

Walton Street Capital, L.L.C.

Part 2A of Form ADV

The Brochure

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Item 1. Cover Page

This investment adviser brochure (“Brochure”) provides information about the qualifications and business practices of Walton Street Capital, L.L.C. (together with its relying advisers, “Walton Street”). If you have any questions about the contents of this Brochure, please contact us at 312-915-2800. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Walton Street is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

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

Item 2 Material Changes

Walton Street filed its most recent Brochure on March 31, 2024. This other than annual amendment updates the description of certain of the business practices of Walton Street and its affiliates. Specifically, Items 5 and 14 were updated to describe expanded organizational and offering expenses and other costs, fees and expenses paid by the Funds. Items 4, 5, and 12 were updated to reflect the sale of Walton Street Capital Mexico, S. de R.L. de C.V., a former subsidiary of Walton Street, and certain of its related affiliates.

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Item 4 Advisory Business

Walton Street Capital, L.L.C. was founded in 1994 and is owned by Walton Capital Advisors, L.P. As of September 30, 2024, affiliates of Walton Street managed \$11,750,502,342 on a gross basis, which includes each investment vehicle’s net asset value, allocable share of debt on underlying investments and, with respect to vehicles meeting the definition of private fund, remaining commitments able to be called.

Walton Street provides investment advisory services to investment vehicles or entities (each a “Fund” and collectively, the “Funds”) that primarily invest in equity and/or debt interests in real estate-related assets and real estate operating companies. Walton Street also provides advisory services for certain entities and has provided and may in the future provide sub-advisory services for certain entities. Walton Street has affiliated entities that serve as the general partner, manager or investment adviser, as applicable (each, a “General Partner” and collectively, the “General Partners”), to each respective Fund, and such affiliated entities generally are deemed registered

under the Advisers Act pursuant to Walton Street's registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner, which together operate as a single advisory business together with Walton Street. Each Fund generally will be managed by its respective General Partner, although for certain structures, a Walton Street affiliate may provide discretionary or non-discretionary investment advice. For ease of reference, Walton Street and any General Partner to a Fund are referred to, collectively, throughout this Brochure as "Walton Street", unless the context otherwise requires. The words "include," "includes" and "including" shall be deemed to be followed by the phrase "without limitation" if such phrase is not already present.

Walton Street is responsible for identifying investment opportunities for the Funds, as well as facilitating the acquisition, monitoring and disposition of each of the Funds' investments. Walton Street provides investment advice to the Funds (not to Fund investors), but feeder or parallel Funds may be created for investors as described below. Walton Street seeks to tailor its advisory services to the individual needs of each Fund, in accordance with the investment objectives, strategies and limitations (if any) described in each Fund's respective offering documents and limited partnership agreement or other governing agreement (each, a "Governing Agreement" and collectively "Governing Agreements"). A Governing Agreement includes as to any particular investor any side letter or similar agreement (collectively, "Side Letters") that has been entered into between such investor and the applicable Fund and/or General Partner.

The Funds are organized as Delaware limited partnerships, Delaware limited liability companies, Cayman Islands exempted limited partnerships, Luxembourg limited partnerships or other similar entities established under the laws of other jurisdictions. Certain Funds are organized into a structure comprised of parallel Funds, which may include entities formed for investors to invest through such parallel Funds (collectively, "Parallel Funds"). The Parallel Funds include feeder and other entities formed to facilitate certain investors' investment into one or more of such Parallel Funds. Parallel Funds generally invest in assets side-by-side based upon capital commitments (or in the case of perpetual life vehicles, based on net asset value) and the relevant General Partner may invest through such Parallel Funds or related entities, in whole or in part, to satisfy Walton Street's sponsor commitment to the relevant Fund. Generally Parallel Funds are established to accommodate particular compliance, legal, regulatory, tax or other needs of certain investors and may be organized in a variety of jurisdictions. Parallel Funds may contain different terms and conditions than other Parallel Funds within the same Fund structure. The term Fund or Funds includes any Parallel Funds, as applicable. In addition, Walton Street may consider the formation of Funds or other structures including but not limited to separate accounts and management agreements, which do not violate the Governing Agreements of other Funds.

Certain Funds advised by Walton Street are subject to regulation in jurisdictions outside the United States, and in certain jurisdictions (including the European Union), Walton Street for regulatory reasons has retained an unaffiliated Alternative Investment Funds Manager to provide certain advisory services, to the extent required. Although this Brochure generally discusses matters that apply generally to all of Walton Street's Funds, local regulatory requirements, market practices or contractual conditions may result in different treatment for these regulated entities. Accordingly, we encourage investors in such Funds to consult the Governing Agreements for their Fund for additional information.

Sidecars and Co-Investment Opportunities

Walton Street may provide certain investors the right to participate in a separate pooled investment vehicle (“Sidecar”) for the purpose of participating in certain co-investment opportunities or other joint investments with a particular Fund. Investors may make a commitment to a Sidecar, when made available, the amount of which will be determined in Walton Street’s discretion. Other terms with regard to a Sidecar are defined in the Governing Agreements of the relevant Sidecar.

The Governing Agreements for certain Funds also provide terms by which the partners may be allowed to co-invest with that Fund in real estate assets. Those terms generally provide investors that have made specified minimum commitments (which vary by Fund), the General Partner, its affiliates and other investors in certain cases (“Co-Investment Partners”) with the potential right to invest alongside a Fund in an investment that, because of certain investment limitations, lack of available capital, applicable law or Fund objectives (such as diversification requirements), limit the amount such Fund would otherwise invest in such investment as determined in good faith by Walton Street in its sole discretion. To the extent Walton Street elects to offer any opportunity to co-invest with a Fund to the partners of that Fund (including affiliates of Walton Street) rather than third parties, Walton Street must offer any such co-investment opportunity to such Co-Investment Partners pursuant to the terms of such Fund’s Governing Agreements, which generally provide such opportunities to be offered first to the Co-Investment Partners pro rata. If after giving effect to such offers, additional interests in the relevant co-investment opportunity remain available, subject to any legal, tax, regulatory, timing or similar considerations, Walton Street may offer such co-investment opportunity to the relevant General Partner, its affiliates, limited partners and any other individual or entity on terms and conditions, with the exception of fees payable thereunder, no more favorable than the terms and conditions offered to the Co-Investment Partners. The Governing Agreements of a Fund may provide different provisions relating to co-investment opportunities than those described above, including allowing the applicable General Partner to allocate co-investment opportunities to such parties as such General Partner determines in its discretion. Additionally, co-investment agreements generally contain terms customary for joint investments, including without limitation provisions related to management rights, defaults and capital calls. Walton Street is subject to conflicts of interest in exercising its discretion with regard to the determination of when to offer a co-investment opportunity to Co-Investment Partners or third parties or with regard to allocating co-investment opportunities not taken by Co-Investment Partners.

From time to time, Walton Street will be presented with investment opportunities that would be suitable or appropriate not only for a Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of Walton Street. In determining which investment vehicles should participate in such investment opportunities, Walton Street and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Investments by more than one client of Walton Street in an asset may also raise the risk of using assets of a client of Walton Street to support positions taken by other clients of Walton Street.

Joint Investments with Third Parties

Walton Street may invest assets of a Fund in other entities or pooled investment vehicles that specialize in particular real estate investments. Through these types of investments, investors may bear two layers of fees and/or incentive compensation that include fees and/or incentive

compensation paid to the sponsor and/or managing entity of the vehicle and/or another participant in such vehicle. Such entities and other pooled investment vehicles are generally managed by unaffiliated third-party managers; however, typically Walton Street would also have certain management rights that may include, without limitation, approvals over major decisions.

Under certain circumstances Walton Street provides certain services, which may include administrative, accounting, advisory, management, development, construction, leasing, property management and/or sales management services, to such entities or pooled investment vehicles, and/or engages in service provider relationships with such entities, their affiliates or persons associated with any of them. In certain instances passive investors other than Fund investors may be admitted to such pooled investment vehicles that are partially owned by a Fund and that specialize in particular real estate investments. See Item 5 below for a description of other services provided by Walton Street that are paid for by certain Funds.

Real Estate-Related Services

In addition to the foregoing activities, Walton Street has provided and may in the future provide real estate consulting, monitoring and reporting services to third parties. As part of these services, Walton Street has assisted and may assist in the evaluation of a real estate or real estate-related investment (whether debt, equity or otherwise), or monitor and report on the real property that serves as collateral for debt issued in public markets.

Consultants

Walton Street may use consultants in connection with the provision of certain services. Such consultants can include former employees or part-time employees or current but inactive partners of Walton Street. Consultants may be engaged on a non-exclusive basis and may pursue other real-estate opportunities without a requirement to pursue such opportunities through Walton Street. Former employees or current but inactive partners who are consultants will generally be paid by the applicable Fund(s) for their services and will be reimbursed for expenses as provided in a Fund's governing agreements. Third-party consultants are generally an expense of a Fund.

Item 5 Fees and Compensation

Fees are determined and assessed in a manner specific to each Fund. Affiliates of Walton Street generally make a substantial capital commitment to certain Funds and typically pay no or reduced management fees, acquisition fees or incentive compensation, as applicable, in respect of such commitment. For the specific fees charged by any specific Fund, please refer to the Governing Agreements for such Fund. The applicable General Partner in its discretion may waive or defer the obligation of any investor to pay or bear all or any portion of such fees and/or incentive compensation and/or may rebate or offer no or reduced fees and/or incentive compensation or alternative fee structures to any investor, including those investors that participate in early closings of a Fund or that have a historical relationship with Walton Street, or based upon an investor's

commitment amount or other factors. From time to time, Walton Street pays fees to third party feeder fund sponsors for providing various services to their investors. Investors in a Sidecar, co-investment vehicle or other account generally pay reduced or no fees and/or incentive compensation. Investors in perpetual life vehicles generally pay fees and/or incentive compensation in a manner that differs from how fees and incentive compensation are generally calculated in Walton Street's closed end vehicles (e.g., management fees in such vehicles generally are calculated based on net asset value and incentive compensation may be calculated based on total performance including unrealized appreciation relative to certain indices or relative to a hurdle rate, which may be subject to a specified high water mark).

1. Management Fees

Certain Funds or investors in such Funds pay management fees, quarterly in arrears, in an amount equal to up to 0.375% of the average daily balance of the investors' net invested capital for such quarter, or 1.50% per annum as described in the applicable Governing Agreements. Certain investors in a perpetual life vehicle pay management fees, quarterly in arrears, in an amount up to the product of (i) such investor's pro rata share (according to the number of units in such vehicle held by each such investor) of the net asset value of such vehicle for the fiscal quarter ended immediately prior to such payment date (the "Applicable Fee NAV") multiplied by (ii) (A) 0.25% for the portion of such Applicable Fee NAV less than \$50 million, (B) 0.225% for the portion of such Applicable Fee NAV equal to or greater than \$50 million but less than \$100 million, (C) 0.2125% for the portion of such Applicable Fee NAV equal to or greater than \$100 million but less than \$200 million and (D) 0.20% for the portion of such Applicable Fee NAV equal to or greater than \$200 million.

The Funds formed to invest primarily in real estate debt and real estate-related debt investments (each, a "Debt Fund" and collectively, "Debt Funds") pay management fees, quarterly in arrears, generally in an amount equal to up to 0.3125% or 0.375% of the average daily balance of the investors' net invested capital for such quarter, or 1.25% or 1.50% per annum; provided that certain investors in a perpetual life Debt Fund pay management fees, after the end of each fiscal quarter, an amount equal to such investor's pro rata share, based on percentage interests, of 0.25% on the net asset value of such Debt Fund as of the last day of the fiscal quarter ended immediately prior to such payment date. A Fund formed as a Parallel Fund within a Debt Fund to facilitate the private placement of interests to certain investors who are "accredited investors" ("Debt Fund-A") pays management fees, quarterly in arrears, generally in an amount equal to 0.375% of the aggregate amount subscribed for by investors (and, after the commitment period, 0.375% of the average daily balance of the net invested capital (as specifically defined in the Governing Agreements of Debt Fund-A) for such quarter, or 1.50% per annum. In addition to a rate differential, because Debt Fund-A's management fees are based on the aggregate amount subscribed for by investors, which is determined and funded upfront, Debt Fund-A will pay proportionately greater management fees than the other Parallel Funds within the Debt Fund. Investors in a Sidecar, co-investment vehicle or other account pay such fees as are determined at the time such investment is offered as more specifically described in the Governing Agreements for such Sidecar, co-investment vehicle or other account; any such entity that pays management fees in advance will receive a prorated reimbursement in the event the relevant Governing Agreement is terminated during the relevant period, if and to the extent provided in the Governing Agreement. For such purposes, net invested

capital may include amounts recycled or reinvested in accordance with the terms of the Governing Agreements of the Funds, as well as certain borrowings, as described herein and in the Governing Agreements. Funds may also charge management fees based on capital commitments instead of net invested capital for certain periods of time (e.g., during such Fund's investment period). Funds may be required to satisfy certain requirements in order to receive management fees (including achieving certain financial performance for one or more assets held by the Fund).

The Funds generally utilize a revolving line of credit, secured by the limited partners' commitments to each respective Fund. In accordance with the Funds' Governing Agreements, the line of credit provides liquidity to fund investments, as well as providing working capital. From time to time, the line of credit generally is utilized in lieu of making capital calls to the limited partners, including for purposes of making investments or paying for fees, costs or expenses, including fees, costs or expenses of, or reimbursements to, a General Partner or its affiliates. Certain of the Funds calculate asset management fees based on net invested capital (as defined in each respective Fund's Governing Agreements), which generally is comprised of the limited partners' capital contributions and the outstanding line of credit balance. There may be instances whereby the line of credit has been drawn to pay for working capital items, including asset management fees and acquisition fees (and other fees, costs or expenses of, or reimbursements to, a General Partner or its affiliates), which in turn generally increase the fees due (and interest paid on the line of credit) based on the net invested capital computation described above. However, there is no difference (either an increase or decrease) in the computation of net invested capital whether the line of credit is used, or whether the capital is called from the limited partners.

For purposes of calculating net invested capital and/or fees under certain applicable Governing Agreements, net invested capital is reduced by the portion of capital commitments relating to Fund assets that are subject to a disposition (other than as a result of a refinancing). Walton Street generally may determine, in its sole discretion, whether and to what extent a disposition has occurred for such purpose with respect to a Fund asset ("Investment") as a result of a partial sale, exchange or other disposition of an Investment, and with respect to any disposition of a portion of an Investment, the amount of capital contributions attributable thereto. Walton Street considers various factors in making such determination, including but not limited to (i) the materiality of such disposed of portion to the overall Investment and the Investment's business plan, (ii) whether such partial sale, exchange or other disposition generated distributable proceeds, (iii) the manner in which the Investment is managed before the partial sale, exchange or other disposition as compared to after such partial sale, exchange or other disposition and (iv) the level of work that remains for the overall Investment after such partial sale, exchange or other disposition. Management fees with respect to certain Funds are based on net invested capital such that, as net invested capital is reduced, management fees are reduced. Accordingly, Walton Street is subject to conflicts of interest in determining whether and to what extent a disposition has occurred, because dispositions reduce net invested capital, which reduce management fees.

For any Investment, the value of which has been written off by Walton Street but as to which there has not been a complete disposition, Walton Street will cease to include the net invested capital of the Fund in such Investment for purposes of calculating the Management Fee and any Oversight Fee (as described below) upon either of the following conditions:

- (i) A receiver or similar custodian has been appointed by a court or in an arrangement with creditors to oversee the Investment following a default by the Fund or a subsidiary of the Fund on any indebtedness that is secured by the Investment; or
- (ii) An Investment has undergone a restructuring, and Walton Street determines in its good faith discretion that, as a result thereof, the Fund is no longer engaged in the active management or oversight of the Investment.

Walton Street may determine subsequently, at any time there has not been a complete disposition of the Investment, that neither of the above conditions is applicable with respect to the Investment, in which event Walton Street may include the net invested capital associated with the Investment in its calculation of the Management Fee and any Oversight Fee prospectively thereafter.

2. Acquisition Fees

Certain Funds also pay to Walton Street an acquisition fee that is generally up to 1% of the gross asset cost of all investments made by each respective Fund. Investors of less than \$5 million in certain Funds are charged acquisition fees of 1.50% with respect to their commitments. For purposes of calculating the acquisition fees, Walton Street generally includes all gross costs associated with acquiring the asset as determined in good faith by Walton Street. These costs typically include, but are not limited to, the following: purchase price of the property, base building additions, tenant improvement additions and other capital expenditures, indebtedness and liabilities, financing fees, transfer taxes, and other adjustments.

3. Oversight Fees

Investors in certain Funds whose commitments are less than \$5 million generally are charged directly, quarterly in arrears, an oversight fee equal to 0.125% of the average daily balance of such investor's net invested capital for such quarter. The oversight fees may be deducted from distributable proceeds to such investor or invoiced to such investor. Funds may also charge oversight fees based on capital commitments instead of net invested capital for certain periods of time (e.g., during such Fund's investment period).

4. Incentive Compensation

Walton Street generally receives a portion of a Fund's distributable proceeds as incentive compensation, which generally will not exceed 20% of the amount of profits otherwise disburseable to each investor. Each Fund has established in its Governing Agreements a distribution waterfall or incentive fee payment mechanism describing how distributions (and incentive fee payments, if applicable) will be paid to the underlying investors and Walton Street. As described in more detail in the following paragraph, investors generally receive a preferential return on their investments and a return of their capital contributions prior to the distribution of any incentive compensation paid to Walton Street. The preferential return rate varies for each Fund, but is generally calculated based on a Fund investor's net invested capital. A lower preferential return rate could contribute to diminished overall performance for a Fund investor.

For certain Funds, incentive compensation is charged on a back-end basis after all contributed capital and the preferred return is disseminated to investors. For certain other Funds, Walton Street is entitled to receive incentive compensation on a deal-by-deal basis, in some instances subject to the subordination of 50% of its incentive compensation until the investors have fully received the return of their contributed capital and preferred return. For certain Funds Walton Street is subject to clawback provisions and is obligated to return to the limited partners any incentive compensation received by Walton Street if such compensation is greater than 20% of the profits or such profit sharing percentage set forth in the applicable Governing Agreements (subject to the return of invested capital and preferred return thereon) over the course of the respective Fund's life in accordance with the Governing Agreements of such Funds. The distribution waterfalls or other incentive compensation formulas are further described in the Governing Agreements for each Fund. Walton Street's participation in each Fund's profits could create an incentive for Walton Street to make more speculative investments on behalf of the Funds than it would otherwise make in the absence of any incentive compensation.

The Funds generally are organized as closed-end investment vehicles. An investor in the Funds generally may not withdraw, redeem, or transfer interests in the Funds without the consent of Walton Street. Walton Street has formed and in the future expects to form perpetual life vehicles where the terms are expected to differ from a closed end fund including without limitation management fees and incentive compensation. Walton Street has formed a perpetual life vehicle with respect to which incentive compensation generally equals 10% of the amount by which the total return of the applicable tranche of interests (as specified in the applicable Governing Agreements) (if positive) exceeds the specified hurdle return for the specified period. Further, perpetual life vehicles generally provide investors the right to request redemption of their interests in such vehicle on a quarterly or other periodic basis as contemplated in the Governing Agreements for such vehicles.

Walton Street generally does not make new investments for a Fund other than during the commitment period (and in some cases, for a specified period thereafter), provided new investments do not include investments that have been committed to (or generally that are under letter of intent or agreement, as described in the relevant Governing Agreement(s)) prior to the end of the relevant commitment period. However, a Fund's distributable net proceeds generally may be reinvested in existing investments of such Fund or otherwise expended in accordance with the Governing Agreements of such Fund.

Performance-based compensation received by Walton Street is structured to comply with Rule 205-3 under the Advisers Act, to the extent applicable.

5. Other Compensation

Walton Street expects to enter into one or more agency referral arrangements and/or agreements with other lenders or borrowers whereby such lenders or borrowers agree to pay Walton Street agency referral fees or other compensation or reimbursements for referring potential borrowers to such lenders that result in such lenders making loans to such borrowers, for referring potential lenders to such borrowers that result in such borrowers receiving loans from such lenders or for other services. As part of such arrangements, Walton Street may refer a potential or existing

borrower with respect to a loan to be made or an existing loan made by a Fund, which may result in such borrower no longer doing business with such Fund and such Fund losing the benefit of future interest and/or other payments from such borrower. Accordingly, such referrals may be to the detriment of such Fund, which may have otherwise been able to make a new debt investment or restructure, modify or retain an existing debt investment with such borrower or its affiliate. In addition, the Funds will not be entitled to receive any compensation, including referral fees, received by Walton Street in connection with any such agency referral arrangement, and no such compensation will offset or otherwise reduce Management Fees. Such compensation may be significant and, if it were instead paid to the Funds, would benefit the Funds and their investors. For example, as part of discussions with a borrower with respect to a loan made by a Fund, whether at or prior to maturity of such loan, Walton Street and/or such borrower may propose alternatives to such loan, which may range from restructuring, modifying or refinancing such loan with such Fund to assisting the borrower with an agency loan execution with another lender. In such event, if Walton Street determines that it would be in the best interests of such Fund, Walton Street will seek to engage in discussions with the borrower, which discussions are expected to include potential refinancing, modification, restructuring and/or workout options. If the borrower decides to refinance with another lender, Walton Street expects to refer the borrower to another lender pursuant to an agency referral arrangement. In connection with such arrangements, Walton Street expects to enter into one or more agency referral agreements with lenders and/or borrowers, which are expected to involve certain commitments of Walton Street to, among other things, provide a lender with information with respect to a borrower. The ability of Walton Street to receive fees for such referrals will present conflicts of interest in Walton Street's determination of whether to refer potential or existing borrowers to other lenders as part of an agency loan execution or to seek to cause a Fund to make or retain loans to such borrowers.

6. Accounting, Legal and Reporting Fees

Walton Street or its affiliates generally will provide accounting, legal and reporting functions. Certain Funds will reimburse Walton Street at cost for such services including "employment costs" (e.g., salaries and bonuses of relevant personnel) and related overhead expenses allocated thereto as reasonably determined by Walton Street or its affiliates, including based on the time expended by the persons who perform such services (which may in certain cases be determined by the number of transactions processed) in each case whether, for the avoidance of doubt, incurred before, on or after the initial closing date of a Fund, as further described in the Governing Agreements. Treasury accounting services are provided by 900FMS, LLC (which is an entity affiliated with certain General Partners) and are allocated based upon each Fund's actual transaction count. Such overhead expenses include certain expenses (including but not limited to office rent, office services (including but not limited to mailroom operations, postage and payroll service processing) and human resource, payroll and benefits services payable to an affiliate of certain General Partners, benefits (employer portion of medical, dental and life insurance premiums, 401K employer matching, HSA subsidies and flu shots), employer taxes (FICA, Federal and State Unemployment taxes), utilities (including but not limited to electricity, HVAC inspection, electrical and plumbing repairs), maintenance, office light relamping, janitorial, office supplies, copier rental, toner and paper, software, computer hardware peripherals, data tapes, office telephones, mobile devices, internet connectivity, record storage, electronic storage and file archiving, certain IT related services including those related to network monitoring and disaster recovery, and workmen's compensation

and employment practices insurance policy premiums). Upon approval by one or more members of senior management, one or more Funds may make a partial, estimated payment to reimburse affiliates of Walton Street for accounting, reporting and legal functions provided by such affiliates. In such cases, the payment for the remaining reimbursable amount(s) based on final calculations is made at a later date. Such cost reimbursements are reported to the advisory boards or other committees of investor representatives (“Advisory Boards”) for applicable Funds generally on an annual basis. Please see the section titled “Advisory Board” under Item 12 for additional information regarding the Funds’ Advisory Boards. In addition to in-house accounting, legal and reporting professionals, certain principals, officers and employees of Walton Street who are not accountants, lawyers or reporting professionals, as applicable, and do not sit in the accounting, legal or reporting department, as applicable, including analysts and other professionals (including persons providing acquisition functions), are expected to also perform accounting, legal and/or reporting functions. The Funds will reimburse the cost of any such person performing any such functions as determined by Walton Street in its sole discretion, regardless of his or her title or department. Walton Street also (or alternatively) will engage third parties to provide all or any portion of the accounting, legal and reporting functions and the Funds will bear the expenses of any such third parties. The decision by Walton Street to initially perform particular functions in-house for a Fund will not preclude a later decision to utilize a third party for such functions, or any additional functions, in whole or in part. In addition, in performing any such functions, certain in-house service providers may “shadow” or otherwise oversee, consult or work jointly with third parties and review the reports of or advice provided by third parties, which may result in a duplication of efforts. There may be limited or no cost savings to the Funds from the use of Walton Street to perform functions, and third parties may be more qualified to perform any such functions, but Walton Street may nevertheless continue utilizing Walton Street to perform such functions and will not have an obligation to evaluate alternative service providers. For the avoidance of doubt, no cost reimbursements or payments for such functions will reduce or otherwise be offset against the management fees, which will be payable in addition to any such amounts. Furthermore, Walton Street may hire principals, officers and employees of a third-party service provider or teams or groups of such persons to the Funds and any such service provider may hire principals, officers and employees of Walton Street or teams or groups of such persons. In the event that one or more principals, officers or employees of Walton Street becomes employed by a third-party service provider, that individual’s compensation will be paid by such service provider and may therefore be borne, in whole or in part, by the Funds using such service provider’s services through the fees charged by such service provider to the Funds, even if such individual’s compensation was previously a Walton Street expense and/or reimbursed at cost by the Funds. In addition, certain principals, officers or employees of a third-party service provider to the Funds may make use of Walton Street office space, whether on a temporary, periodic or long-term basis.

7. Organizational and Offering Expenses and Other Costs, Fees and Expenses Paid by the Funds

Subject to the Governing Agreements, the Funds will bear all costs and expenses incurred in connection with the formation and organization of the General Partners and the Funds and the offering, marketing and sale of interests in the Funds (including feeder and other entities formed to facilitate certain investors’ investment into a Fund), up to a specified amount, as disclosed in the Governing Agreements of each Fund. These formation and organizational costs and expenses

related to marketing and forming a Fund include without limitation the offering, marketing and sale of interests in a Fund, including travel, meal, entertainment, accommodation and lodging expenses including private and commercial ground, air and other transportation including car and ridesharing services, legal and accounting expenses, filing fees and expenses, printing costs and other similar expenses, but excluding all third party placement fees or commissions incurred in connection with the marketing, offering and sale of interests in the Fund by a third-party placement agent, and will reimburse Walton Street for any such costs and expenses paid or incurred by Walton Street.

Subject to the Governing Agreements, the Funds generally bear all fees, costs, expenses, liabilities and obligations relating to the Funds and their respective subsidiaries and the actual and potential Fund assets and their businesses, operations and activities, including those with respect to any related feeder or other entity formed to facilitate the acquisition, holding or disposition of any Fund asset and/or to facilitate any investor's investment into the Funds, in each case whether, for the avoidance of doubt, incurred before, on or after the initial closing date of the applicable Fund, including, without limitation, those relating to: (i) pursuing, originating, evaluating, underwriting, diligencing, negotiating, structuring, acquiring, owning, holding, insuring, leasing, valuing and appraising (including third-party valuations, appraisals, fairness opinions and pricing services), hedging, financing, refinancing, restructuring, repairing, improving, monitoring (including onsite, video and virtual tours), operating, developing, reviewing, managing (including asset management, property management, development management and construction management) and selling or otherwise disposing of any Fund asset or potential Fund asset and otherwise dealing with other aspects related to the Funds or their respective businesses, including all fees, costs, expenses, liabilities and obligations relating to travel, meal, entertainment, accommodation and lodging expenses including private and commercial ground, air and other transportation including car and ridesharing services, legal, audit, commitment, loan administration, consulting, brokerage, finders', custodial, currency conversion, engineering, environmental inspection, structural and environmental studies, investment banking, reporting, projections, tax and accounting and indemnification, in each case in connection with the foregoing, and the research, collection, storage, processing and analysis of data utilized in connection therewith, including subscriptions to any periodicals, databases and research and data services, or seeking to do any of the foregoing, regardless of whether any of the foregoing are consummated (including unconsummated investment, origination, financing and disposition opportunities including dead deal costs); (ii) fees and expenses of legal counsel and other professionals, accountants, auditors (including for agreed-upon procedures engagements and system and organizational controls reports), tax advisors, appraisers, fund administrators, investment bankers, lenders, brokers and finders (other than third party placement fees or commissions incurred in connection with the marketing, offering and sale of interests in the Funds) and other service providers, experts, consultants and advisors including those performing functions described in the other clauses of this paragraph (including in connection with investing in or proposing to invest in the same investment as, or transferring or proposing to transfer an investment from or to, one or more other vehicles, clients or separate accounts sponsored, managed or advised by the General Partners or any of their affiliates, including in connection with any adviser-led secondaries transaction) and costs and expenses of negotiating agreements with the foregoing persons and any other actual or potential third parties, service providers, experts, consultants and advisors; (iii) insurance brokerage and insurance (including directors' and officers' liability, fidelity bond, cybersecurity, errors and omissions liability, crime coverage, property and casualty and general partnership liability premiums and other insurance and regulatory costs

(including costs related to any retention or deductibles and broker costs and commissions) and any consultants or other advisors utilized in the procurement, review maintenance and analysis of insurance) protecting the Funds and their related entities and investments, the General Partners and their affiliates and their respective employees and the Advisory Boards; (iv) meetings of direct or indirect investors and the Advisory Boards, including any annual, periodic or special meeting of investors or the Advisory Boards and any other conference, meeting or video conference with any direct or indirect investor(s), member(s) of the Advisory Boards and person(s) described in clause (ii) above, including any costs associated with venue, dining, entertainment and other meeting or conference-related costs, travel, meal, entertainment, accommodation and lodging expenses of the General Partners and their affiliates and employees, members of the Advisory Boards and observers if such right is granted in lieu of being appointed as voting members or non-voting members of the Advisory Boards; (v) fees, costs, expenses, liabilities and obligations relating to or incurred in connection with evaluating, negotiating, establishing and maintaining any debt or guarantees and any credit facility and the repayment of such debt or satisfaction of such guarantees; (vi) taxes, fees and other governmental charges and expenses incurred in connection with any tax audit, inquiry, investigation, settlement or other review, filing, title, transfer, survey, registration, research and other similar fees and expenses, unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer, amendments to, and the solicitation of waivers, consents or approvals pursuant to, the governing documents of the Funds and their related entities including the preparation, distribution and implementation thereof, and compliance with such documents, and the termination, liquidation, winding up or dissolution of the Funds and their related entities, any activities with respect to protecting the confidential nature of any information or data, developing, licensing, implementing, maintaining or upgrading any web portal, website, extranet tools, computer software and other tools (including those used for accounting, investor tracking, portfolio investment and management activities, ledger systems and cybersecurity and investor reporting), including the investor website, costs and expenses of complying with and administering the Governing Agreements, subscription agreements and side letters entered into with direct and indirect investors including the process of distributing and implementing applicable elections pursuant to most favored nations provisions in side letters, the costs of obtaining tax and other legal opinions and advice, making investments and operating the Funds, regulatory and compliance matters related to the Funds and their related entities, including compliance with any law, rule, regulation, policy, directive or special measure, including with respect to privacy, data protection, know-your-customer, anti-money laundering, sanctions or anti-terrorism considerations, including the preparation, distribution or filing of any notices, disclosures, certifications, filings or reports in connection therewith (including Form Ds, state blue sky, beneficial ownership information reports, Form PFs and Bureau of Economic Analysis Reports); (vii) establishing, monitoring or complying with any environmental, social or governance or other programs, initiatives or policies, including policies of the General Partners, the Funds and/or any of their affiliates (including all costs incurred in connection with the operation of such programs, initiatives or policies, including the diligence process and any other data compilations, assessments, measurements, analysis, advice or reports prepared on or conducted as a part of implementing, monitoring and maintaining such programs, initiatives or policies, including to satisfy a third-party organization's requirements in connection therewith); (viii) all fees, costs and expenses incurred in organizing, forming and maintaining each subsidiary of the Funds (including any REIT subsidiary) and each of their direct and indirect subsidiaries, including any placement of preferred or other interests in a subsidiary (including any legal and accounting expenses and other fees and out-of-pocket costs related thereto); (ix) fees,

incentive compensation and other amounts payable to or with respect to operating partners and joint venture partners and persons performing similar functions including costs, fees and expenses relating to the formation and operation of such persons that are paid by the Funds in connection with a deal sourcing arrangement with such persons, any litigation-related expenses and indemnification expenses, any extraordinary administrative or operating fees or expenses (including actual, threatened or anticipated litigation, arbitration, mediation or other dispute-related expenses or indemnification expenses, including any settlement in connection therewith) and any governmental, regulatory or other inquiry, investigation or proceeding related to the Funds and their related entities; (x) all fees, costs and expenses related to investor relations and communications, including any related legal fees and travel expenses and the preparation, distribution or filing of any direct or indirect investor, Fund or related entity reporting, notices, communications, tax returns, tax estimates, Schedule K-1s, Schedule K-3s, financial statements or other forms, filings or statements, and updating direct and indirect investor information including names, beneficial ownership and custodial relationships; (xi) the management fees (if payable by the Funds); (xii) structuring or particular reporting needs of one or more direct or indirect investors including costs in connection with the structuring, operation and maintenance of feeders and other entities formed to facilitate any investor's investment into a Fund, and the formation, organization, structuring, operation and maintenance of any additional feeder, Parallel Fund, subsidiary or other entity used to directly or indirectly acquire, originate, hold, dispose of or otherwise facilitate an investment in any Fund asset (in each case other than, for the avoidance of doubt, tax liabilities that a General Partner determines are specific to and borne by certain investors), including the restructuring of any of the foregoing feeders, Parallel Funds or other entities or investment structures following their initial organization, including in connection with compliance, legal, regulatory, tax or other needs related to any direct or indirect investors; (xiii) fees, commissions, costs and expenses related to the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) N° 1060/2009 and (EU) N° 1095/2010 or any other non-U.S. law, rule or regulation or requirements including as any of the foregoing may be implemented by any laws, rules, regulations or interpretations of countries or jurisdictions, in each case as amended, or any successor laws, rules or regulations thereto including filings, reports, registrations, ongoing compliance, depositaries, paying agents, local representatives, trustees, distributors, intermediaries, managers and other third party service providers in connection therewith (such fees, commissions, costs and expenses, "AIFMD and other non-U.S. regulatory expenses"); (xiv) expenses with respect to a co-investment vehicle or a sidecar and any feeder or other entities formed to facilitate a co-investor's participation in an investment, including all or a portion of any third party broker or finder fees or commissions incurred in connection with the marketing, offering and sale of interests in such entities by a third-party broker or finder, including co-investment vehicles and sidecars and investment opportunities that could result in co-investment opportunities but are not ultimately consummated, in each case unless and to the extent otherwise agreed by one or more co-investors; (xv) any other costs or liabilities related to actions authorized by the Governing Agreements or otherwise disclosed to and/or approved by the Advisory Boards or a majority in interest of the investors and any other costs and expenses incurred with respect to the operation of the Funds and their related entities and investments; (xvi) except as otherwise determined by the General Partners in their discretion, any alternative investment vehicle, its direct or indirect subsidiaries or their respective activities, business or actual or potential investments, that would be of the type described in this paragraph if it were incurred in connection with the Funds; and (xvii) any amounts to be contributed or advanced

for the purpose of paying any fees, costs, expenses, liabilities and obligations of the type described in this paragraph, and will reimburse Walton Street and its affiliates for any such fees, costs, expenses, liabilities and obligations paid or incurred by Walton Street and its affiliates. Fund expenses include fees, costs, expenses, liabilities and obligations relating to meetings, meals and entertainment involving the General Partners and their affiliates and their respective principals and employees, on the one hand, and direct or indirect investors and members of the Advisory Boards and actual or potential legal counsel, professionals, accountants, auditors, tax advisors, appraisers, fund administrators, investment bankers, lenders, brokers, finders and other service providers, experts, consultants and advisors and any actual or potential counterparties and partners and other third parties, service providers, experts, consultants and advisors, on the other hand, including any fees, costs and expenses associated with venue, dining, speakers, entertainment and other meeting, event, outing or conference-related costs and business development activities with the foregoing persons, such as trade association meetings or conferences, charitable events and other group events. The actual and potential counterparties that will be entertained in connection with the business, operations and activities of the Funds, including in connection with existing or potential assets, include actual or potential lenders and operating partners. In general, such entertainment is provided in order to seek to strengthen and/or develop relationships. Walton Street, for example, holds an annual meeting of operating partners for those and other purposes. The General Partners and their affiliates have conflicts of interest in causing the Funds to incur fees, costs and expenses relating to such entertainment, because such entertainment is expected to benefit Walton Street and other Funds in addition to a particular Fund and, accordingly, no specific dollars spent are expected to exclusively relate to or exclusively benefit a particular Fund. The applicable Funds will be allocated a portion of such fees, costs and expenses, whether incurred during or after their commitment periods.

The Funds generally bear fees (including but not limited to management and acquisition fees) as described in this Item 5. The Funds will bear the implementation-related and ongoing costs of software and other tools used for Fund accounting, portfolio management and investor reporting, including the investor website. The Funds may also be required to indemnify placement agents, administrators and other service providers or intermediaries. Fund reporting, including customized investor reporting, and other expenses related to an investor or group of investors, including costs and expenses related to regulatory and compliance matters related to the Funds, including complying with non-U.S., regulatory, tax, legal or other requirements or objectives, generally will be an expense of such Fund as a whole and therefore borne by all Fund investors pro rata based on their capital commitments or, in the case of perpetual life vehicles, their respective interests in such Fund. Certain costs and expenses described herein, including but not limited to software and services related to accounting, portfolio management and investor reporting, certain insurance premiums, brokerage and related costs, and research-related costs and expenses are incurred on an aggregate basis and generally will be allocated as described below. Insurance protecting the Funds, their investments, the general partners, their affiliates and the Advisory Boards may include, without limitation, directors' and officers' liability, errors and omissions liability, crime coverage and general partnership liability and other insurance. In addition, the Funds generally rely on various exemptions from registration under the U.S. Investment Company Act and any costs and expenses incurred to comply with such exemptions will be borne by all Fund investors pro rata based on their capital commitments or, in the case of perpetual life vehicles, their respective interests in such Fund, even though certain investors may not invest in a Parallel Fund that relies on such exemption. Related entities of a Fund referenced above include feeders, parallel funds, subsidiaries or other

entities used to directly or indirectly originate, acquire, hold, dispose of or otherwise facilitate an investment in any Fund asset, including those formed to facilitate any investor's initial investment into a Fund.

Certain Funds market their interests to potential investors that are residents in one or more countries outside the United States. Except as otherwise provided in the Governing Agreements of the relevant Fund, any AIFMD and other non-U.S. regulatory expenses and other fees, costs and expenses related to the registration and/or exemption of the offering, marketing and sale of interests in a Fund under the requirements of any non-U.S. jurisdiction, including any fees, costs and expenses associated with the appointment of a custodian, depositary, third party Alternative Investment Fund Manager, paying agent or other representative and other fees, costs and expenses relating to administrative, regulatory and other requirements (including fees, costs and expenses associated with any administrative, regulatory or other ongoing filings or reports related to a Fund and its related entities (including those contemplated by the EU Alternative Investment Fund Managers Directive (including, in particular, article 22 (annual report), article 23 (disclosure to investors), article 24 (reporting to competent authorities) and articles 26 to 30 (portfolio company requirements)) or any law, rule or regulation relating to the implementation thereof will be borne by such Fund as a whole (and thus all investors in such Fund pro rata based on their capital commitments or, in the case of perpetual life vehicles, their respective interests in such Fund). However, any costs and expenses incurred for a General Partner or Walton Street to be licensed as, or to appoint a third party to serve as, a Fund's manager in such jurisdictions will be borne either by such Fund or by Walton Street or an affiliate thereof (other than such Fund), in accordance with the relevant Governing Agreements. Certain Funds will also bear other costs, fees and expenses, such as placement and underwriting fees, as described in the relevant Governing Agreement(s), and the amount of such costs, fees and expenses is expected to be material with respect to certain Funds.

The General Partners in good faith generally will allocate all expenses among the Parallel Funds of a particular Fund pro rata, which may result in some Fund investors bearing liabilities or expenses that do not benefit such Fund investors or provide a disproportionately greater benefit to other Fund investors, provided that expenses that a General Partner determines are specific to one or more of the Parallel Funds of a particular Fund may be allocated on a basis that such General Partner determines in good faith is fair and reasonable.

For the avoidance of doubt, subject to certain exceptions, all Parallel Fund partners generally bear costs and expenses incurred in connection with the formation and organization of the Parallel Funds, the marketing, offering and sale of interests in such entities (including, without limitation, the fees and expenses related to compliance with applicable securities and other laws, but excluding the fees or commissions of any third-party placement agent other than, in certain cases, any third-party placement agent), fees, commissions and expense reimbursements paid or made to intermediaries hired to comply with legal or regulatory requirements and the operating expenses of such entities, in each case pro rata based on the capital commitments of each such partner or, in the case of perpetual life vehicles, based on the respective interests in such Fund of each such partner; provided that to the extent that formation expenses and organizational expenses exceed an amount specified in the relevant Governing Agreements of a Fund, such excess is generally offset by a reduction to the management fees, as and to the extent set forth in the relevant Governing Agreements; provided, that any fees or commissions payable to any such placement agents generally will be borne by

Walton Street indirectly through an offset against the management fees and/or acquisition fees, although related expenses incurred pursuant to the relevant placement agent or similar agreement, including but not limited to placement agent travel, meal and entertainment expenses, typically are borne by the relevant Fund(s). In accordance with the relevant Governing Agreements, allocations of appropriate or suitable investment opportunities between or among the Funds will be made by Walton Street on a basis it believes to be fair and equitable over time. Generally, pre-diligence, diligence and other costs and expenses related to an investment opportunity (including pre-diligence, diligence and other costs and expenses related to investment opportunities that ultimately are not acquired) are allocated between or among Funds (including Parallel Funds) based on which Fund(s) (including Funds in formation but not yet closed) pursued the investment opportunity. Certain pre-diligence expenses for investment opportunities considered by Walton Street for a Fund but not pursued will be allocated among Funds in a manner determined to be fair and reasonable, which may include using one or more of the methodologies described below. One of the methodologies for allocating certain pre-diligence expenses, including certain non-disclosure agreements relating to receiving information regarding potential investments that are entered into prior to conducting sufficient diligence to determine the Fund(s) for which the investment opportunities may be appropriate or suitable, are expected to be allocated across funds that are eligible to invest in such investment opportunities or for which such investment opportunities may be suitable based on such funds' available capital or invested capital, which may include the use of estimates and projections, as determined by the applicable General Partners.

Ongoing operational and maintenance expenses (including compliance with Side Letters and other investor requests) with respect to a co-investment entity and any feeder or other entities formed to facilitate a co-investor's participation in a co-investment entity or an underlying investment (whether such co-investor is a Fund investor or a third party) generally will be allocated pro rata based on the respective ownership percentages of such Fund and such co-investor in the underlying investment, which results in a Fund bearing expenses for feeders or other entities and structures that solely benefit one or more co-investors in order to facilitate such co-investors' participation in the joint investment with such Fund. Organizational and offering expenses with respect to a co-investment entity (and any feeder or other entities formed to facilitate a co-investor's participation in an investment, including a co-investment entity) will be borne entirely by a Fund unless and to the extent otherwise agreed by one or more co-investors. In addition, expenses will be allocated to one or more Fund investments or across some or all Fund investments from time to time and the impact of such allocations to a Fund will depend on such Fund's ownership percentage in such investment. To the extent that expenses are allocated to a wholly owned investment of a Fund or to investments in which a Fund has a higher relative ownership interest, such allocation will result in a Fund bearing a higher share of such expenses than would be the case if such expenses were allocated to other investments in which a Fund has a smaller interest. The Funds are expected to bear the fees, costs and expenses relating to investment opportunities that could result in co-investment opportunities but are not ultimately consummated (including "dead deal" costs), and the co-investors and co-investment vehicles will not bear any such fees, costs or expenses unless and to the extent otherwise agreed by one or more co-investors. Subject to the relevant Governing Agreements, in the event that a Fund acquires an investment and, following such acquisition, a co-investor or co-investment vehicle participates in such investment, such co-investor or co-investment vehicle will not pay such Fund a cost of carry or interest, including interest with respect to a subscription-backed credit facility used to acquire such investment or pay expenses relating thereto,

with respect to such investment or any increase in value in such investment, in each case during the period that such Fund held such investment prior to such co-investment, in each case unless and to the extent otherwise agreed by one or more co-investors. The fees and incentive compensation payable to Walton Street with respect to co-investors generally are expected to be lower than the fees and incentive compensation paid with respect to other Fund investors. For the avoidance of doubt, Walton Street expects to treat any additional liquidity with respect to a co-investment opportunity that has been consummated and follow-on investments in connection with such co-investment opportunity as part of the original co-investment opportunity and not a separate co-investment opportunity.

Certain costs and expenses for products and services used in connection with the business of the Funds are incurred on an aggregate basis and therefore must be allocated among the Funds and Walton Street, as applicable. Such costs and expenses will be allocated among all applicable entities by Walton Street in a manner that it believes is fair and reasonable to all entities bearing such costs and expenses and the allocation methodology may be tailored depending on the nature of the cost or expense. The methodologies used by Walton Street to allocate such costs and expenses generally include but are not limited to (i) allocating the expense based on a Fund's net invested capital, invested equity, net asset value, available capital, total insurable value, or type of assets in each Fund or the number of investors in each Fund or another method that Walton Street determines in good faith is fair and reasonable, with or without a base allocation to Walton Street, a certain Fund or group of Funds, (ii) allocating the expense based on the number of applicable transactions attributable to each Fund and Walton Street, (iii) amortizing certain expenses to take into account expense shifting over time, (iv) allocating the expense equally among the applicable Funds and (v) combinations of the above. Subject to the factors described herein, the allocation of such expenses may not be in accordance with ownership interests. In addition, because certain insurance protecting the Funds and the Funds' investments is incurred on an aggregate basis and covers the Funds, Walton Street and affiliates of Walton Street, including other Walton Street clients, the coverage maximums apply on an aggregate basis and therefore, losses experienced by one or more Funds, Walton Street, its affiliates and/or its clients may limit one or more Funds' ability to collect for its losses and in such cases would increase the expenses borne by such Funds.

As described herein, Walton Street generally expects that it will allocate costs and expenses, including the organizational expenses, operating expenses and liabilities, among all investors in a particular Fund pro rata based on such investors' capital commitments to such Fund or, in the case of perpetual life vehicles, their respective interests in such Fund, regardless of whether a particular cost or expense is incurred by or otherwise relates to the entity in which an investor invests, which may result in some investors bearing expenses that do not benefit such investors or provide a disproportionately greater benefit to other investors.

Please see the section titled "Advisory Board" under Item 12 for additional information regarding the Funds' Advisory Boards.

Please see the section titled "Brokerage Practices" under Item 12 for a description of Walton Street's trading practices.

8. Travel Expenses

The Funds will be responsible for incurring the cost of travel expenses related to Fund business. Such expenses generally include Walton Street and its affiliated persons' coach or economy class airfare for certain shorter duration domestic travel and, for other domestic flights and international destinations, business or first class airfare. In the uncommon circumstance that the use of commercial airlines is not available or is not reasonable under the circumstances, travel expenses for Walton Street and its affiliated persons will include expenses for private transportation, including chartered airfare.

9. Joint Investments with Third Parties

As mentioned in the section titled "Advisory Business" under Item 4 above, Walton Street expects from time to time to invest assets of a Fund in other entities or pooled investment vehicles that specialize in particular real estate investments. In certain cases, such entities and other pooled investment vehicles are managed by unaffiliated third party managers; however, typically Walton Street would also have certain management rights including but not limited to approvals over major decisions. Joint venture partners or operating partners engaged by a Fund or General Partner may receive management fees, acquisition fees and/or incentive or other compensation for their services. Under certain circumstances Walton Street may provide services, such as administrative, accounting, advisory or management services, to such entities or pooled investment vehicles, and/or to engage in service provider relationships with such entities, their affiliates, or persons associated with any of them. Generally, the fees for these services will be payable to Walton Street in accordance with each Fund's Governing Agreements; however, any incentive compensation arising from a joint investment that is not distributable to an unaffiliated third party generally will be payable to Walton Street or such Fund consistent with the applicable Governing Agreements. In certain instances passive investors other than Fund investors may be admitted to such pooled investment vehicles that are partially owned by a Fund and that specialize in particular real estate investments. This Item 5 provides a description of other various services provided by Walton Street that are paid for by certain Funds.

10. Side Letters

Walton Street will enter into Side Letters or other similar arrangements with certain direct or indirect Fund investors that have the effect of establishing or otherwise benefiting such investor in a manner more favorable than the rights and benefits described in such Fund's other Governing Agreements. The rights and benefits set forth in such Side Letters include most favored nation status, certain economic terms including with respect to fees or incentive compensation borne by such direct or indirect investors, advisory board designations, capacity and co-investment opportunities, investment restrictions, reporting requirements and other information rights, redemption rights (including because of legal, tax, regulatory or similar considerations, or for other reasons), tax considerations, tax-related or other structuring or investment rights, provisions related to affiliated transactions and other terms and conditions. Rights and benefits that are more favorable in any material respect generally may be afforded to an investor based upon its commitment level (which may be determined in Walton Street's discretion, including based on aggregating the commitment

of such investor with the commitments of other investors) or other criteria (including participation by such investor or its related persons (as determined in Walton Street's discretion) in an earlier closing or a specified tranche of closings or in another vehicle or contractual agreement sponsored, advised, sub-advised, managed or entered into by Walton Street or any of its affiliates, or such investor having a historically more established or substantial relationship with Walton Street or its affiliates), and the same favorable rights and benefits may be extended to other investors in accordance with each respective Fund's Governing Agreements.

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

Please see the section titled "Incentive Compensation" under Item 5 above for a description of the performance based fees allocable to the Funds' General Partners. Walton Street generally receives a portion of a Fund's distributable proceeds as incentive compensation. The amount and terms of the incentive compensation that Walton Street is entitled to receive differs under the Governing Agreements for various Funds. As a result, Walton Street has a potential conflict of interest in the allocation of an investment opportunity among those Funds that have capital available for investment and for which the investment might otherwise fall within their respective investment objectives. However, to the extent that an investment may be appropriate or suitable for investment by more than one Fund that has available capital, the Investment Committee has adopted an investment allocation policy, as described in Items 8 and 12 below, that is designed to address any such conflict of interest. In addition, the potential for any such conflict of interest is limited by the terms of the Governing Agreements for certain Funds, which require that such Funds must be substantially invested or committed for investment prior to Walton Street raising capital for another fund or account with investment objectives substantially similar to those of such Fund.

Item 7 Types of Clients

Walton Street provides investment advisory services to the Funds and certain other investment vehicles and advisory clients described herein, which invest in equity and/or debt interests in real estate related assets and real estate operating companies. Investors in the Funds may include, but are not limited to, pension plans, endowments, foreign institutions, corporate and business entities, and foundations, trusts, and high net worth individuals. The Funds generally have minimum capital commitments for investors, as specified in the Governing Agreements for each respective Fund, which are negotiable by Walton Street. Each investor is required to meet certain suitability qualifications, such as being an "accredited investor", a "qualified client" and/or a "qualified purchaser" within the meaning set forth under the federal securities laws; other real estate-focused Funds relying on the real estate exemption from registration under the Investment Company Act of 1940, as amended (the "Company Act") in Sections 3(c)(5)(C) or 3(c)(6) of the Company Act or other regulatory approaches may be offered to investors with alternative qualifications, in each case as permitted by law.

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

Investment Analysis

Walton Street identifies potential investment opportunities for the Funds through a variety of sources and bases a portion of its investment analyses on information obtained from working with industry professionals such as consultations with operating partners, joint venture partners, property management and leasing professionals, lenders, brokers, and other professionals within the real estate sector.

The screening process for potential investments involves several steps, which vary depending on the type of asset being proposed for acquisition. Generally, a written summary is prepared describing the due diligence conducted on the proposed acquisition, and this summary is provided to the Investment Committee. The Investment Committee is comprised of the Managing Principals and a Senior Principal.

The Investment Committee reviews and makes all of the investment decisions for the Funds. Approval of a majority of the members of the Investment Committee is sufficient to approve any such decision for the Funds. With respect to certain Funds subject to regulation in jurisdictions outside of the United States, additional approvals may be required.

If an investment is appropriate for more than one Fund of Walton Street (including existing funds, successor funds, new funds or other accounts), the Investment Committee allocates the investment in a manner consistent with the applicable Governing Agreements and Walton Street's obligation to allocate investment opportunities on a fair and equitable basis over time and based on investment considerations and other factors deemed applicable by Walton Street in its sole discretion, including, among other things, diversification and portfolio construction considerations (both geographically and by type and size of investment), applicable investment restrictions, availability of committed capital, expected risk profile (including risk resulting from the intended repositioning strategy of the investment, including entitlement risk and timing), expected cash flow, expected applicable returns, if the investment opportunity is a follow-on investment, the length of time such capital has been available for investment and the expected holding period, investment pacing, overall portfolio construction, proposed leverage to be incurred with respect to the investment, other applicable legal, tax and regulatory considerations and any other factors as may be included in Walton Street's Allocation Policy as updated from time to time. Such procedure will also apply when allocating investment opportunities between an existing fund and its successor fund. There can be no assurance that the application of the investment allocation procedure described above will result in any investment opportunity being allocated to all eligible Funds or any particular eligible Fund. Notwithstanding the forgoing, certain Funds may be granted exclusivity over investment opportunities considered appropriate or suitable for more than one Fund and in such case such investment opportunity will be allocated to the Fund having such exclusivity rights and, only if such Fund elects not pursue such investment opportunity for any reason (including, without limitation, diversification considerations, applicable investment restrictions or available capital) or if the applicable Governing Agreements otherwise permit allocation of all or part of such

investment opportunity to another Fund, then such investment opportunity may be offered to another Fund. See Item 12, Brokerage Practices, Allocation of Investment Opportunities. Affiliates of Walton Street have formed, advised and/or sub-advised and may in the future form, advise and/or sub-advise investment vehicles or separate accounts to invest in Mexico and, as such, Walton Street has no obligation subject to the Governing Agreements of its other Funds, to offer investments primarily located (or secured by investments primarily located) in Mexico to its other clients. In addition, the Governing Agreements of certain Funds provide that certain enumerated investments are not within the obligations of those that need to be presented to such Funds. The same investment team at Walton Street may be responsible for more than one Fund. Walton Street's Investment Committee shall maintain documentation to support each allocation decision, including the documentation of any additional factors deemed applicable to such allocation decision.

Investment Strategies

Walton Street provides advice to the Funds to invest in equity and/or debt interests in real estate related assets and companies. The Funds generally invest their assets in or through various vehicles and structures, including but not limited to limited partnerships, private real estate investment trusts and limited liability companies that are structured for the purpose of holding or facilitating an investment in the underlying investments. Walton Street may participate in joint ventures with unaffiliated third party entities in certain real estate transactions. Walton Street may also invest in limited partnerships or other pooled investment vehicles that specialize in real estate related assets including loan origination, loan servicing, and collateralized debt obligations.

Risk of Loss

Investments in the Funds involve a significant degree of risk and are generally illiquid. There is no assurance that any Fund will achieve its investment objective. Similarly, the investments made by the Funds are risky and illiquid. A Fund investor should not invest in a Fund unless the investor is able to withstand a total loss of its investment in such Fund. Even if the investments of a particular Fund are successful, they may not produce a realized return to Fund investors for a period of years. Investing in securities and other investments involves a risk of loss that the Funds and Fund investors should be prepared to bear.

Borrowings

Walton Street will cause the Funds to use leverage from time to time, for example in the form of debt financing to acquire and refinance investments. Each Fund has established limits with regard to the leverage that can be used, including the amount of recourse indebtedness, as provided in the Governing Agreements for such Fund. Debt service requirements may deplete or restrict a Fund's cash flows. Further, relatively small changes in the overall value of Fund investments may have a magnified impact on the equity value of a Fund. If a particular Fund Investment was unable to generate sufficient cash flow to meet principal and interest payments on the indebtedness incurred by such Fund relative to that Investment, the value of the Fund's investment in such portfolio Investment would be significantly reduced or even eliminated. In addition, the amount of debt financing may restrict the amount of funds available for distribution to Fund investors. Debt financing may be unsecured and subordinated to substantial amounts of senior indebtedness and

Fund investments may not be protected by financial covenants. Walton Street may cause certain Funds to use leverage or otherwise to invest in an Investment in a manner intended to reduce the effect of upfront or ongoing costs, commissions or expenses, to the extent Walton Street believes these investment methods are appropriate for the relevant Funds in light of their investment objectives and/or expense ratios or other factors; these practices have the potential to expose such Funds to the risks discussed above and in the Governing Agreements.

In borrowing on behalf of a Fund, Walton Street is subject to conflicts of interest between repaying its obligations and retaining such borrowed amounts for the benefit of the Fund, and in circumstances where interest accrues on any such outstanding borrowings at a rate lower than the relevant Fund's preferred return, is expected to have incentives to cause the Fund to borrow in this manner rather than drawing down capital commitments. Where a preferred return begins to accrue after capital contributions are due (regardless of when a Fund borrows, makes the relevant investment, or pays expenses) and ceases to accrue upon return of these capital contributions, the use of borrowing to shorten the period between calling and returning capital limits the amount of time the preferred return will accrue. In circumstances where there is not a preferred return on funds borrowed in advance or in lieu of calling capital, Fund-level borrowing typically will reduce the amount of preferred return to which the limited partners would otherwise be entitled had the General Partner called capital, and thus could result in the relevant General Partner receiving carried interest sooner than it would without borrowing. In addition, when the Management Fee is calculated as a percentage of invested capital, a limited partner may pay Management Fees on borrowed amounts used to fund investments that have not yet been realized even though such amounts would not accrue preferred return as described above. It is expected that the costs relating to the establishment and/or maintenance of a subscription line of credit will be significant, and there can be no assurance that the benefits to limited partners will be commensurate with such costs.

Walton Street will effect such borrowings consistent with a Fund's Governing Agreements and in a manner it believes to be fair and equitable under the circumstances to the relevant Fund.

Set forth below is a general list of risks applicable to the Funds. Investors should refer to each Fund's Governing Agreements for additional information and detail regarding the risks listed below and other risks that are applicable to a Fund.

- General Real Estate Investment Risks/Risky and Illiquid Investments
- Risk of Real Estate Investment
- Investment Prospects and Competition
- Debt Financing
- Restrictive Covenants Relating to the Fund's Operations
- Financial Institution Risk; Distress Events
- Investments in Office Properties
- Investments in Innovation Office Properties
- Investments in Multifamily Properties
- Investments in Single Family Properties
- Investments in Logistics Properties
- Investments in Senior Housing Properties
- Investments in Student Housing Properties

- Investments in Retail Properties
- Investments in Hospitality Properties
- Investments in Self-Storage Properties
- Investments in Data Centers
- Investments in Private Equity Platforms
- Investments in Real Estate Debt
- Commercial Mortgage Loans
- Varying Collateral Risks
- Remote and Hybrid Work Arrangements
- Dynamic Investment Strategy
- Nature of Mezzanine Investments
- Investment in Other Subordinate Capital
- Participation Loans
- Securities Backed by Mortgages
- Collateralized Loan Obligations
- Possible Lack of Diversification
- Unspecified Investments; Lack of Availability of Suitable Investments
- Development and Construction Risks
- Environmental Risks
- Harmful Mold and Other Air Quality Issues
- Uninsured Losses
- Risk of Bridge Financing
- The Fund May Securitize Its Assets
- Controlling Person Liability
- Risk of Default or Insolvency by Investments
- Non-Performing Loans; Foreclosure Process; Bankruptcy
- Loans to Borrowers in Distressed Situations
- Lower Credit Quality Loans
- Risks Associated with Equity Ownership
- Expedited Transactions; Limited Information
- Risks of Multi-Step Acquisitions
- Possibility of Future Terrorist Activity
- Lack of Operating Control of Underlying Investments
- Dependence on Third-Party Managers
- Dependence on Third-Party Administrators
- Provision of Affiliate Functions and Services
- Third-Party Involvement and Other Co-Investments
- Inability to Pass On Operating Expense Increases to Tenants
- Dependence on Public Utilities and Services
- Force Majeure Risk
- Litigation
- Limitation of Lender Remedies
- Credit Risks
- Claims of Lender Liability and Equitable Subordination

- Investments May be Subject to Usury Limitations
- Fraud
- Financial Market Fluctuations
- Americans with Disability Act and Similar Laws
- Eminent Domain
- Non-U.S. Investments
- Interest Rate Changes May Adversely Affect Value
- Replacement of LIBOR May Adversely Affect our Business and Results of Operations
- Prepayment
- Currency Exchange and Interest Rates; Hedging Policies
- Inflation
- Russia-Ukraine and Israel-Hamas Conflicts
- Risks Relating to Fund Investment Terms; Lack of Operating History
- Limited Transferability of Interests in the Fund
- Reliance on the General Partner
- Reliance on Senior Management
- Drawdown Queue
- Failure to Make Capital Contributions
- Absence of Recourse to the General Partner
- Past Results Not Indicative of Future Results
- Projections; Opinions
- Possibility of Different Information Rights
- Outside Statements
- Investments Longer Than Term/After Dissolution
- Determinations of Value
- Failure to Meet Targeted Returns
- Diverse Investors
- Redemption/Cancellation/Reduction of Units
- Amortization of Organizational Expenses
- Impact of Redemptions
- Pricing and Timing in Redemption Transactions
- Mandatory Withdrawal
- Reinvestment
- Alternative Investment Vehicles
- Bad Actor Disqualifications
- Pay-to-Play Laws, Regulations and Policies
- Cash Distributions
- Contingent Liabilities on Disposition of Investments; Investor Giveback
- Capitalization
- Side Letters
- Regulatory Matters
- New SEC Private Funds Rules
- Unrelated Business Taxable Income
- Taxation in Non-U.S. Jurisdictions

- Failure to Qualify as a REIT
- Tax Treatment of Effectively Connected Income
- Possible Legislative or Other Developments
- Conflicts of Interest
- Allocation of Investment Opportunities; Exclusivity
- Determinations by the General Partner
- Possible Joint Investments with Affiliates
- Certain Other Transactions with Affiliates
- Continuing Relationships
- Management of the Fund
- Alternative Investment Fund Manager
- Pipeline Investments
- Expenses
- Competition for Management's Time and Services
- Other Relationships
- Personal Investments
- Related Party Leasing
- Material Non-Public Information
- Cybersecurity
- Privacy
- Public Health Emergencies
- Climate Change
- Environmental, Social and Governance ("ESG") Matters
- Non-U.S. Registration(s)
- Brexit
- Certain Other Transactions
- Redemption Matters
- Uncertainty of Net Asset Values
- Feeder Vehicles

Item 9 Disciplinary Information

Walton Street and its employees have not been involved in any legal or disciplinary events in the past 10 years that Walton Street believes would be material to a client's evaluation of Walton Street's advisory business or the integrity of its management.

Item 10 Other Financial Industry Activities and Affiliations

See the section titled "Advisory Business" under Item 4 above for a description of Walton Street's role in providing advisory services to the Funds.

Walton Street Capital, L.L.C. is affiliated with other Walton Street investment advisers registered

with the SEC under the Advisers Act pursuant to Walton Street's registration in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with Walton Street Capital, L.L.C. and serve as managers or general partners of private investment funds and other pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

Effective as of August 27, 2021, Neil Bluhm ceased being an officer and employee of Walton Street and, as of such date, JMB Insurance Agency, Inc., JMB Financial Advisors, LLC and 900FMS, LLC (collectively, the "JMB Entities") ceased being affiliates of an officer or employee of Walton Street. However, Mr. Bluhm still has interests in the JMB Entities and in Walton Street and therefore a conflict of interest could be presumed to exist between Walton Street and the JMB Entities because Mr. Bluhm could personally benefit if the Funds engage the services of the JMB Entities. In addition, Walton Street and its principals, including Mr. Bluhm, have made personal investments in certain Funds alongside the investors. In certain of such Funds, Mr. Bluhm would be considered an "affiliate" of the applicable General Partners under the definitions of "affiliate" in the applicable Governing Agreements based on beneficial equity ownership, even though neither Mr. Bluhm nor such investment vehicles control such General Partners.

Employees of Walton Street may have family members and/or friends that are employed with, or are otherwise affiliated with, entities that provide services or engage in business transactions with Walton Street and/or the Funds. Examples of such relationships may include entities that are the Fund investors, joint venture partners, operating partners, real estate or securities brokers, lenders, and/or tenants in buildings owned by the Funds. Employees are required to report certain relationships to the Compliance Department.

Investors should also refer to each Fund's annual and quarterly reports for additional information regarding related party transactions that may be effected from time to time.

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

Code of Ethics

Walton Street has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 under the Advisers Act.

This Rule requires Walton Street to adopt a Code of Ethics that sets forth a standard of business conduct and compliance with federal securities laws by all of its employees. Walton Street's Code of Ethics contains policies and procedures that require the following: (i) pre-clearance before purchasing real estate related securities, or any securities in initial public offerings or private placements; (ii) periodic reporting of employees' personal securities transactions and holdings; and (iii) prompt internal reporting of any violations of the Code of Ethics.

Walton Street will provide a copy of its Code of Ethics to clients or prospective clients, upon request. Please contact Allison McDowell by telephone at (312) 915-2808 should you have any

questions concerning the Code of Ethics or wish to obtain a copy.

Investments in Gaming Entities

Mr. Bluhm and trusts beneficially owned by certain of his family members (the “Bluhm Trusts”) own interests in, and control and/or manage entities that currently or in the future will own, develop, operate, oversee or manage gaming facilities, including other mixed-use properties related to such gaming facilities (collectively, such existing entities and any such entities that may be formed in the future, the “Gaming Entities”). For the avoidance of doubt, the Gaming Entities include internet gaming and other gaming that occurs outside of a physical property. None of the Gaming Entities has any principal, director, officer, or employee who is engaged in the Funds’ or Walton Street’s business or operations. Walton Street’s other principals (related persons) may invest personally on a passive basis in investments made by the Gaming Entities. In the future, if a Fund acquires additional interests in other gaming facilities or other properties related to gaming facilities, such Fund may, but will be under no obligation to, venture with one or more of the Gaming Entities or may engage one or more of the Gaming Entities to manage or oversee such facility or property as permitted by the applicable Governing Agreements. Any such transaction engaged in with a Gaming Entity will be disclosed to the Advisory Board of the applicable Fund.

In 2008, entities wholly owned by certain Funds, entities controlled by the Bluhm Trusts, and certain employees of entities controlled by the Bluhm Trusts formed a joint venture with certain third-party investors to purchase the majority of a casino project in Pittsburgh, Pennsylvania. These parties also control an entity that, together with a Gaming Entity, provides oversight and advice with respect to the operation of the casino. In addition, the applicable Funds authorized (a) engaging certain entities affiliated with Mr. Bluhm to provide services related to the casino’s retail land-based sports book and the operation of an online gaming platform and (b) entering into agreements with another casino affiliated with Mr. Bluhm relating to the establishment of an online gaming platform and related revenue sharing.

Co-Investment Opportunities

Employees and/or related persons of Walton Street may participate in co-investment entities that invest in real estate assets that are related to investments of the Funds. The Governing Agreements for certain Funds provide for the terms by which the investors may be allowed to co-invest with that Fund in real estate assets. Those terms generally provide that to the extent Walton Street elects to offer any opportunity to co-invest with a Fund to the investors of that Fund (including affiliates of Walton Street), Walton Street must offer any such co-investment opportunities to such investors pursuant to the terms of such Fund’s Governing Agreements. Subject to the Governing Agreements, a co-investment opportunity is one Walton Street elects to offer to such persons or other persons for any reason, including because investment limitations, lack of available capital, applicable law, Fund objectives (including diversification requirements) or other reasons limit the amount such Fund would otherwise invest in such investment opportunity, in each case, as determined in good faith by Walton Street in its sole discretion.

Investments in Management or Service Companies

A Fund investment, or an investment by the principals of Walton Street, may consist of a loan or an interest in a property management or other service company. A Fund may engage such property management or service company to provide services on behalf of a related Fund investment in accordance with the terms of the applicable Governing Agreements.

The use of affiliates of Walton Street in connection with services provided to the Funds as described above and in Items 4, 5 and 10 raises potential conflicts of interest in that there may be an incentive for Walton Street to favor affiliates over more qualified service providers, not to terminate such affiliated service providers and/or to otherwise not treat such affiliated service providers on an arm's length basis.

Personal Investments

Walton Street and its principals have made personal investments in the Funds alongside the investors. As previously described, Walton Street receives incentive compensation from the Funds. Affiliates and other related parties (including former employees or partners and/or their estate planning vehicles) of the General Partners may pay no or reduced management fees, acquisitions fees or incentive compensation in connection with their investments in the Funds.

Employees of Walton Street may invest personally in real estate-related investments subject to the restrictions of Walton Street's Code of Ethics and the Governing Agreements of the Funds.

Additionally, Walton Street, its affiliates and/or personnel maintain relationships, including professional or personal relationships, with financial institutions, service providers, operating partners, joint venture partners and other market participants, including managers of private funds, banks and brokers (collectively, "Third Party Providers"). Certain of these Third Party Providers, their affiliates and/or personnel will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, Walton Street, its affiliates, personnel and/or the private funds or other investment vehicles advised by Walton Street (including the Funds). In addition, Walton Street, its affiliates and/or personnel may invest (or may be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to certain Third Party Providers, their affiliates, personnel and/or their private funds or other investment vehicles they advise. Walton Street, its affiliates and/or personnel may have a conflict of interest with a Fund in recommending or making decisions regarding the retention or continuation of a Third Party Provider to such Fund if such recommendation, for example, is motivated by a belief that the Third Party Provider, its affiliates and/or personnel may be more likely to continue to invest in one or more of Walton Street's and/or its affiliates' private funds, allow Walton Street, its affiliates and/or personnel to continue to invest with the Third Party Provider, provide Walton Street, its affiliates and/or personnel with information about markets and industries in which Walton Street and/or its affiliates operate (or is contemplating operations) or provide other services that are beneficial to Walton Street, its affiliates and/or its personnel. Walton Street and/or its affiliates may have a conflict of interest in making such recommendations or decisions.

From time to time, employees of Walton Street and persons selected by them expect to receive the benefit of “friends and family” and similar discounts while staying at properties owned by the Funds while traveling for business or personal reasons. Because such properties generally offer such discounts to customers other than employees of Walton Street and persons selected by them as part of their standard commercial practices in an effort to expand their respective customer bases, Walton Street believes that the potential for conflicts of interest relating to such discounts is mitigated. Discounted prices or better terms offered by a Fund-owned property to employees of Walton Street or any other third parties have the potential to affect the returns of the applicable investment. Employees are prohibited from requesting and/or accepting accommodations by Fund-owned properties that are free of charge to the employee, while traveling on personal time.

In connection with its services to the Funds and their investments, Walton Street, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of Walton Street’s operations, including research, due diligence, investment monitoring, operational improvements and investment activities, Walton Street and its personnel expect to receive and benefit from information, “know-how,” experience, analysis and data relating to Fund or portfolio company (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, “Walton Street Information”). In many cases, Walton Street Information will include tools, procedures and resources developed by Walton Street to organize or systematize Walton Street Information for ongoing or future use. Although Walton Street expects its Funds and their portfolio companies generally to benefit from Walton Street’s possession of Walton Street Information, it is possible that any benefits will be experienced solely by other or future Funds or portfolio companies and not by the Fund or portfolio company from which Walton Street Information was originally received. Walton Street Information will be the sole intellectual property of Walton Street and/or its affiliates and solely for the use of Walton Street and/or its affiliates. Walton Street reserves the right to use, share, license, sell or monetize Walton Street Information, without offset to Management Fees, and the relevant Fund or portfolio company will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization. Additionally, expenses relating to the Funds or portfolio companies are expected to be charged using credit cards or other widely available third-party rewards programs that provide airline miles, hotel stays, travel rewards, traveler loyalty or status programs, “points,” “cash back,” rebates, discounts and other arrangements, prerequisites and benefits under the available terms of such reward programs. Such terms are expected to vary from time to time, and any such rewards (whether or not *de minimis* or difficult to value) generally will inure to the benefit of Walton Street and/or the personnel participating in the rewards program, rather than the portfolio companies, the Funds or their respective investors; no such rewards will offset Management Fees. In addition, transfers of interests in certain Funds to third parties may be subject to a right of first refusal in favor of the applicable General Partner, its designees and certain Fund investors. The existence of a right of first refusal may adversely impact the marketability of interests in a Fund in secondary transactions. It may also delay, and/or result in additional expenses in connection with, potential transfers of interests in a Fund in secondary transactions, particularly if the right of first refusal is exercised.

Employee Rights

Walton Street recognizes the significant contributions of the employees that are employed by the Funds and/or their respective subsidiaries. Walton Street endorses the position that a fairly

compensated and well-trained workforce will provide high quality services to the Funds and their subsidiaries and thereby enhance the value of the Funds' investments. Walton Street respects the rights of employees to choose whether to be represented by a union and believes that employees should be able to make such decision in an environment that is free of harassment or intimidation and that fosters a fair and open process resulting in a fully-informed choice by employees. In such regard, Walton Street acknowledges and agrees that each Fund will comply with all of its legal obligations in any union organization process with respect to employees employed by a Fund and its subsidiaries, and will otherwise act in a manner designed to protect and uphold such employees' rights. If such employees vote to unionize as prescribed by law, the General Partner will cause such Fund and its subsidiaries to negotiate in good faith, and in accordance with its fiduciary obligations as the general partner of such Fund, to reach a collective bargaining agreement with the elected union.

Item 12 Brokerage Practices

Client Referrals

Walton Street engages placement agents from time to time. However, such placement agents do not effect transactions in real estate or publicly traded securities on behalf of the Funds.

Best Execution

When selecting a real estate broker, Walton Street will consider numerous factors and criteria with the overall objective of selecting a broker who will efficiently and effectively market the asset for sale and maximize returns for the Funds. Examples of the criteria used include the following: the broker was helpful or instrumental during the acquisition and/or consulting process during the asset management phase; the broker represented the seller during the purchase of the asset and is already familiar with the property and/or the structure of ownership; access to decision makers for a likely capital source; ability to run the bidding process to maximize the return on investment to a Fund; knowledge and experience with the local market, type of asset and/or structure; complexity and size of the transaction; past performance in representing Walton Street or others on similar deals; presence of a strong local investment sales team assigned to the engagement; venture partner input or predisposition to use a particular broker; the broker's efficiency and professionalism in the preparation and distribution of marketing materials relevant to the engagement; overall allocation of business to a variety of qualified brokers that can meet Walton Street's needs; and the fee structure for the engagement.

With respect to Fund transactions in publicly traded securities (if any), Walton Street will select broker-dealers based on its fiduciary duty to seek best execution. Numerous factors and criteria will be used when evaluating brokers. Examples of the criteria used include but are not limited to the following: overall price; availability and liquidity of a security (*e.g.* for a fixed income security, the use of a broker-dealer that makes a market in a particular issuer); quality of research provided; trading expertise; reliability; maintaining confidentiality; frequency of errors; and reputation. Where Walton Street is responsible for the placement of Fund transactions and the negotiation of any commissions paid on such transactions, securities will generally be purchased through brokers

on securities exchanges or directly from the issuer or from an underwriter or market maker for the securities. Purchases of securities through brokers involve a commission to the broker. Purchases of securities from dealers serving as market makers include the spread between the bid and the asked price. The Funds are responsible for paying any commissions or other fees with regard to any security transactions effected on behalf of the respective Fund.

When participating in currency and interest rate hedging transactions, Walton Street and the Funds generally use a third party vendor to provide quotes from multiple counterparties. Fund transactions are executed with the broker-dealer, bank, or other counterparty with the intent of seeking “best execution” for the Funds. Brokers, banks, or other counterparties are generally selected on the basis of price and transaction expertise.

The Funds are responsible for paying all expenses associated with executing transactions in securities and hedging transactions. While the use of a third party vendor to obtain quotes and negotiate transactions will increase the cost of the transaction in excess of the amount that the Funds might be able to achieve directly, these services along with other account related or accounting assistance services are considered by Walton Street to be a valuable service for the Funds.

Soft Dollars

Walton Street receives real estate market data research from real estate brokers. Walton Street also uses the services of those real estate brokers to buy or sell real estate investments for the Funds. Walton Street and/or the General Partners do not have any formal soft dollar arrangements to compensate the brokers for the research that is provided. Walton Street and/or the General Partners may receive real estate-related research and market data from third party service providers. The Funds will bear the expense for the research obtained from such third parties.

Trade Aggregation

The Funds rarely invest in any publicly traded securities. If a Fund transacts in a publicly traded security, due to exclusivity provisions and the fact that Walton Street generally commits to investments for a Fund during its respective commitment period for calling investor capital commitments, it generally would not be practicable to aggregate transactions with another Fund.

Allocation of Investment Opportunities

Walton Street recognizes its fiduciary duty to act in the best interests of the Funds and Walton Street evaluates investment opportunities to determine whether they are appropriate or suitable for one or more Funds. Walton Street and its affiliates advise and manage, and in the future will continue to advise and manage, Funds that may have investment guidelines substantially the same or similar in whole or in part as those of an existing Fund. Subject to the below, in the event that an investment opportunity would be considered appropriate or suitable for more than one Fund (including existing funds, successor funds, new funds or other accounts), the Investment Committee will make the allocation decision on a majority basis consistent with the applicable Governing Agreements and Walton Street’s obligations to allocate investment opportunities on a fair and equitable basis over time and based on investment considerations and other factors deemed applicable by Walton Street.

in its sole discretion, including, among other things, diversification and portfolio construction considerations (both geographically and by type and size of investment), applicable investment restrictions, availability of committed capital, expected risk profile (including risk resulting from the intended repositioning strategy of the investment, including entitlement risk and timing), expected cash flow, expected applicable returns, if the investment opportunity is a follow-on investment, the length of time such capital has been available for investment and the expected investment holding period, investment pacing, overall portfolio construction, proposed leverage to be incurred with respect to the investment, other applicable legal, tax and regulatory considerations and any other factors as may be included in an investment allocation policy as updated from time to time. Such procedure will also apply when allocating investment opportunities between an existing fund and its successor fund. There can be no assurance that the application of the investment allocation procedure described above will result in any investment opportunity being allocated to all eligible Funds or any particular eligible Fund. Notwithstanding the foregoing, certain Funds may be granted exclusivity over investment opportunities considered appropriate or suitable for more than one Fund and in such case such investment opportunity will be allocated to the Fund having such exclusivity rights and, only if such Fund elects not pursue such investment opportunity for any reason (including, without limitation, diversification considerations, applicable investment restrictions or available capital) or if the applicable Governing Agreements otherwise permit allocation of all or part of such investment opportunity to another Fund, then such investment opportunity may be offered to another Fund. Affiliates of Walton Street have formed, advised and/or sub-advised and may in the future form, advise and/or sub-advise investment vehicles or separate accounts to invest in Mexico and, as such, Walton Street has no obligation subject to the Governing Agreements of its other Funds, to offer investments primarily located (or secured by investments primarily located) in Mexico to such other Funds. In addition, the Governing Agreements of certain Funds provide that certain enumerated investments are not within the obligations of those that need to be presented to such Funds. The same investment team at Walton Street may be responsible for more than one Fund. Walton Street's Investment Committee shall maintain documentation to support each allocation decision, including the documentation of any additional factors deemed applicable to such allocation decision. Walton Street manages certain Funds that under certain circumstances may invest together and such decision is subject to the sole discretion of Walton Street and the Funds' investment limitations, availability of capital and/or any applicable legal, tax and regulatory considerations.

The Debt Funds are expected to target debt investments with different characteristics than debt investments that would fall within other Funds' investment objectives. Debt investments will be allocated to either a Debt Fund or another Fund based on the investment objectives of such Funds. Walton Street has managed and may consider managing separate accounts in the future. It is anticipated that such separate accounts, if any, will target real estate-related investments with different characteristics than real estate-related investments that would fall within the Funds' investment objectives investments or that are otherwise not appropriate or suitable for the Funds (e.g., because investment limitations, lack of available capital, applicable law or Fund objectives (such as diversification requirements) limit the amount a Fund would otherwise invest in such investment opportunity) as determined in good faith by Walton Street.

Trade Errors

In the event that a Fund incurs a trade error solely as a result of Walton Street's gross negligence,

willful misconduct, or fraud, such error is to be corrected by Walton Street as soon as practicable and in a manner such that such Fund incurs no loss. Trade errors that result other than by breach of care stated above will be borne by the relevant Fund. To the extent that any gains arise from a trading error and as such are received by a Fund, then such gains will be retained by that Fund.

Pricing Errors

Walton Street will evaluate any errors discovered in the computation of NAV for any perpetual life vehicles based on the percentage of the error relative to the NAV per unit. Walton Street will evaluate the need for corrective action based on the amount of the error and other applicable facts and circumstances.

Cross Transactions

Walton Street generally does not cause the Funds to engage in any cross transactions. In the event that Walton Street does so, Walton Street will first consider and determine that the transaction is in the best interests of both participating Funds. Walton Street will obtain consent from the Advisory Boards or the limited partners of the Funds engaging in such cross transaction, to the extent deemed necessary or appropriate.

Transactions with Limited Partners and Affiliates

The Funds have in the past, and may in the future, enter into transactions with a limited partner or its affiliates (whether as a buyer, seller, lessor, lessee, manager, broker, agent, trustee, provider of services, or otherwise). Neither a Fund nor any partner shall have, as a consequence of this relationship, any rights in or to any income or profits derived from such transaction or relationship.

Advisory Board

To the extent provided for in the Governing Agreements, certain Funds have Advisory Boards. The Advisory Boards are established to review and resolve certain conflicts of interest between Walton Street and the respective Fund presented to it by the applicable General Partner. Generally, a majority of the members serving on each Advisory Board must not be affiliated with Walton Street. Certain co-investment vehicles rely on consents provided by the relevant Fund's Advisory Board.

Item 13 Review of Accounts

Review of Fund Portfolios

Walton Street's Acquisitions group meets on a periodic basis to discuss new investment opportunities that should be presented to the Investment Committee. The investment positions and assets within the Funds' portfolios are monitored and reviewed by personnel of Walton Street's Asset Management group on a daily and/or weekly basis or as necessary. The Investment Committee meets whenever needed to review and approve of any investment decisions for the Funds. The members of the Investment Committee are described in Item 8 above.

Fund Reporting

The Governing Agreements of the Funds provide for certain written reports to investors.

Periodic reports are provided to investors in the Funds that generally include a statement of changes in the Funds' net asset value, a status report on certain Fund assets and a description of the performance of Fund assets. Net asset values differ from GAAP as further described under Valuation Methodology below. GAAP Financial Statements will continue to be presented as provided for in the Governing Agreements for each Fund.

Within 120 days of the end of the fiscal year, investors in the Funds where Walton Street is determined to have custody will also receive copies of annual audited financial statements prepared in accordance with GAAP as required.

In addition to or in lieu of the foregoing, Funds regulated outside the United States distribute reports and prepare statements in accordance with the requirements of local regulations and market practices or as may be further provided in the relevant Governing Agreements.

Walton Street also distributes additional reports and/or statements to investors, upon specific request. The additional reporting varies depending on the format in which an investor would prefer to receive our information (*e.g.*, using a specific template or questionnaire).

Valuation Methodology

In accordance with the Governing Agreements of each Fund, Fund investments are generally measured for value increases or decreases at the end of each quarter and/or as described in the applicable Funds' valuation policies. The valuations are prepared in good faith by the General Partners, but should not be regarded as a representation or guarantee that any specific investment will achieve any particular performance or could be sold for any particular value. The actual realized values and returns from unrealized investments may differ materially from the General Partners' estimated values and projections. Certain differences may exist between UNAV and GAAP Financial Statements due to the requirements of GAAP Financial Statements and Walton Street's determination of the appropriate fair values. These differences include, but are not limited to timing or recognition differences between UNAV and GAAP Financial Statement preparation, audit adjustments and non-economic GAAP adjustments. Perpetual life vehicles may have different valuation methodologies, including, without limitation, more frequent valuations and differing use of third parties such as valuation agents and appraisers.

Item 14 Client Referrals and Other Compensation

Additional Compensation

The Funds may act in conjunction with developers or outside investors for competitive or strategic reasons or for other reasons that Walton Street determines will benefit the Funds, including forming

joint ventures or other arrangements. Such third parties may venture with a Fund and Walton Street and may receive compensation in connection with arranging and managing such ventures. Any incentive compensation received by Walton Street in connection with joint ventures between the Funds and such third parties generally will be distributed to Walton Street or the applicable Funds, consistent with the Governing Agreements. Walton Street will retain any acquisition, financing and management fees received in connection with joint ventures between the Funds and such third parties.

Client Referrals

Walton Street may periodically engage third-party placement agents and/or solicitors to introduce prospective investors for the Funds. Except as otherwise provided for in the Governing Agreements for the Funds, the fees and expenses of any third-party placement agents and/or solicitors generally will be paid by the Funds, but will generally be reimbursed by Walton Street by offsetting its fees.

Business Entertainment

In order to provide the quality of services that the Funds and investors expect, it is necessary for Walton Street to establish, maintain and enhance relationships with Fund investors and prospective Fund investors, as well as various professionals in the real estate investment and management business, such as attorneys, consultants, investment brokers, investment bankers, building leasing agents and tenant representatives, lenders, developers, venture and operating partners and other service providers and investment professionals (together, the “Real Estate Industry”). Establishing meaningful and long-term relationships in these and other areas within the Real Estate Industry are critical to Walton Street in identifying diverse strategies and sourcing investment opportunities for the Funds, as well as efficiently underwriting, financing, leasing, managing and disposing of Fund assets. Walton Street and the Real Estate Industry value important and long-standing relationships, and as such, Walton Street and its employees may invite those within, and are frequently invited to participate in activities sponsored by, Walton Street or others in the Real Estate Industry that could be considered lavish entertainment, such as sporting events, concerts, golf and other outdoor outings and other recreational activities (collectively, “Events”). Walton Street recognizes that many in the Real Estate Industry similarly put efforts forth to establish, maintain and enhance their relationships with organizations competitive to Walton Street.

The meals, travel, accommodations and other expenses for Events may be paid by the Funds, Walton Street or Real Estate Industry third parties including private airfare and accommodations at upscale locations. In addition, the Funds or properties owned by the Funds may also sponsor Events, in which employees of Walton Street may attend for one or more reasons intended to benefit one or more Funds, including in an effort to generate marketing opportunities for renting/leasing available space in properties or otherwise. The primary benefits Walton Street and the Funds receive from Walton Street’s sponsorship and participation in these Events is to originate and further strengthen our relationships within the Real Estate Industry. Walton Street believes that working to have such relationships is important towards ensuring that Walton Street is provided with the opportunity to capitalize upon active sources of deal flow and investment opportunities, as well as to receive critical and reliable services and information. While Walton Street believes employee sponsorship and participation in these Events is beneficial to the Funds for the reasons described above, Walton

Street's subsequent selection and retention of such Real Estate Industry service providers could be viewed as a form of reimbursement for attending such Events. Walton Street recognizes and acknowledges our fiduciary duty to the Funds. As such, no such Events or activities sponsored or received by Walton Street are permitted to influence our due diligence process in the acquiring, underwriting, financing, managing, leasing and selling of real estate investments or fulfilling our fiduciary duty to the Funds. Walton Street requires its employees to report their planned sponsorship of and participation in certain Events, depending on the nature of such Events, for review. Walton Street monitors such reporting and determines on a case-by-case basis whether an employee's sponsorship of or participation in an Event is (i) warranted and the expenses may be paid by third parties, (ii) warranted but the expenses must be paid by Walton Street, one or more Funds or the participating Employee, or (iii) the sponsorship of or participation in the Event is not warranted.

Property Incentive Programs

Walton Street and/or entities hired by Walton Street (such as property management or leasing service providers) will periodically sponsor incentive programs for unaffiliated third parties, primarily for real estate brokers and leasing agents. The programs are designed to incentivize the brokers and/or leasing agents to generate interest in obtaining tenants to occupy vacant space in properties owned by the Funds. The incentive programs are designed primarily to benefit the Funds by securing leases as quickly as possible to generate revenue at the properties owned by the Funds. The incentive programs may include items such as meals, gifts, gift cards, vacation accommodations, and other items. The incentive programs are paid for as part of the marketing budget for each property. Since these expenses are paid by the individual property, the Funds will indirectly bear the cost of these programs.

Item 15 Custody

The Funds' General Partners are affiliates of Walton Street and therefore Walton Street is generally considered to have custody of client assets. The Funds are audited annually and the audited financial statements, which are generally prepared in accordance with generally accepted accounting principles, are distributed to the Funds' investors within 120 days of the Funds' fiscal year end. Fund investors should carefully review the Funds' audited financial statements.

Item 16 Investment Discretion

Walton Street has investment discretion over the Funds' assets, in accordance with each Fund's respective offering documents and Governing Agreements. The Funds' General Partners are affiliates of Walton Street.

Each Fund's Governing Agreements and offering documents generally set forth certain limitations with respect to the management of such Fund and the activities of Walton Street, among others. Fund investors may enter into Side Letter agreements with Walton Street, as described in the section

titled “Side Letters” under Item 5 above. These agreements may have the effect of limiting certain of Walton Street’s activities.

Item 17 Voting Client Securities

In accordance with its fiduciary duty to the Funds and Rule 206(4)-6 of the Investment Advisers Act, Walton Street has adopted and implemented written policies and procedures governing the voting of Fund portfolio securities.

Walton Street is periodically required to execute proxies in foreign jurisdictions at shareholders’ meetings as required by foreign laws. In most, but not all cases, these are foreign entities that were established to own real estate assets in foreign countries and these entities are generally majority owned by the Funds. These types of proxies generally require the approval of financial statements, capital calls, capital distributions, and other items. Upon notification of a shareholder meeting, Walton Street designates a representative to attend the shareholder’s meeting and submit Walton Street’s vote in person. Walton Street instructs the designated person to vote in the best interest of the Funds and in accordance with our fiduciary duty to the Funds. If Walton Street determines that it is facing a material conflict of interest in voting a proxy, Walton Street will obtain recommendations from the applicable Fund’s Advisory Board, or an independent third-party, to provide an independent recommendation on the direction in which Walton Street should vote. The determination by the third party will be binding on Walton Street.

Walton Street maintains a record of any proxy votes executed on behalf of the Funds. Investors in the Funds may contact Walton Street to obtain a copy of Walton Street’s proxy voting policy or to obtain information with respect to any specific proxy votes submitted on behalf of the relevant Fund.

Item 18 Financial Information

Walton Street is not aware of any financial condition that it believes is expected to affect its ability to meet contractual commitments to the Funds.