investing one fund while another fund has closed and is beginning its investment period) is to allocate the investment first to the older fund at an amount equal to the lesser of 49% or the remaining uninvested capital with the newer fund offered the balance (which by definition cannot be less than 51%), provided the older fund has invested or reserved at least 80% of the total capital commitments. However, in certain situations, new fund documentation may contain definitive language governing its ability to accept the offered investment. For example, the new fund may be prohibited from accepting investments during a specific timeframe or investments that have certain characteristics, such as pre-risk retention investments. If the older fund has not invested at least 80% of the total capital commitments, the older fund will be allocated 100% of any investment until such time that it reaches the 80% threshold.

Item 13 – Review of Accounts

The Funds’ investments are subject to regular review by investment personnel. The investment decision-making process generally includes informal, collaborative discussions on an ongoing basis. The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the Fund review process is not directed toward a short term decision to dispose of securities.

Eightfold provides each limited partner with audited financials of the Fund in which they invest within 120 days following the end of the fiscal year of the applicable fund, and annual tax information for the completion of income tax returns. Quarterly unaudited financials along with an estimated valuation of the fund’s assets are also provided. In addition, a monthly summary report of investments is provided.

Item 14 – Client Referrals and Other Compensation

Eightfold does not compensate any third party for client or investor referrals.

Eightfold may enter into one or more arrangements pursuant to which the Adviser or its designee will share certain servicing fees from special servicers or other service providers on investments in which the Funds purchase securities (“Shared Fees”). In such cases, the Shared Fees are generally expected to be paid 50% to Eightfold and 50% to the Fund. Certain limited partners of the Funds may opt to offset their management fees with their pro rata share of the fees earned in these situations.

With approval from a Fund’s Advisory Committee, the General Partner of a Fund may be entitled to receive transaction fees, such as acquisition, disposition, financing, breakup fees or other similar fees in connection

with the operation of the Fund. All such fees received by the General Partner from third parties, after reimbursement of any related Partnership Expenses incurred by the General Partner or Eightfold, shall be offset against the management fee payable to Eightfold.

Item 15 – Custody

Eightfold has the ability to direct the actions of the Funds, including the ability to access and direct the flow of the Funds' cash and securities. As a result, Eightfold is deemed to have custody of client assets.

The Company does not take or maintain physical custody of the Funds' cash or securities, and conducts all business operations in such a way that Fund cash and securities, other than privately offered securities, are preserved in the safekeeping of independent qualified custodians. Fund investors will not receive statements from such custodians. Rather, each Fund is subject to an annual audit and audited financial statements shall be distributed to each limited partner of the Funds. The audited financial statements will be prepared in accordance with generally accepted accounting principles and will be distributed within 120 days of each Fund's fiscal year end.

Item 16 – Investment Discretion

As outlined in Fund offering documents and investment management agreements, Eightfold has full discretionary authority over each of the Funds. As permitted by a Fund's Limited Partnership Agreement, Eightfold may agree with investors in the Funds to waive or modify the application of any provision of the investment terms applicable to such investor in a "side letter" or in any other manner, without obtaining the consent of any other investors in such Fund.

Item 17 – Voting Client Securities

The Funds primarily make investments that typically do not issue proxies. In the rare instance that Eightfold should receive a proxy (or exercise equivalent rights, such as Controlling Class representative consent rights), Eightfold will vote each proxy in accordance with its duty to the Funds. However, Eightfold does not abide by any specific proxy voting instructions conveyed by an limited partner with respect to the Funds' securities.

The Company's complete proxy voting policy and procedures and proxy voting record are available to investors upon request. Please contact Randolph Wolpert, the CCO, at rwolpert@eightfoldcapital.com or (305) 503-4054 with any questions or to obtain a copy of these documents.

Eightfold generally does not participate in class actions on behalf of the Funds.

Item 18 – Financial Information

Eightfold has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.