

**PART 2A OF FORM ADV: FIRM BROCHURE**

March 28, 2024

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**ITEM 1 - COVER PAGE**

**This brochure provides information about the qualifications and business practices of Whitman/Peterson, LLC. If you have any questions about the contents of this brochure, please contact us at (818) 483-1060 and/or [compliance@whitmanpeterson.com](mailto:compliance@whitmanpeterson.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Whitman Peterson is a registered investment adviser with the SEC. Registration of an investment adviser does not imply any certain level of skill or training. Additional information about Whitman Peterson is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## ITEM 2 – MATERIAL CHANGES

Since Whitman/Peterson, LLC's ("**Whitman Peterson**" or the "**Firm**") last filing on May 3, 2023, there have been no material changes.

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## ITEM 4 – ADVISORY BUSINESS

### A. Description of the Advisory Firm

This Brochure relates to Whitman/Peterson, LLC, a Delaware limited liability company founded in January 2012, and its affiliates (“**Whitman Peterson**” or the “**Firm**”). Whitman Peterson provides investment advisory services to the private investment funds operating as real estate funds (the “**Funds**”), which are its only advisory clients. Whitman Peterson has affiliated entities that serve as the general partner, manager or investment adviser, as applicable (each, a “**General Partner**”), to each respective Fund. Each Fund generally is managed by its respective General Partner, although for certain structures, a Whitman Peterson affiliate may act as a General Partner and/or provide discretionary or non-discretionary investment advice. The General Partners have delegated their management and advisory duties to Whitman Peterson. Each General Partner is subject to the Advisers Act pursuant to the Firm’s registration in accordance with Securities and Exchange Commission (“**SEC**”) guidance. This brochure also describes the business practices of the General Partners, which operate as a single advisory business together with Whitman/Peterson, LLC.

Whitman/Peterson Holdings, LLC (which is ultimately controlled by Robert A. Whitman, Weston Whitman and Joel C. Peterson) is the principal owner of the Firm. Weston Whitman and Robert Whitman serve as Co-Managing Partners of the Firm.

### B. Advisory Services

The Firm provides advisory services in respect of the investment activities of the Funds and specifically in respect of the real estate and real estate related investments of each Fund and is responsible for identifying investment opportunities for the Funds, as well as facilitating the acquisition, monitoring, asset management and disposition of the Funds’ investments. Whitman Peterson provides investment advice to the Funds (not to Fund investors) and tailors 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 partnership agreement, confidential private offering memorandum, investment management agreement or other governing agreement (with respect to each Fund, the “**Governing Documents**”). Governing Documents include, as to any particular investor, any side letter or similar agreement that has been entered into between such investor and the applicable Fund and/or General Partner. The investment focus of each Fund is described in its Governing Documents.

The Funds are organized as Delaware limited partnerships, Cayman Islands corporations, or other similar entities established under the laws of other jurisdictions. In addition, the Firm may consider the formation of Funds or other structures including but not limited to separate accounts and management agreements that have investment objectives that differ from or that do not otherwise conflict with the Governing Documents of other Funds.

The investment advisory focus of the Firm is on US and non-US real estate assets across numerous sectors, including, but not limited to the multi-family, student housing, lodging, seniors housing, office and industrial sectors. In these segments, the Firm generally seeks investment opportunities involving partnerships with national and regional operating partners to leverage their operating presence and capabilities, and their capital projects expertise, to create value at the property level and to efficiently source, evaluate, and execute on opportunities on a broad scale. The Firm also typically seeks investment opportunities where it maintains deal-by-deal approval rights on each investment and has significant influence on the investment decisions.

The Firm 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 that include fees paid to the sponsor of the vehicle and fees paid to the Fund's respective General Partner. In certain cases, such entities and other pooled investment vehicles are managed by unaffiliated third-party managers; however, typically Whitman Peterson would also have certain management rights that may include, without limitation, approvals or consultation rights over major decisions.

Additionally, certain investment opportunities may include options to acquire an interest in the holding or operating companies of their operating partners, in order to share in any value created at the operating-company level, through the Fund's investment in real estate assets.

In summary, the Firm's strategy in locating investment opportunities for the Funds is the following:

- 1) Choosing sectors with strong demand fundamentals;
- 2) Pursuing investments at different places in the value chain within those sectors, depending on market conditions (acquisitions vs. development, assets vs. operating companies, primary vs. secondary markets, infill vs. suburban, GP capital vs. LP capital, etc.);
- 3) Purchasing or developing assets at an attractive basis that allows strong absolute and risk-adjusted returns even utilizing conservative underwriting assumptions;
- 4) Establishing proprietary platform partnerships with top operating companies in the target sectors; and
- 5) Investing at least a portion of the Funds' capital in the GP position of the property, portfolio, or fund-level ventures.

Whitman Peterson's Co-Managing Partners are responsible for leading the approval of investment decisions across all Funds and strategies with regard to the allocation of Fund assets to potential investment opportunities, as well as leading the Firm's human resources who are teams managing the investments and leading approvals for the disposition of investments.

### *Co-Investments*

The Governing Documents for certain Funds also provide terms by which the Fund investors may be allowed to co-invest with that Fund in real estate assets and that such co-investment opportunities are not required to be offered to the Fund investors. Co-investment opportunities may arise because of investment limitations, lack of available capital, applicable law or Fund objectives (such as diversification requirements), limit the amount the Fund would otherwise invest in such investment as determined in good faith by Whitman Peterson in its sole discretion. Co-investment agreements generally contain terms customary for joint investments, including without limitation provisions related to management rights, defaults, and capital calls. The Firm may be subject to conflicts of interest in exercising its discretion with regard to the determination of when to offer a co-investment opportunity to Fund investors or third parties or with regard to allocating co-investment opportunities.

### C. Client Tailored Services and Client Imposed Restrictions

Advisory services are tailored to seek to achieve the Funds' investment objectives. Investors in the Funds do not have the ability to impose limitations on Whitman Peterson's discretionary authority, other than limitations set forth in the Governing Documents. From time to time, Whitman Peterson will be presented with investment opportunities that would be suitable not only for a Fund, but also for other Funds. In determining which investment vehicles should participate in such investment opportunities, the Firm and its affiliates are subject to conflicts of interest (and mitigating processes and approvals, where applicable) among the investors in such investment vehicles.

#### D. Wrap Fee Programs

The Firm does not participate in wrap fee programs.

#### E. Assets Under Management

As of December 31, 2023, Whitman Peterson managed approximately \$1,695,496,751 in Fund assets (calculated as regulatory assets under management), all on a discretionary basis. Whitman Peterson does not currently manage any advisory client assets on a non-discretionary basis or any advisory client other than the Funds.

### **ITEM 5 – FEES AND COMPENSATION**

#### A. Fees and Compensation

The fees and compensation payable to the Firm vary among the Funds and are determined and assessed in a manner specific to each Fund. Affiliates of the Firm typically make a substantial capital commitment to certain Funds and may pay no or reduced management fees and no or reduced performance fees in respect of such commitment. For the specific fees charged by any specific Fund, please refer to the Governing Documents for such Fund. Certain fee breaks or alternative fee structures may be offered to certain investors including, but not limited to, those that are considered to be anchor investors, those that participate in early closings of such Fund or for investors with a specified commitment amount. Certain fees may be deferred or waived from time to time at the discretion of the Firm. However, the range of compensation is generally as follows:

The Firm is compensated for advisory services by management fees determined in one of two manners, depending on the structure of a given Fund: (1) on a cost-reimbursement basis, subject to certain maximum investor fee amounts, and (2) on a flat percentage-fee basis. The management fees, whether on a cost-reimbursement basis, or a flat-fee basis, are less than or equal to 2.0% of the Investor's capital subscriptions during the investment period or the Investor's capital contributions invested in, but unreturned from, investments, after the investment period.

In general, the Firm receives management fees and carried interest in connection with advisory services. Carried interest is described below in Item 6. In the event that the Firm or other related management entities receive additional compensation in connection with management and other services performed for investments of the Funds, a Fund's portion of such additional compensation is treated as an offset to a given Fund's management fees otherwise payable to the Firm.

The Firm, on behalf of the Funds, retains advisors or consultants to provide industry specific consulting and management services to the Funds. In some cases, such advisors or consultants will be dedicated to the Funds' activities and be considered part of the Firm's team. However, unlike the Firm's employees, whose compensation is considered a Firm expense, the compensation for these advisors or consultants are paid by the Funds and any investment-level reimbursements received by the Funds for services in which they are involved are retained by the Funds (and not paid to the Firm).

#### B. Third-Party Expenses

In addition to management fees and carried interest, each Fund bears certain expenses, including certain start-up costs, according to the terms of the Governing Documents, which may differ among the Funds. As

set forth in each Fund's Governing Documents, a Fund also typically will directly or indirectly bear all fees, costs, expenses, liabilities and obligations relating to such Fund's activities, investments and business to the extent not reimbursed by an investment, including, without limitation any and all fees, costs and expenses (i) in connection with the origination, evaluation, negotiation, structuring, acquisition, restructuring or disposition of Investments, including the formation of additional vehicles, including all expenses with respect to potential investments that are not consummated (whether or not co-investors may have been necessary), private placement fees, sales commissions, appraisal fees, finder fees, taxes, brokerage fees, underwriting commissions and discounts, travel expenses, and legal, accounting, investment banking, consulting, information services and professional fees (which reimbursement may include the Firm, to the extent that fees, costs and expenses payable do not exceed the amount customarily charged by third parties for services similar to those actually provided) related to the discovery, investigation, development, making, management and disposition of Investments (whether or not consummated), subject to applicable approvals; (ii) in connection with the carrying, monitoring, maintaining or management of investments, including custodial, trustee, record keeping and other administration fees, any travel expenses, and ongoing risk monitoring and any and all information technology fees, costs and expenses related to the evaluation, making, carrying, monitoring, maintaining, managing and disposing of investments (whether or not consummated); (iii) the proportionate share relative to the other Funds, as determined in good faith by the Fund's General Partner, of research or to the provision of investment activity-related market data and reporting, data providers (including related systems and services from such data providers and data management software) and related information management systems; (iv) general fund administration and compliance related matters, in each case, including initial onboarding, implementation and development costs, licensing and maintenance fees, payments made to consultants and any fund administrator; (v) in connection with the preparation and distribution of all reports to the Limited Partners and any other financial, tax, accounting, software, fund administration or reporting functions (including the preparation of financial statements, tax returns and Internal Revenue Service Schedules "K-1" and a Fund's partnership representative's representation of the Fund or the Limited Partners); (vi) in connection with compiling and complying with provisions in side letters, and any costs and expenses incurred in connection with any transfer of interests (to the extent not reimbursed by the parties to such transfer); (vii) outside tax advisors, accountants, third-party administrators, attorneys, auditors, audits, valuation, custodians, depositories, independent representatives, consultants, advisors (including, but not limited to, consulting fees, travel and other expenses, or other compensation for senior or special advisors, whether in the form of cash or equity, to the extent such fees and expenses relate to matters regarding existing or potential Investments), and other similar professionals incurred by the Fund and/or investments, including the Fund's proportionate share, as determined in good faith by the General Partner, which includes the compensation paid to Paul Novak, Brandon Blaser and other industry specialists who serve as advisors or consultants to or are otherwise retained by the Firm; (viii) any and all taxes, fees and other governmental charges (including annual registration, agent, filing or other fees) that may be incurred or payable by the Fund and related vehicles; (ix) any insurance premiums or expenses incurred in connection with the activities of the Fund; (x) arising out of all borrowings and other financings made by the Fund; (xi) incurred (including legal fees and expenses) to comply with any law or regulation related to the activities of the Fund (including regulatory expenses of the Firm), including legal, tax, administrative, statutory and regulatory compliance with U.S. federal, state, local, non-U.S. or other law and regulation, and compliance with any anti-money laundering or "know your customer" laws, rules, regulations or policies (including investor review and monitoring); (xii) in connection with any actual, potential, contemplated or threatened litigation or governmental inquiry, investigation or proceeding involving the Fund or its activities or involving the Firm (to the extent related to the activities of the Fund); (xiii) in connection with the formation, maintenance, administration, restructuring, amendments and revisions to constituent documents, dissolution, winding up and termination of the Fund and its related vehicle, and all expenses and costs relating to limited partner consents, waivers or approvals; (xiv) related to defaults by defaulting partners (to the extent not paid by the defaulting partner) and fees, costs and expenses incurred in connection with collecting, validating or verifying limited partner payments; (xv) in connection with

distributions to the partners; (xvi) in connection with any meeting of the partners; (xvii) any and all indemnification amounts required to be paid by the Fund; and (xviii) in connection with preparing closing sets.

### C. Payment of Fees

Management fees are a reimbursement of actual expenses incurred by the Firm on behalf of the Funds, or on a flat fee basis. For Whitman/Peterson Partners, Ltd. Whitman/Peterson Partners II, Ltd., Whitman/Peterson Partners III, LP, Whitman/Peterson IV LP., Whitman/Peterson Core Plus, LP., and WP IV Industrial Sidecar, LP management fees are typically collected semi-annually in arrears, although an option to call them in advance exists. Performance-based fees are determined as of any date on which an Investor receives a distribution from such Investor's capital account(s). Fund expenses are generally included within the capital calls of the Fund and reduce each Investor's subscription amount.

From time to time, a Fund and Whitman Peterson may share certain fees and expenses, and from time to time Whitman Peterson or a Fund may bear a portion of the fees and expenses allocable to one or more Funds until such time as it is reimbursed by the other Funds.

**Investors should refer to the relevant Fund Governing Documents for a complete understanding of the Funds' expenses. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The Firm may be eligible to receive a percentage of investment proceeds on distributions (“**Carried Interest**”). All distributions are split between Fund investors (each an “**Investor**”) in the relevant Fund and Whitman Peterson as set forth in the applicable Fund's Governing Documents. The range of Carried Interest is generally between 7.5% and 30% of realized gains above certain preferred return hurdles. Investors may pay different Carried Interest due to the specific preferred return (the “**Return**”) an Investor receives in the relevant Fund. Investors generally receive a preferential return on their investments and a return of their capital contributions prior to the distribution of any performance based compensation to the Firm. The distribution waterfalls or other incentive compensation formulas are further described in the Governing Documents for each Fund.

The Firm and its affiliates' receipt of Carried Interest, as well as any future receipt of performance-based compensation, creates a potential conflict of interest in that it may create an incentive for the Firm to make riskier or more speculative investments on behalf of the Funds than would be the case in the absence of this arrangement. It also may create an incentive for Whitman Peterson to allocate investments, time and resources to certain Funds over other Funds in order to earn greater performance-based compensation. The Firm recognizes, however, that it is a fiduciary and that it must treat all Funds fairly and not favor one Fund's interests over another's. The Firm regularly assesses the allocation of its resources, including investment personnel, among its Funds to ensure adherence to its fiduciary duties. The Firm evaluates investments in a manner that it considers to be in the best interest of the Funds, given the Funds' investment objectives, investment strategies, suitability of the investment, and risk profile.

## **ITEM 7 – TYPES OF CLIENTS**

As described in Item 4, the Firm provides investment advisory services to the Funds, which are pooled investment vehicles operating as private investment funds. Investors in the Funds may include, but are not limited to, pension plans, endowments, foreign institutions, corporate and business entities, foundations, trusts, family offices, and high net worth individuals. The Funds may have minimum capital commitments



for Investors, as specified in the Governing Documents for each respective Fund, which are negotiable by the Firm. 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 required by law.

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

### **A. Methods of Analysis**

The information contained herein is a summary only. Potential investments for the Funds are typically generated internally through research and analysis. In connection with identifying, evaluating and analyzing investment opportunities for the Funds, investment professionals of Whitman Peterson also generally draw upon their professional experience in relevant industries – and contacts with industry executives, established business relationships and independent consultants and advisors.

Whitman Peterson’s selection of sectors and strategy within a sector are based on the judgment and experience of senior leadership, who throughout the past 30-plus years have invested in and overseen the operations of substantial real estate enterprises across key institutional real estate sectors, including (but not limited to) lodging, multifamily, senior living, office, industrial, retail, and medical office. Whitman Peterson expects to continue pursuing investments in key institutional real estate sectors. Whitman Peterson’s due diligence of a target sector includes analysis of macroeconomic, demographic, submarket, sector and capital market trends through proprietary empirical data, contracted third-party data, publicly available information, and regular communication with industry leaders and market participants.

Whitman Peterson has formed (and seeks in the future to form) proprietary partnerships with prominent operating companies, in order to leverage their large, fully-integrated, and geographically dispersed capabilities and teams. Once Whitman Peterson has a strong investment thesis about an opportunity in a given sector, Whitman Peterson works to leverage its relationships and research to identify national, or large, regional operating companies whom Whitman Peterson believes can execute on its investment thesis in that sector. Specifically, Whitman Peterson seeks to identify partners with unique positions in their marketplace, who have the capability, capacity and commitment to execute on the investment thesis with scale, and who would benefit from having a strategic capital partner in order to do so. While not precluded from investing directly in assets or real estate related operating companies, Whitman Peterson anticipates that many of the investment opportunities that Whitman Peterson will review will be sourced by working with and through its operating partners.

Whitman Peterson and its operating partners work closely together to clearly define targeted investment criteria, underwriting parameters and approval guidelines for their respective ventures. Whitman Peterson also works closely with the operating partner to create a common investment approval memorandum template. The operating partner then organizes the efforts of its acquisition, development, and investment teams to pursue opportunities that fit the pre-defined parameters.

### **B. Investment Strategies**

The Firm provides advice to the Funds to invest in real estate and real estate related assets. 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. As described further

in Item 1, Whitman Peterson may participate in joint ventures with unaffiliated third party entities in certain real estate transactions. Whitman Peterson may also invest in limited partnerships or other pooled investment vehicles that specialize in real estate related assets. See Item 1 for additional information on the investment strategies of Whitman Peterson.

### C. Risks of Investments

An investment in the Funds may be deemed speculative and is not intended as a complete investment program. They are designed only for experienced and sophisticated persons who are able to bear the risk of substantial impairment or total loss of their investment in the Funds.

An investment in a Fund entails a significant degree of risk and, therefore, should be undertaken only by persons capable of evaluating and bearing that risk. In considering participation in a Fund, an investor should be aware of and should carefully consider certain risk factors, which include, but are not limited to, the risk factors discussed below. The following is not a complete list of all risks involved in connection with an investment in a Fund. There can be no assurance that a Fund will be able to achieve its investment objective, that Investors will receive a return on their capital or that Investors will recover the capital contributed by them. Investment results may vary substantially on a quarterly or annual basis. Investment risks include, but are not limited to, the following:

- The Funds may invest in real estate or real estate-related investments, including interests in real estate operating companies. Real estate investments are speculative by nature, and their value can be significantly impacted by changes in such things as the general economic climate, conditions of financial markets, real estate values, local real estate conditions, changes in the availability of debt financing, the credit risk of buyers and tenants, market concentration, the regulatory framework governing real estate, including but not limited to environmental laws, the Americans with Disabilities Act and laws related to asbestos, land-use and zoning restrictions, the ability of tenants to make payments, changes in taxes, fluctuations in supply and demand for real property, and natural disasters.
- The acquisition and development of investment properties may be financed in substantial part by borrowing, which increases the exposure to loss. There can be no assurance that the Fund and its joint venture partners will be able to obtain the necessary debt financing at acceptable terms. The use of leverage involves financial risk and will increase the exposure of the Fund's investment returns to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the investments. Principal and interest payments on indebtedness will have to be made regardless of the sufficiency of cash flow from the properties.
- 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 the 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.
- The Firm will make investments based upon projections of internal rates of return, which in turn will be based upon projections of future rental growth rates, capitalization rates and interest rates of the Fund's investments and the applicable market, development and redevelopment and/or operating costs, rental and lease-up rates of commercial and residential properties and disposition timing and proceeds, all of which are inherently uncertain.

- Investments in private funds are generally passive investments. As limited partners, Investors in a private fund generally have no control over the day-to-day operations of the fund and limited rights to protect themselves if they are dissatisfied with the manner in which a fund is being operated. Limited partners in the Funds will be highly dependent on the investing skills and management abilities of Whitman Peterson to achieve success.
- The activity of identifying, completing and realizing attractive real estate investments is highly competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of investment opportunities available to the Funds and adversely affecting the terms upon which portfolio investments can be made.
- There can be no guarantee that the cybersecurity measures employed by the Firm and service providers will always succeed in fending off cybersecurity attacks from viruses, malware, computer hackers or other malicious corruption of their information technology systems. Cybersecurity breaches may cause disruptions to business operations, cause losses due to theft or other reasons, interfere with net asset value calculations or lead to violations of applicable privacy and other laws, regulatory fines and penalties, reputational damage, reimbursement or other compensation costs or additional compliance costs.
- A global pandemic, an epidemic affecting a geographic region where the underlying properties of the Funds' investments are concentrated, and other large-scale human health crises would result in significant disruptions to the development or operations of the Funds' investments. The extent of development and other operational delays, increased costs (including potential financing penalties as a result of delays), and losses in operating income in connection with such events will be a function of the severity of the event, the nature and scope of governmental responses to such event, the impact of the event on the workforce relied upon by a Fund and its investments, and the total amount of exposure in the affected area. To the extent the underlying properties of a Fund's investments are geographically concentrated, a regional epidemic particularly affecting this geographic region would adversely affect the Fund's financial condition and business operations. Further, to the extent the Fund's investments are specifically affected by or exposed to (or perceived to be affected by or exposed to) the occurrence of a contagious disease or illness, this would adversely impact lease renewal rates for the affected underlying properties of the Fund's investments. Although it is expected that the Funds and the underlying investments in which they invest will maintain customary business interruption insurance to cover income losses as a result of unanticipated business disruptions, such policies may exclude disruptions as a result of contagious diseases or other health crises, or the specific insurance carriers providing coverage may not recognize the pandemic event as the cause for the disruption or may disagree with the level and amount of disruption, which may or may not be settled in a court of law in the Fund's favor. In addition, pandemics, epidemics and other human health crises could have negative impacts on the Funds' investments outside of the areas directly affected. To the extent that a disruptive health event adversely impacts travel and personnel movement, workforce availability and efficiency, and global manufacturing and supply chains for components and systems integrated into the operations of the Funds' investments, such an event could have a significant adverse effect on the underlying properties of the Funds' investments in jurisdictions not otherwise directly affected. Any decrease in operating income would reduce amounts available to be distributed from such investments and decrease overall returns to Investors.

For example, the novel coronavirus (COVID-19), which first surfaced in Wuhan, China in 2019, has developed into a global pandemic and a significant global public health crisis. Due to the spread of COVID-19, there has been a substantial curtailment of both international and domestic travel as

well as the imposition of broad restrictions on ordinary course business operations across numerous affected jurisdictions. As a result of responsive and preventative measures undertaken by governments around the world, including travel restrictions, national and regional quarantines, shelter-in-place orders and lockdowns, restrictions on group assembly, business suspensions (including, in some cases, restrictions on construction) and other emergency public safety measures, the underlying properties of the Funds' investments located in affected areas, could be impacted by delays, prolonged development periods, administrative disruptions and increased costs and expenses. Responsive measures, though temporary in nature, may continue and increase in severity depending on a variety of uncertain factors. Many of these adverse impacts are likely to be exacerbated by deterioration and volatility in the global business and economic environment. In addition, the COVID-19 pandemic is likely to cause significant continuing disruptions to travel, workplace operations and global supply chains as affected jurisdictions ease and remove responsive measures on different timeframes.

The extent to which the Funds' results are affected by the COVID-19 pandemic will largely depend on future developments regarding the severity, scope and duration of the pandemic and its broader effect on the global economy. These factors remain highly uncertain and cannot be accurately predicted. Accordingly, the full impact of the COVID-19 pandemic on the Fund's investments cannot currently be determined.

In its ordinary course of business, the Firm relies on various counterparties, which include, but is not limited to, brokers, dealers, banks, custodians, and administrators ("Counterparties"). These Counterparties, with which the Firm does business and on behalf of a Fund, may, from time to time, default on their obligations with or without notice. Such defaults include, but are not limited to, a Counterparty's bankruptcy, insolvency, or other failure. A Counterparty's default on their obligations may impact the Firm's or the Fund's ability to conduct its business in the ordinary course. There is a risk of loss of assets on deposit at the Counterparty. Although government agencies or other organizations provide insurance coverage to depositors in the event of a Counterparty failure, coverage is limited to a specified amount and subject to rules and regulations. Prior events where a government agency or other organization stepped in to make depositors whole over their excess deposits at select Counterparties, which may or may not have a current or prior relationship with the Firm or the Fund, should not be construed as a guarantee that such action will be taken in the future. There is no guarantee that any excess deposits are recoverable. In the event of a Counterparty's default, the Firm will work diligently to access its capital and take actions it deems appropriate while acting in the best interest of the Fund. However, the Firm's access to capital is subject to a variety of external factors that are outside of the Firm's control, including the timing of default, a government agency's or other organization's actions, including the timing of the Counterparty's closure, ability to liquidate the Counterparty's assets, or to effect the Counterparty's sale or dissolution, unforeseeable economic factors or market conditions, and the Counterparty's technology infrastructure operating as intended to facilitate access. Furthermore, the Firm's ability to access capital may have an impact on the Firm's and the Fund's ability to conduct operations in the normal course including, but not limited to paying expenses, funding investment opportunities resulting in delayed or missed opportunities, and calling capital from or making distributions to limited partners. Deposits concentrated at one or a limited number of Counterparties may amplify these risks.

## **ITEM 9 – DISCIPLINARY INFORMATION**

The Firm and its management personnel have no reportable disciplinary events to disclose, no reportable administrative proceedings to disclose, and no reportable SRO proceedings to disclose.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As described above, the General Partners of each Fund have delegated their management and advisory duties to the Firm. Affiliates of the Firm typically make a substantial capital commitment to certain Funds.

Joel C. Peterson is an owner of Whitman/Peterson Holdings, LLC. Joel C. Peterson is also the Executive Chairman of Peterson Partners, LLC., an SEC registered investment adviser (“**Peterson Partners**”). It should be noted that Peterson Partners and the Firm do not share advisory or other types of clients and are not governed by the same Code of Ethics or compliance policies and procedures. Peterson Partners provides investment advisory services to private equity and venture capital funds. Joel C. Peterson does not participate in the day-to-day investment advisory activities of Whitman Peterson, but meets with the Firm’s Managing Partners in an advisory and capital partners capacity as needed.

### A. Potential Conflicts of Interest

Pursuant to the Firm’s investment strategies, employees and other related persons of Whitman Peterson will sit on the boards of certain of the Fund’s operating partners. In addition to any duties that those personnel owe to the Fund, as directors of the operating partner, those personnel owe duties to the operating partner. Whitman Peterson or its related persons may receive compensation or other financial or non-financial and ancillary benefits such as gifts, entertainment (including participating in golf outings) and other items of value. If cash compensation is received, Whitman Peterson or its related persons will contribute such cash compensation to the Fund which owns the interest in the related operating partner. Serving in such a capacity or receiving gifts, entertainment, or other items of value, may expose Firm employees and other related persons, and by association, Whitman Peterson and the Funds, to certain conflicts of interest, such as a conflict between Whitman Peterson’s economic interest and what is in the best interests of the Funds (e.g., with respect to Whitman Peterson making investment decisions for the Funds). The Firm maintains internal compliance policies that are intended to minimize the negative effects of such conflicts if they arise, however, there can be no assurance that permitting the board membership of an employee will not result in less favorable results for the Funds than if the management person was not permitted to serve in such capacity. Finally, it should be noted Funds and Investors are provided with disclosure with respect to these conflicts in the Governing Documents, as applicable.

Whitman Peterson’s personnel may work on other projects (other than for the Firm), including projects for their personal benefit, which may involve personal investments, and related to other investment advisers. Whitman Peterson’s personnel and their related persons may maintain outside business relationships with Investors, companies for which the Firm or its affiliates invest in and/or the Funds. For example, Whitman Peterson’s personnel and other related persons will also serve as members of the boards of directors or advisory board of various public and private companies, including certain of the Fund’s operating partners as described above. Such relationships have the potential to influence the Firm’s investment decisions for the Funds, which may present a conflict between the Firm’s economic interest and what is in the best interests of the Funds. Additionally, conflicts may arise in the allocation of management resources as a result of such other activities. Specifically, Robert A. Whitman is Chairman and a more than 5% shareholder in Franklin Covey. This position is not investment advisory in nature; however, he does receive compensation for such services. The investment strategy of the Peterson Partners’ private equity funds do not conflict with the investment strategy of the Whitman Peterson funds. Further, Joel C. Peterson serves as a Board Member of Franklin Covey, a public company. His positions are not investment advisory in nature; however, Mr. Peterson does receive compensation for such services.

From time to time, the Firm may employ or engage, and has employed or engaged, third parties to render services to the Funds or underlying investments, such as specialists and industry specialists, on such terms and for such compensation as Whitman Peterson may determine to be appropriate. Persons retained,

engaged or employed by the Funds or underlying investments may also be or have been engaged, retained or employed by and act on behalf of Whitman Peterson or one or more Investors. Fees and expenses for such arrangements are negotiated on an arms-length basis. However, using such service may present a conflict of interest. For example, the receipt of such services, products and/or discounts may influence Whitman Peterson's investment decisions presenting a conflict between Whitman Peterson's economic interest and what is in the best interests of the Funds. In addition, Whitman Peterson selects service providers that it believes are aligned with its operational strategies and will enhance investment performance and, relatedly, returns of the relevant Fund, the Firm may have an incentive to recommend the related or other person (including a limited partner) because of its financial or other business interest. There is a possibility that the Firm, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or Whitman Peterson), may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not the Firm has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

In addition, as described above, the Firm retains advisors and consultants, such as industry specialists, on behalf of the Funds and the Funds pay certain fees to such persons, and such fees paid by the Funds do not offset the Firm's management fees. The advisors and consultants generally make use of Firm resources or otherwise are associated with the Firm. The Firm may have an incentive to recommend such persons to work on Fund matters, and while the Firm recommends such persons which it believes provide a level of service at a value generally consistent with other relevant market alternatives, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

From time to time, a Fund may establish or invest in platform companies or similar platform investments that seek to acquire interests in other companies and/or assets. While the relevant Fund would typically be involved in the strategy and oversight of any platform investment, a platform investment typically would retain its own management team to operate, administer and manage the platform on a daily basis. In such cases, the relevant Fund generally will directly or indirectly bear the expenses related to developing and operating the platform investment, including overhead expenses (such as real estate, technology, salaries, bonuses and incentive-based compensation (e.g., equity, a profits interest, options and warrants)), investment sourcing and diligence expenses, transaction fees and other related expenses. Such expenses generally will not offset any management fees paid by the Funds. Such platform investments create potential conflicts of interest. For example, management teams sometimes provide services that are similar to, and that may overlap with, services provided by Whitman Peterson and its personnel to the Funds, and certain Whitman Peterson professionals are expected to serve on the boards of, or otherwise provide services to, platform investments.

As discussed above, in connection with a prospective Investor's subscription for an interest in the Fund, the General Partner may enter into a side letter or similar agreement with such prospective Investor. A side letter may provide for materially favorable terms, including among other things, (i) the General Partner's agreement to grant certain economic benefits or waive or reduce certain economic obligations with respect to that prospective investor or (ii) the General Partner's agreement to extend certain information rights or additional reporting to such prospective Investor. The General Partner also reserves the right to waive or rebate all or a portion of the management fees with respect to any Partner. Except in limited circumstances, the entry by the General Partner into any side letter would not require the vote or consent of any Investor unless such side letter constituted or required an amendment to the Governing Documents requiring such vote or consent. In general, Investors have limited to no rights to know of other Investors side letters or any of the rights and/or terms or provisions thereof, and a Fund will not be required to offer such additional

and/or different rights and/or terms to any or all of the other Investors, unless the General Partner, in its sole discretion, agrees otherwise.

The Firm does not recommend or select other investment advisers for the Funds. However, as detailed above, certain principals have ownership interest in other investment advisers.

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

### **A. Code of Ethics**

The Firm’s Code of Ethics (the “**Code**”) is designed to meet the requirements of Rule 204A-1 under the Investment Advisers Act of 1940 (the “**Advisers Act**”). The Code applies to the Firm’s access persons and is based on the Firm’s status as a fiduciary. The Code sets forth a standard of business conduct that takes into account the duties of loyalty, fairness and good faith that Whitman Peterson and its personnel must show towards clients. Whitman Peterson’s access persons are obligated to adhere not only to the specific provisions of the Code but to comply with the general fiduciary principles that guide the Code and applicable federal securities laws. Whitman Peterson strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its employees and Fund securities transactions. When persons covered by the Code engage in personal securities transactions, they must adhere to the following general principles as well as to the Code’s specific provisions: (a) at all times the interests of the Funds must be paramount; (b) personal transactions must be conducted consistent with the Code in a manner that avoids any actual or potential conflict of interest; and (c) no inappropriate advantage should be taken of any position of trust and responsibility. Employees covered by the Code have certain trading restrictions and reporting obligations of their personal securities transactions. Each employee is provided with a copy of the Code and must annually certify that they have received it and have complied with its provisions. In addition, any Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer. Whitman Peterson’s advisory clients and Fund Investors may obtain a copy of Whitman Peterson’s Code by contacting the Chief Compliance Officer at (818) 483-1060.

### **B. Participation and Interest in Fund Transactions**

As noted herein, the General Partners have delegated their management and advisory duties to Whitman Peterson. The principals may invest directly in the Funds. The fact that the Firm, the principals or its related persons may have a financial ownership interest in the Funds creates a potential conflict in that it could cause the Firm to make different investment decisions than if they did not have such a financial ownership interest. The Firm regularly assesses the allocation of its resources, including investment personnel, among its Funds to ensure adherence to its fiduciary duties. The Firm evaluates investments in a manner that it considers to be in the best interest of the Funds, given the Funds’ investment objectives, investment strategies, suitability of the investment, and risk profile.

It should also be noted that Joel C. Peterson does a large amount of personal investing through his family office. This office invests in various securities including the Funds. The family office investments are varied in nature and include many different types of investment products, from public securities and mutual funds to privately owned ancient Chinese art. The investment strategy is diverse in nature.

### C. Mitigation of Conflicts of Interest

In situations where actual or potential conflicts of interest between Whitman Peterson and its related persons and one or more Funds are identified, procedures contained in each Fund's Governing Documents generally provide for submission of the proposed transaction to an advisory committee for review and resolution. The specific procedures for each Fund are set forth in its Governing Documents.

The following factors may alleviate, but will not eliminate, conflicts of interest between and among Funds and the Firm and its related persons.

- A Fund will not make any investment unless Whitman Peterson believes that such investment is an appropriate investment considered solely from the viewpoint of such Fund.
- Many important potential conflicts of interest may be resolved pursuant to procedures, restrictions or other provisions contained in the Governing Documents of the affected Funds.

## **ITEM 12 – BROKERAGE PRACTICES**

### A. Factors Used to Select or Recommend Broker-Dealers

Whitman Peterson primarily invests in private transactions that are not executed on an exchange and typically does not utilize stock brokers in carrying out client transactions. Nonetheless, in the normal course of business Whitman Peterson deals with numerous brokers, agents, title companies and other third parties when sourcing and completing investment transactions. In selecting service providers in connection with client transactions Whitman Peterson's policy is to seek best execution on an overall basis which will include factors and criteria which will include factors such as quality of service and certainty of execution in addition to price. Therefore, the Firm may choose service providers when executing transactions that are not necessarily the low-cost service provider for a particular service. The Firm utilizes business and real estate brokers in connection with the purchase and sale of investments 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 phase 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 the Fund; knowledge and experience with the local market, type of asset and/or structure; complexity and size of the transaction; past performance in representing Whitman Peterson 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 Whitman Peterson's needs; and the fee structure for the engagement. .

When participating in interest rate hedging transactions, Whitman Peterson and the Funds, or its operating partners handling these transactions, generally use a third party vendor that provides 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. Although 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, Whitman Peterson considers these services along with other account related or accounting



assistance services to be valuable services for the Funds.

#### 1. Research and Soft Dollars Benefits

The Firm receives real estate market data research from real estate research firms and brokers and also uses the services of those real estate brokers to buy or sell real estate investments for the Funds. However, the Firm does not have any formal soft dollar arrangements to compensate the brokers for the research that is provided and does not otherwise utilize “soft dollars.” Whitman Peterson 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.

#### 2. Brokerage for Client Referrals

The Firm does not receive client referrals in exchange for any brokerage service.

#### 3. Directed Brokerage

The Firm does not engage in any direct brokerage.

### B. Allocation of Investment Opportunities

As a fiduciary, Whitman Peterson must allocate investment opportunities among the Funds in a fair and equitable manner. It should be noted that it is generally the Firm’s policy to raise and invest only one Fund within a specific investment criteria at a time. The Firm reviews proposed investments and sales in the Funds and other business engagements for potential conflicts of interests prior to the transaction or activity including conflicts of interests related to allocation of investment opportunities. In rare instances where an investment opportunity could be applicable to more than one Fund at a time, the Firm will use reasonable efforts to ensure that each Fund is treated in a fair and equitable manner. In making any such allocation, Whitman Peterson may consider, among other things, the diversification (both geographically and by type and size of investment), availability of committed capital and the length of time such capital has been available for investment and applicable legal, tax and regulatory considerations.

## ITEM 13 – REVIEW OF ACCOUNTS

The General Partners review the Funds’ portfolios in the normal course of business in an effort to ensure and accelerate value creation for the Funds. As such, no one factor or group of facts triggers additional review.

Generally, the Funds and all Investors receive the following written reports:

- Annual financial statements which have been audited by independent public accountants.
- Annual tax information necessary for each Investor’s tax returns (including K-1s).
- Quarterly reports are delivered to Investors, which include updated quarterly valuations for each investment.

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

### A. Client Referrals

The Firm utilizes Evercore as a placement agent. The placement fee, as described in the Firm’s service agreement with Evercore Group, LLC (“Evercore”), can range from 0.00% and 1.85% on all capital commitments raised and accepted by the Fund’s from new investors. The Firm will determine the exact

amount within the range. The Firm, in its discretion, may also pay Evercore an additional discretionary fee in such amount the Firm may determine, based on such factors as satisfaction with Evercore's services, complexity of the transaction, the time and effort expended by Evercore on the Firm's behalf and value added by Evercore. Due to the agreement the Firm has with Evercore, Evercore has an incentive to recommend the Firm, resulting in a material conflict of interest.

#### **B. Additional Compensation**

As is customary in the hotel sector in which the Firm operates, employees of the Firm, and their friends and families, may obtain discounted rates while staying at similarly franchised properties (i.e., hotels or resorts), which may or may not be owned by the Funds, while traveling for business or personal reasons. Employees may accept the rates offered by the properties, subject to availability.

### **ITEM 15 – CUSTODY**

A rule under the Investment Advisers Act provides that, because the Funds' General Partners are affiliates of the Firm and therefore the Firm is considered to have custody of client assets, they are considered to have "custody" of the Funds' assets, even though independent custodians actually hold those assets. That rule generally requires investment advisers that have "custody" of client assets to cause certain account statements detailing holdings and transactions to be sent to clients, and imposes certain other obligations. However, advisers to investment funds like the Funds need not comply with those requirements if, among other things, the applicable Fund provides Investors with audited financial statements by a specified time each year and those financial statements meet certain requirements. The Funds are audited annually and the audited financial statements, which are prepared in accordance with generally accepted accounting principles, are distributed to the Funds' Investors as provided in the Governing Documents for each Fund. As such, the General Partners satisfy the applicable requirements and therefore are not subject to additional reporting and other custody obligations. Fund Investors should carefully review the Funds' audited financial statements.

### **ITEM 16 – INVESTMENT DISCRETION**

Whitman Peterson has discretionary authority to manage the Funds and is authorized to make purchase and sale decisions for the Funds. Whitman Peterson typically receives discretionary authority from the Fund via the Governing Documents at the outset of an advisory relationship to select the identity and the amount of real estate related assets to be bought or sold. In all such cases discretion is exercised in a manner consistent with the stated investment objectives for the particular Fund and the Firm adheres to the investment policies, limitations and restrictions of the applicable Fund Governing Documents.

Investors in the Funds do not have the ability to impose limitations on Whitman Peterson's discretionary authority, other than limitations set forth in the Governing Documents. Prospective Investors should carefully review offering materials and be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective Investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective Investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, prospective Investors in the Funds must execute a limited partnership agreement.

#### **ITEM 17 – VOTING CLIENT SECURITIES**

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

The Governing Documents typically provides the Firm with discretionary authority to vote securities as required on behalf of the Funds. Voting decisions are made on a case by case basis in the best interest of the applicable Fund, to maximize the value of Fund assets and without regard for actual or perceived conflicts of interests. Investors may discuss voting directly with the Chief Compliance Officer by contacting the Chief Compliance Officer at (818) 483-1060.

#### **ITEM 18 – FINANCIAL INFORMATION**

As an advisor firm that maintains discretionary authority for the Funds, Whitman Peterson is required to disclose any financial condition that is reasonably likely to impair the ability to meet contractual obligations. The Firm is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Funds.

#### **ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.