

Prospect Ridge Advisors, LLC

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Prospect Ridge Advisors, LLC (“Prospect Ridge” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (212) 655-7100. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to the Adviser as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

Item 2: Material Changes

Prospect Ridge has amended this brochure to reflect certain updated disclosures since our last annual filing on March 31, 2023, but Prospect Ridge does not believe such changes to be material.

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Item 4: Advisory Business

Prospect Ridge, a Delaware limited liability company, was formed in 2018 to provide discretionary and non-discretionary investment advisory services to pooled investment vehicles organized as private real estate funds and joint ventures (each a “Fund” and together, the “Funds” or the “Clients”). Prospect Ridge was started by personnel that formerly comprised the equity real estate group of AllianceBernstein L.P. (“AB”), who e since established themselves as an independent company and registered investment adviser.

Prospect Ridge is primarily owned by its Co-Chief Investment Officers (“Co-CIOs”), Brahm Cramer and Jay Nydick, through various holding company entities. AB has no management or control rights with respect to Prospect Ridge. Prospect Ridge’s on-going relationship with AB and its affiliates is described in more detail below under *Item 10: Other Financial Industry Activities and Affiliations* and *Item 14: Client Referrals and Other Compensation*.

Prospect Ridge specializes in providing advice regarding equity real estate investments and commercial debt lending, although the Clients’ applicable confidential offering and/or private placement memorandum, limited liability company agreements, individual limited partnership agreements, investment management agreements, and other governing documents for each such Client (the “Governing Documents”) generally permit Prospect Ridge to invest in a wide array of

other assets, including securities that are related to real estate and hedging instruments, such as interest rate caps or swaps and Prospect Ridge does periodically make such investments.

Prospect Ridge serves as the investment adviser or subadviser to a number of pooled investment vehicles investing in real estate equity and debt, including the following as well as any parallel or other vehicles established alongside such Funds and together comprising the “Funds”:

- AllianceBernstein U.S. Real Estate Partners I L.P. which, along with its parallel and feeder funds, comprises “Fund I,” for which Prospect Ridge serves as subadviser pursuant to an agreement with AB;
- AllianceBernstein U.S. Real Estate Partners II L.P. which, along with its parallel and feeder funds, comprises “Fund II,” for which Prospect Ridge serves as subadviser pursuant to an agreement with AB;
- AB ADM Syndicate Joint Venture LP (“ADM Syndicate JV”), a joint venture vehicle for which Prospect Ridge serves as subadviser;
- Prospect Ridge U.S. Real Estate Partners III, L.P. which, along with its parallel and feeder funds, comprises “Fund III”, for which Prospect Ridge serves as investment adviser;
- ABPREP II HRNO Co-Invest L.P. (“HRNO Co-Invest”), a co-investment vehicle for which Prospect Ridge serves as investment adviser;
- Prospect Ridge WH Co-Invest L.P. (“WH Co-Invest”), a co-investment vehicle for which Prospect Ridge serves as investment adviser;
- AB PR QOF I L.P. which, along its parallel fund, comprises “QOF I”, for which Prospect Ridge serves as investment adviser;
- AB PR QOF II L.P. which, along its parallel fund, comprises “QOF II”, for which Prospect Ridge serves as investment adviser;
- AB PR QOF III L.P. which, along its parallel fund, comprises “QOF III”, for which Prospect Ridge serves as investment adviser;
- AB PR QOF IV L.P. which, along its parallel fund, comprises “QOF IV”, for which Prospect Ridge serves as investment adviser;
- Prospect Ridge Bloom Joint Venture, L.P. and its feeder fund (“Bloom JV”), a joint venture vehicle for which Prospect Ridge serves as investment adviser;¹
- Prospect Ridge Real Estate Debt Fund, L.P., which, along with its feeder fund, comprises the “Debt Fund”, for which Prospect Ridge serves as investment adviser; and
- AB PR Real Estate Equity Plus L.P., which, along with its feeder fund, comprises “AB PREP”, for which Prospect Ridge serves as investment adviser.

In providing services to the Funds, Prospect Ridge formulates the investment strategies and directs and manages the investment of their assets. In general, the Funds invest in multiple assets as described in such Funds’ Governing Documents, although certain Funds are structured as single-asset Funds.

Prospect Ridge has established, and may in the future establish, certain partnerships, such as co-investment vehicles, that are designed to invest in one or more specific investments alongside the

¹ The final audit of Bloom JV occurred in September 2023 and while the entities have not yet been dissolved, Bloom JV did not hold any assets as of December 31, 2023.

Funds. Typically, an investment is identified as a co-investment opportunity as a result of investment limitations, potential lack of available capital, or fund objectives such as diversification requirements, that would limit the amount the relevant Fund would otherwise invest in such investment opportunity as determined in good faith by Prospect Ridge in its sole discretion. In such cases, Prospect Ridge may offer one or more persons (including, but not limited to, Investors (as defined below) in the relevant Fund or third parties who are not Investors) the opportunity to participate in such co-investment vehicles.

Prospect Ridge will determine the person(s) to whom it offers any such opportunity, and the relative amounts offered to each such person, taking into account such factors as Prospect Ridge determines appropriate based on the relevant facts and circumstances, which may include one or more of the following: (i) the ability of an investor to commit to invest in a short period of time, in light of the timing constraints applicable to such investment; (ii) the ability of an investor to commit to a significant portion of such opportunity; (iii) whether an investor provides strategic value in respect of such investment, such as by having relevant experience in the sector or existing relationships with management or other relevant parties; (iv) the size of an investor's commitment to the Fund; (v) whether and to what extent an investor has accepted prior co-investment opportunities offered to it; or (vi) such other factors as Prospect Ridge deems relevant, which may include subjective determinations such as working relationships and strategic benefits to Prospect Ridge or to the Funds; provided, however, that the opportunity to participate (including the amount offered) will first be offered to any Investors who negotiated for such rights (unless such opportunity is taken by a strategic investor if permitted by the agreements with Investors). In all cases, allocation of co-investment opportunities will be subject to the provisions of the Governing Documents.

Investment advice is provided directly to the Funds but not individually to the limited partners or shareholders of such vehicles (the "Investors" or "Limited Partners"). Prospect Ridge manages the assets of the Clients in accordance with the terms of each Client's Governing Documents.

As of December 31, 2023, Prospect Ridge managed approximately \$3,360,237,056 on a discretionary basis and \$275,230,352 on a non-discretionary basis.

Item 5: Fees and Compensation

General

Prospect Ridge typically receives compensation from fees based on capital commitments, net asset value, acquisition cost and/or invested capital, carried interest allocations, and certain other fees or expenses as described further below. Each Client pays fees and expenses in a specific manner pursuant to its Governing Documents and Clients and Investors are required to review the Governing Documents to understand all fees and expenses paid as the descriptions below provide only summary information about such fees and expenses and are qualified in their entirety by the Governing Documents.

Management Fees

An affiliate of AB receives the management fee paid by Investors in Funds I and II and AB or an affiliate will pay Prospect Ridge or an affiliate of Prospect Ridge 100% of the management fees earned by such Funds. Prospect Ridge receives the management fee paid by Investors in Fund III, QOF I, QOF II, QOF III, QOF IV, the Debt Fund, AB PREP, the HRNO Co-Invest and the WH

Co-Invest. During the commitment period and prior to the accrual of a management fee for a Competing Fund (which is generally a successor fund in the same strategy, but is further described in the Governing Documents), management fees paid by Investors in Fund III range from 0% to 1% per year based on an Investor's capital commitment and 0.5% to 2.10% per year based on invested capital. Subsequent to the earlier of the applicable commitment period expiring or the accrual of a management fee for a Competing Fund, management fees for Funds I, II and III range from 1.5%-2.10% per year based on invested capital. Management fees paid by Investors in QOF I, QOF II, QOF III and QOF IV equal 1.5% per year based on contributed capital. Management fees paid by Investors in the HRNO Co-Invest equal 1% per year based on invested capital. Management fees paid by Investors in the WH Co-Invest range from 0% to 0.75% per year based on capital commitments and amounts drawn from the standby commitment. Management fees paid by the Investor in the Debt Fund equal 1% per year based on contributed capital. During the commitment period for AB PREP, management fees range from 1% to 1.75% per year based on the net asset value of the fund. Subsequent to an Investor's commitment period expiring, management fees are reduced by 0.25%. Investors in AB PREP also pay a 0.35% acquisition fee based on the total cost of each investment. Investors in the employee feeders pay reduced or no management fees.

Management fees for the Funds, to the extent applicable, are typically paid quarterly in arrears, and will either be paid from the respective Fund's cash flow or by calling capital from Investors. For any periods that are less than a full quarter, the management fees for such quarter will be prorated.

Investors in the ADM Syndicate JV do not pay management fees.

Carried Interest Allocations

A portion of the distributable proceeds of Funds I, II and III, QOFs I-IV, the Debt Fund, AB PREP, the HRNO and WH Co-Invests, and the ADM Syndicate JV will be allocated as "carried interest," generally to the capital account of the general partner or managing member for each such Fund or vehicle. An affiliate of AB will receive any carried interest allocation for Funds I and II, but certain Prospect Ridge personnel are entitled to receive a portion of such allocation and will receive any corresponding payments or allocations due them from AB. An affiliate of Prospect Ridge will receive any carried interest allocation from Fund III, QOFs I-IV, the Debt Fund and AB PREP. The manner of calculation of carried interest for each Fund is disclosed in the Governing Documents, and varies by Fund. Generally, however, 10-20% of the investment profits, subject, in certain vehicles, to a catch up, of the Funds are allocated as carried interest to such Fund's general partner or managing member after the Fund achieves a preferred return that ranges from 5 - 9%. Incentive distributions to Prospect Ridge or its personnel or affiliates are at times subject to claw back provisions which include the return of any incentive-based distributions received by Prospect Ridge for re-distribution to Investors.

An affiliate of Prospect Ridge is entitled to carried interest from the ADM Syndicate JV of 7.5% of the investment profits, subject to a catch up, after Investors have received a 9% preferred return, however, no carried interest is expected to be paid with respect to that investment.

An affiliate of Prospect Ridge will earn carried interest from the HRNO Co-Invest and WH Co-Invest of 10% of the investment profits, subject to a catch up, after Investors have received a 9% preferred return.

Property Management Fees

Prospect Ridge provides certain property management services with respect to one property pursuant to a sub-agency agreement. Prospect Ridge receives a fee equal to the lesser of (i) 1.25% of gross receipts from the property for the applicable month and (ii) the difference between \$5,000 and the agency fee for that month.

Other Fees

While the Governing Documents for Funds I and II permit AB or an affiliate of AB to earn transaction or other similar fees in connection with investments or unconsummated transactions (“Other Fees”), AB (or its affiliate) and Prospect Ridge do not currently earn Other Fees. To the extent AB (or its affiliate) or Prospect Ridge does earn Other Fees, such Other Fees will be offset against the management fees in the manner described in the Governing Documents. The Governing Documents for Fund III, QOFs I-IV and AB PREP permit Prospect Ridge to earn fees for providing property management services in connection with investments but Prospect Ridge does not currently earn any such fees (other than with respect to QOF I for the sub-agency agreement as described above).

Joint Venture Partner Promote

Prospect Ridge typically invests the assets of the Funds alongside other entities that specialize in particular real estate investments through a joint venture structure. Such entities are managed by unaffiliated third party managers (“JV Partners”), and the JV Partners receive management fees, acquisition fees, performance-based profit sharing, and/or other compensation for their services that is paid by the property (and indirectly by the Funds). If applicable, performance-based profit sharing will only be paid to the JV Partner after realizing certain performance return thresholds.

Operating Expenses

The Funds will pay all expenses related to the operations of the Funds including, but not limited to, Organizational Expenses (as defined below), fees, costs and expenses directly related to identifying, investigating, purchasing, disposing of, financing, hedging, developing, insuring, negotiating and structuring investments, including costs of advisers, costs in connection with transactions not consummated, entertainment and travel expenses (which may in certain circumstances include the costs of private jet travel), costs of appraisal services (including obtaining an independent valuation of investments or other assets), custodian, auditors, accountants and legal counsel, the cost of attending conferences and obtaining subscription-based research services, compensation paid to contractors, senior advisors, operating partners and any strategic advisory board and its members, any brokerage commissions and custodial expenses, any insurance, indemnity or litigation expense, any taxes, fees or other governmental charges levied against the Funds, out-of-pocket expenses incurred in connection with the Funds’ legal and regulatory compliance, principal, interest on and fees and expenses arising out of all borrowings made by the Fund, expenses associated with portfolio and risk management including currency hedging, expenses of liquidating the Funds, expenses incurred in connection with any tax audit or investigation of the Funds, expenses associated with the Funds’ administrative and reporting costs including licensing fees for portal software, research and information technology expenses, travel, meals and accommodation expenses related to quarterly asset management meetings, the Funds’

annual meeting expenses, and expenses of the Limited Partner Advisory Committee (including any expenses relating to non-voting observers), financial statements and tax returns (including the cost of a third-party administrator that provides accounting and administrative services to the Funds), costs, fees and expenses incurred in connection with establishing, implementing, monitoring, measuring and/or reporting with respect to the impact of any environmental, social and governance policies and programs with respect to the Funds or their investments, costs, fees and expenses related to the exploration or execution of a possible restructuring and/or liquidity event with respect to a Fund and/or all or a portion of its assets, including business services, investment banking, advisory fees or expenses and the costs of organizing, offering and operating any successor vehicle to the Fund for such purposes and the compensation and any costs, fees and expenses allocated to employees and controlled affiliates of the general partner related to performing information technology, asset management, portfolio management, legal and accounting services for the Funds and any parallel vehicle (at rates no higher than the general partner determines in good faith could be obtained on an arm's-length basis). Out-of-pocket expenses associated with completed transactions will generally be reimbursed by the issuer of the investment or capitalized as part of the acquisition price thereof.

In connection with certain investments, the Funds will, at the general partner's discretion, engage in hedging transactions designed to reduce the Funds' exposure to interest rate and currency fluctuations, tenant credit deterioration and/or declines in the public market price of such investment or other related risks. Any amounts paid by the Funds for or resulting from such hedging transactions will be considered an expense of the Fund relating to such investment. Additional details regarding brokerage selection can be found below under *Item 12: Brokerage Practices*.

Any expenses shared by more than one Fund will be allocated on a fair and equitable basis, and expenses that are attributable to Prospect Ridge and one or more Funds will be allocated in a manner that is demonstrably fair and that is consistent with disclosures to all affected Funds.

Prospect Ridge and its affiliates will pay all of their respective ordinary administrative and overhead expenses in managing Fund investments, including compensation of officers and employees and general office overhead unless otherwise disclosed as an expense of the Funds.

Organizational Expenses

Each Fund will bear all reasonable legal and other organizational and offering expenses incurred in the formation of each Fund and related entities (the "Organizational Expenses"). The Organizational Expenses will include travel and accommodation expenses, legal, accounting, filing and other organizational and offering expenses (including out-of-pocket expenses of any placement agent) incurred in the formation of the Fund. Certain Funds limit the amount of Organizational Expenses payable by each respective Fund, as described in the respective Governing Documents.

Side Letters

Prospect Ridge or the Funds' general partners have and will continue to enter into side letter agreements or other similar agreements with one or more Investors in respect of their Fund investments that provide such Investors with terms different from (and, at times, preferential to)

those set forth in the applicable Governing Documents. These differing terms may include, but are not limited to, the following: most favored nation status, immediate notification of certain material events, reduced or waived fees, tax-related structuring and exclusions, co-investment rights, Limited Partner Advisory Committee representation, additional insight into the investment process and more frequent reporting.

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

Subject to a claw back provision in certain of the Funds, Prospect Ridge, an affiliate of Prospect Ridge, or certain Prospect Ridge employees are eligible to receive performance-based compensation from Investors upon the distribution of investment proceeds as described in *Item 5: Fees and Compensation* above. Certain Clients pay higher performance fees, which could create a conflict of interest in that Prospect Ridge may have an incentive to favor accounts that pay a higher performance-based fee over others. Prospect Ridge has established procedures designed to ensure it is making investment decisions in the best interest of each Client, regardless of the existence of or the manner of payment of any performance-based compensation. The investment decision-making process, including the composition of the respective Investment Committees, is described in more details under *Item 8: Methods of Analysis, Investment Strategies and Risk of Loss*.

It should be noted that the receipt of performance-based compensation may give rise to a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than those that would be made in the absence of a performance-based fee. Investors are provided with clear disclosure in Governing Documents as to how the performance-based compensation is calculated and paid, to the extent applicable. Additionally, the structure of the performance-based compensation received by Prospect Ridge or its affiliate and/or employees is intended to create an alignment of interest between the Investors and Prospect Ridge and its investment professionals with respect to the management of investments.

Item 7: Types of Clients

Prospect Ridge provides investment advisory services to its Clients, as described above in *Item 4: Advisory Business*. Investors in the Funds include, but are not limited to, high net worth individuals, employees, trusts, foundations, pension plans (corporate and government), endowments, pooled investment vehicles, insurance companies, foreign investors including government-sponsored entities, and corporate or business entities.

The Funds offer interests only to certain Investors who meet qualification requirements under applicable securities laws. Details concerning applicable Investor suitability criteria are set forth in the respective Governing Documents and subscription materials, which are furnished to each Investor. Admission to the Funds is not open to the general public.

The minimum capital commitment of an Investor in each Fund is typically \$500,000, although lesser commitment amounts may be accepted in the discretion of Prospect Ridge or the general partner of a Fund.

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

Real Estate Equity Investments

Prospect Ridge's process for investing in real estate equity incorporates the following values:

- Prioritizing investments with deep value characteristics, attributes of downside risk reduction, and asymmetric risk/reward profiles;
- Seeking attractive risk-adjusted returns;
- Seeking control-oriented positions throughout the capital stack: debt or equity;
- Creating a diversified portfolio across geography, sector, investment vintage, deal size, operating partner and counterparty concentration;
- Investing in real estate debt and equity securities where we believe those securities are trading at discounts;
- Prudently using leverage;
- Fundamentally focusing on real estate underwriting;
- Emphasizing creating value throughout the lifecycle of an asset through proactive asset management; and
- Aligning interests between investors and managers.

Prospect Ridge's opportunistic equity investment strategy generally involves a focus on investments that exhibit the following themes: (1) exploiting pockets of illiquidity; (2) value-add repositioning; and (3) micro-markets where Prospect Ridge's investment professionals believe assets have been mispriced.

Prospect Ridge's core plus equity investment strategy is focused on acquiring a diversified portfolio of tax efficient income-producing real estate that is expected to offer attractive current yield to investors; it expects to invest in assets with long-term growth potential to achieve attractive risk-adjusted returns with an emphasis on downside protection.

Prospect Ridge typically seeks out proprietary deal flow and engages in detailed underwriting before acquisition. During the period that Prospect Ridge holds an investment, Prospect Ridge engages in hands-on and proactive management of the underlying assets. Additionally, Prospect Ridge usually identifies multiple exit strategies for a given investment and conducts rigorous and regular evaluation of the alternatives for holding an investment versus a sale of the investment.

Investment decisions for Funds I, II and III and AB PREP are made by an Investment Committee that includes Prospect Ridge personnel as well as certain investment professionals from AB and investment decisions for QOFs I-IV are made by an Investment Committee that only includes

Prospect Ridge personnel. Decisions are made with the approval of a majority of members of the applicable Investment Committee, including at least one of the two co-CIOs (and in certain Funds, both co-CIOs).

Real Estate Debt Investments by Prospect Ridge

Prospect Ridge's process for investing in real estate debt incorporates the following values:

- Prioritizing investments with strong institutional sponsorship, motivated borrowers and strong credit profile;
- Conservative attachment point and demonstrated comfort in basis with asymmetric risk/reward profiles;
- Capital preservation and sustainable yield;
- Control of our investment tranche;
- Conservative levels of senior financing with term matched to our underlying position and without short term margin or mark-to-market risk;
- Creating a diversified portfolio across geography, sector, and counterparty concentration;
- Fundamentally focusing on real estate underwriting starting from "equity mindset"; and
- Proactive loan asset management.

Prospect Ridge engages in detailed underwriting (including with respect to the borrower) before making a real estate debt investment. During the period that Prospect Ridge holds an investment, Prospect Ridge will be actively involved in asset management. Investment decisions for the Debt Fund are made by an Investment Committee comprised of Prospect Ridge personnel and one representative of the third party investor in the Debt Fund.

Associated Risks

All investing involves a risk of loss and the investment strategy offered by Prospect Ridge could lose money over short or even long periods. An investment in the Funds should be deemed to be a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in the Funds. No guarantee or representation is made that a Fund will achieve its investment objective or that Clients or Investors will receive a return of their capital.

The descriptions contained below are a brief overview of the material risks related to Prospect Ridge's significant investment strategies; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that will arise in connection with the management and operations of the Funds. All Investors should review the risks listed in the Governing Documents prior to investing.

Economic Conditions

The real estate industry generally, and the success of the investment activities managed by Prospect Ridge in particular, will both be affected by general economic and market conditions, as well as by changes in applicable laws, currency exchange controls, and regional, national and international political and socioeconomic circumstances, some of which may also magnify the risks disclosed here and in the Governing Documents. These factors may, for example, affect the level and volatility of investment prices and the liquidity of Clients' investments, which could impair profitability or result in losses. In addition, general fluctuations in market prices of securities and interest rates may adversely affect the available investment opportunities and/or the value of and risks inherent in the investments made on behalf of Clients.

Prospect Ridge's financial condition may be adversely affected by a significant economic downturn and it may be subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on Prospect Ridge's business and operations and could thereby impact its Clients' investments. A sustained downturn in the United States or global economy (or any particular segment thereof) could impede the ability of the Clients' portfolio entities to perform under or refinance their existing obligations, and impair Prospect Ridge's Clients' ability to effectively exit investments on favorable terms. Any of the foregoing events could result in substantial or total losses to the Clients in respect of certain investments, which losses will likely be exacerbated by the presence of leverage in an investment's capital structure.

Availability of Suitable Investments

Prospect Ridge will continue to select certain investments that it will make on behalf of those Clients who are still actively investing. Investors in the Funds will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made and, accordingly, will be dependent upon the judgment and ability of Prospect Ridge in investing and managing the capital of each Client. The activity of identifying, completing and realizing attractive investments has, from time to time, been highly competitive, and involves a high degree of uncertainty. The Clients may incur significant expenses in connection with the identification of investment opportunities and the investigation of other potential investments that are ultimately not consummated, including expenses relating to due diligence, travel and legal, accounting and other professional services as well as the fees of other third-party advisers. The Clients will be competing for investments with many other real estate investment vehicles, as well as individuals, publicly traded real estate investment trusts ("REITs"), financial institutions (such as mortgage banks, pension funds and real estate operating companies), hedge funds and other institutional investors. Further, over the past several years, many real estate funds and publicly traded vehicles have been formed and others have consolidated (resulting in larger funds and vehicles). Additional funds and vehicles with similar investment objectives may be formed in the future by other unrelated parties and further consolidation may occur. These organizations and individuals may be able to accept more risk than the Clients can prudently accept and may invest in promising opportunities before the Clients are able to do so, or, their competitive offers to invest may drive up prices of prospective investments thereby lowering potential returns. There can be no assurance that investments of the type in which the Clients may invest will continue to be available for the Clients' investment activities, or that available investments will meet the Clients' investment

criteria. As a result, there is no assurance that sufficient suitable investment opportunities will be identified, and the performance of the Clients may be adversely affected if Prospect Ridge is unable to identify or consummate an appropriate volume of investment opportunities on behalf of the Clients. Further, to the extent suitable investments are available, there can be no assurance that if such investments are made, the objective of the Clients will be achieved. Certain markets in which the Clients may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns.

Illiquid and Long-Term Investments

Prospect Ridge intends to invest in real estate properties and real estate businesses for which the number of potential purchasers and sellers, if any, may be very limited. This factor may have the effect of limiting the availability of these obligations for purchase by the Clients, and may also limit the ability of the Clients to sell such obligations at their fair market value prior to termination of the Fund or Client account or in response to changes in the economy or financial and real estate markets. Illiquidity may also result from legal or contractual restrictions on the resale of such obligations and other investments. Investment with Prospect Ridge is suitable only for certain sophisticated investors who have no need for liquidity in this investment, as an investment with Prospect Ridge requires a long-term commitment, with no certainty of return. Although investments by the Clients may generate current income, the return of capital and realization of gains, if any, from an investment will generally occur only upon the partial or complete disposition or refinancing of such investment. Clients and Investors should thus expect that they will not receive a return of capital for an extended period of time even if the investments made by Prospect Ridge on behalf of the Clients prove successful.

In particular, the Clients' investments in commercial real estate properties will be relatively illiquid in that there may not be ready buyers available and willing to pay fair value at the time a given Client desires to sell. Over the longer term, if the Clients were required to liquidate parts of their property portfolio for any reason, including in response to changes in economic or real estate market conditions, the Clients may not be able to sell any portion of their portfolio on favorable terms or at all.

Diversification

The Clients' focus on the real estate sector may increase the volatility of Client returns and expose the Clients to the risk of downturns in the real estate sector to a greater extent than if their portfolio also covered other sectors of the economy. In addition, although Prospect Ridge generally intends to have certain diversification limitations for Client accounts, to the extent that Prospect Ridge concentrates the Clients' investments in a particular geographic region, type of investment or market, the Clients' portfolios may become more susceptible to fluctuations in value resulting from adverse economic or business conditions, changes in governmental rules and fiscal policies, natural disasters, environmental disasters or acts of terrorism, and other factors affecting that particular region or market. A concentration of property types held by the Clients, or assets held by the Clients that are secured by a concentration of property types, can increase the risk that a decline in a particular industry or business would have a disproportionately large impact on the Clients' investment performance. For example, if there is a decline in tourism, the hotel industry might be

adversely affected, leading to increased losses on hospitality properties and loans secured by hospitality properties as compared to other property types.

Hedging Policies / Risks

In connection with certain investments, on behalf of its Clients, Prospect Ridge may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, and currency exchange rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks and it is generally impossible to fully hedge an investment given the uncertainty as to the amount and timing of estimated cash flows and investment returns, if any, on the investment. Thus, while the Clients may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices, or currency exchange rates may result in a poorer overall performance for the Clients than if Prospect Ridge had not entered into such hedging transactions on their behalf. Conversely, at times Prospect Ridge may believe that it is not advisable to enter into hedging transactions and instead elect to remain unhedged against particular types of risks that in other cases Prospect Ridge hedged against on behalf of certain Clients; accordingly, the Clients may be exposed to fluctuations in interest rates or currencies and other market conditions specific to the underlying asset.

Contingent Liabilities on Disposition of Investments

In connection with the disposition of an investment held by a Client, Prospect Ridge may be required to make representations about such investment. Prospect Ridge or the Clients also may be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which Prospect Ridge or the Clients' General Partners may establish reserves or escrow accounts. In that regard, Investors may be required to return amounts distributed to them to fund obligations of the Clients, including indemnity obligations, subject to certain limitations set forth in the Clients' Governing Documents. Furthermore, under the Delaware Revised Uniform Limited Partnership Act, each Investor that receives a distribution in violation of such Act will, under certain circumstances, be obligated to re-contribute such distribution to the Clients.

Risks of Real Estate Investments Generally

Prospect Ridge will primarily invest in real estate properties and real estate businesses on behalf of its Clients. Deterioration of U.S. real estate fundamentals could negatively impact the performance of the Clients. Furthermore, because real estate, like many other long-term investments, historically has experienced significant fluctuation and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of the investments. The cash flow and value of the investments will depend on many factors beyond the control of Prospect Ridge including: changes in general and local economic conditions, changes in supply of and demand for competing properties in an area (as a result, for instance, of overbuilding), fluctuations in the average occupancy and room rates for hotel properties, the financial resources of tenants, changes in the availability of debt financing which may render the sale or refinancing of properties difficult or impracticable, increases in property taxes and operating expenses, changes in environmental, building and zoning laws, casualty or condemnation losses, regulatory limitations on rents, changes in neighborhood values, changes in the appeal of properties to tenants, energy and supply shortages,

various uninsured or uninsurable risks, natural disasters, increase in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that depress travel activity, environmental liabilities, contingent liabilities on disposition of assets, acts of God, terrorist attacks, pandemics, war and other factors. The value of companies which service the real estate sector may also be affected by such risks.

Acquisitions of Real Estate-Related Businesses

On behalf of its Clients, Prospect Ridge may acquire real estate companies or other portfolio investments in order to acquire the underlying real property held by such companies. The Clients may effect such acquisitions through corporate transactions in which the Clients assume substantially all of the liabilities of the acquired company. Such liabilities may be unknown and could include potential environmental liabilities, tax liabilities, liabilities associated with employee claims, liabilities associated with claims by tenants, vendors, and other persons relating to the former owners of the properties, liabilities relating to state of title, physical condition, or compliance with zoning laws, building codes or other legal requirements, liabilities incurred in the ordinary course of business, and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties. As a result, if liability were asserted against the Clients based upon such properties, the Clients might have to pay substantial sums to dispute or remedy the matter, which could adversely affect the Clients' cash flow and returns.

Investments in Land / New Development

On behalf of its Clients, Prospect Ridge may acquire direct or indirect interests in undeveloped land or underdeveloped real property, which may often be non-income producing. To the extent that the Clients invest in such assets, the investment will be subject to the risks normally associated with such assets and development activities. Such risks include, without limitation, risks relating to the availability and timely receipt of entitlement zoning and other regulatory or environmental approvals, the cost and timely completion of construction (including risks beyond the control of Prospect Ridge, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms, and development costs incurred for projects that are not pursued to completion or negative publicity due to investments in gentrifying neighborhoods. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the Clients. Properties under development or properties acquired for development may receive little or no cash flow while costs and expenses continue to be incurred from the date of acquisition through the date of completion of development, and properties may experience operating deficits after the date of completion. In addition, market conditions may change during the course of development that make such development less attractive than at the time it was commenced. The Clients may commence construction, development or redevelopment activities prior to obtaining financing for such activities and there is no guarantee that financing will be available on favorable terms, or at all.

Risks Associated with Land Banking

In certain circumstances, the Clients may invest in transactions involving the acquisition of, or may otherwise hold interests in, undeveloped land for residential or commercial land banking purposes. In addition to risks associated with real estate development, due to the long-term investment holding period often associated with land banking investments, entitlement and other regulatory risks may be heightened. Further, until the disposition or development of such undeveloped land, an investment in undeveloped land would not realize any income from such land banking investment. Undeveloped land is also a highly illiquid investment, and the Clients may not be able to dispose of undeveloped land when desired due to various changes in market conditions.

Risks of Real Estate Investment Trust Investments

Certain Clients may invest a portion of their assets in REITs, which would subject them to certain risks associated with direct investments in REITs. REITs may be affected by changes in the value of their underlying properties and by defaults by borrowers or tenants. Furthermore, REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in financing a limited number of projects. REITs depend generally on their ability to generate cash flow to make distributions to shareholders, and certain REITs have self-liquidation provisions by which mortgages held may be paid in full and distributions of capital returns may be made at any time. In addition, the performance of a REIT may be affected by changes in the tax laws or by its failure to qualify for tax-free pass-through of income.

Risks of Commercial Mortgage-backed Securities, Mortgage Loans and Mezzanine Debt Investments

Clients may invest in commercial mortgage-backed securities (“CMBS”), mortgage loans and mezzanine debt. Some of these investments may be unsecured and subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured and/or subject Clients to a “first loss” subordinate holder position. The ability a Client to influence a company’s affairs, especially during periods of financial distress or following an insolvency, is likely to be substantially less than that of senior creditor’s in the case of a CMBS or mezzanine debt investment. For example, under terms of subordination agreements, senior creditors will typically be able to block the acceleration of the mezzanine debt or other exercises by a Client of its rights as a creditor. Accordingly, a Client may not be able to take the steps necessary to protect its investments in a timely manner or at all. Further, the ability of a borrower to make payments on the loan underlying these securities is dependent primarily upon the successful operation of the property rather than upon the existence of independent income or assets of the borrower. In the event of default and the exhaustion of any equity support, reserve fund, letter of credit and any classes of securities junior to those in which the Client invests, it will not be able to recover all of its investment in the securities purchased. Investments in subordinate securities, such as CMBS and mezzanine debt, have a higher risk of loss than investments in more senior securities. CMBS and mezzanine debt securities are also subject to other creditor risks, including: (i) the possible invalidation of an investment transaction as a “fraudulent conveyance” under relevant creditors’ rights laws; (ii) so-called lender liability claims by the issuer of the obligations; and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. The securities a Client invests in may be subject to early redemption features, refinancing options, pre-payment options, or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by the Client earlier than expected, resulting in a lower return to the Client than estimated. In many cases, the

Client's management of its investments and its remedies with respect thereto, including the ability to foreclose on any collateral securing such investments, will be subject to the rights of the senior lenders and contractual inter-creditor provisions. In addition, depending on fluctuations of the equity markets and other factors, warrants and other equity securities may become worthless.

Termination or Expiration of Leases

Properties held by the Clients may be subject to existing leases with major tenants occupying a substantial portion of the properties. Any such properties could become partially or completely vacant in the future and there can be no assurance that Prospect Ridge will be able to retain tenants in any of their respective properties upon the expiration of their leases. Upon the expiration or early termination of such leases, the availability of the large blocks of space they cover may have an adverse effect on Prospect Ridge's ability to achieve the lease terms and rents it might otherwise be able to achieve if space were to turn over in smaller portions, spread out over a period of time. If the space is suited to the particular needs of a former tenant, then Prospect Ridge may have difficulty finding a new tenant for the space or may need to redevelop such space. Further, if Prospect Ridge is unable to re-lease these properties and generate sufficient cash flow to replace or exceed that amount lost due to the vacancy, the Clients will be required to recognize a financial loss as to that property, which could reduce the Clients' operating results and ability to make distributions.

Ground Lease Investments

The Clients may invest from time to time in real estate properties that are subject to ground leases. As a lessee under a ground lease, the Clients may be exposed to the possibility of losing the property upon termination or an earlier breach by the Clients of the ground lease, which may adversely impact the Clients' investment performance. Furthermore, the terms of certain ground leases may impact the ability to sell properties that are subject to the lease. In order to assign or transfer rights and obligations under certain ground leases, the Clients may need to obtain consent of the landlord of such property unless the acquirer meets certain criteria, which, in turn, could adversely impact the price realized from any such sale.

Volatility of Operating Income

The volatility of operating income for a property may also be influenced by matters such as: (i) the length of tenant leases; (ii) the creditworthiness of tenants; (iii) the level of tenant defaults; (iv) the ability to convert an unsuccessful property to an alternative use; (v) new construction in the same market as the subject property; (vi) rent control laws or other laws impacting operating costs; (vii) the number and diversity of tenants; (viii) the availability of trained labor necessary for tenant operations; (ix) the rate at which new rentals occur and (x) the property's operating leverage (which is the percentage of total property expenses in relation to revenue), the ratio of fixed operating expenses to those that vary with revenues, and the level of capital expenditures required to maintain the property and to retain or replace tenants. A decline in the real estate market or in the financial condition of a major tenant will tend to have a more immediate negative effect on the net operating income of properties with short-term revenue sources (such as short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under mortgage loans secured by such properties.

Market Impact on Commercial Tenants

A downturn in the economy may impact the success of the operations of tenants. Some tenants may experience declining revenues, vacate the premises early, or file for bankruptcy. Any reduction in a tenant's ability to pay base rent, percentage rent or other charges, will adversely affect the financial condition of the Clients' investment. Further, Prospect Ridge's ability to re-lease vacant spaces may be negatively impacted by the current economic environment. There may be an increase in vacancy that could have a negative impact on the Clients' returns.

Limitations on Redemptions

Although limited partners of AB PREP may make redemption requests from time to time, it is possible that such redemption requests may not be satisfied. The general partner of AB PREP will act in accordance with its good faith judgment of the best interests of AB PREP as a whole, and will not be obligated to sell, finance or refinance any investments (or otherwise borrow) to satisfy redemption requests, or to take any other action with regard to investments in order to seek liquidity. Redemptions may be limited or suspended if AB PREP, in order to satisfy redemption requests, would be required to liquidate or partially liquidate one or more of its investments and the general partner, in its sole discretion, determines that any such liquidation would not be in the best interests of AB PREP and its limited partners.

Risks of Terrorism or Acts of War

With respect to properties acquired by the Clients, liability, fire, flood, extended coverage and rental loss insurance with insured limits and policy specifications that Prospect Ridge believes are customary for similar properties will be maintained. However, certain losses of a catastrophic nature, such as wars (generally uninsurable), natural disasters, terrorist attacks or other similar events, may be either uninsurable or, insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. It is possible that a major event (such as a terrorist attack) or other circumstance could provoke immediate dramatic changes in general market psychology and could motivate widespread variation in the absolute and relative pricing of financial assets, real estate assets, and the availability of financing for such assets. Such an attack could have a variety of adverse consequences for the investments held by Clients, including risks and costs related to the destruction of property, inability to use one or more properties for their intended uses for an extended period, decline in rents achievable or property value, and injury or loss of life, as well as litigation related thereto, any of which could reduce the value of a property.

Impact of Climate Change

There is significant concern from members of the scientific community and the general public that an increase in global average temperatures due to emissions of greenhouse gases and other human activities have or will cause significant changes in weather patterns and increase the frequency and severity of climate stress events. Climate change, including the impact of global warming, creates physical and financial risk. Physical risks from climate change include an increase in sea level and changes in weather conditions, such as an increase in intense precipitation and extreme heat events, as well as tropical and non-tropical storms. The occurrence of one or more natural disasters, such as hurricanes, fires, floods, and earthquakes (whether or not caused by climate change), could cause

considerable damage to Clients' properties, disrupt Clients' operations and negatively impact Clients' returns. To the extent that these events result in significant damage to one or more Client properties, the Client's operations and financial performance could be adversely affected through lost tenants and an inability to lease or re-lease the space. In addition, these events could result in significant expenses to restore or remediate a property, increases in fuel (or other energy) prices or a fuel shortage and increases in the costs of insurance if they result in significant loss of property or other insurable damage.

Disease Epidemics

Certain illnesses spread rapidly and have the potential to significantly adversely affect the global economy. Outbreaks such as the severe acute respiratory syndrome, avian influenza, H1N1/09, and, most recently, the coronavirus (COVID-19), or other similarly infectious diseases may have material adverse impacts on Clients and their investments. Actual pandemics, or fear of pandemics, can trigger market disruptions or economic turndowns. Prospect Ridge cannot predict the likelihood of disease outbreaks occurring in the future nor how such outbreaks may affect Client's investments.

Cybersecurity Risk

Prospect Ridge, the Funds and their service providers and other market participants will depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and the Limited Partners, despite the efforts of Prospect Ridge, the Funds and their service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Funds and the Limited Partners. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Prospect Ridge, the Funds and their service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of Prospect Ridge's systems to disclose sensitive information in order to gain access to Prospect Ridge's data or that of the Funds' Investors. A successful penetration or circumvention of the security of Prospect Ridge's systems could result in the loss or theft of Prospect Ridge's or a Limited Partner's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds, Prospect Ridge or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Risks Associated with Joint Venture Investments

Prospect Ridge intends to make investments in other entities and enter into partnerships or joint ventures with another person or entity. In certain Funds, the vast majority of investments will be made through joint ventures. Although the Clients may not have control over these investments and, therefore, may have a limited ability to protect their positions therein, Prospect Ridge would seek to obtain appropriate rights to protect the Clients' interests. However, such rights will be subject to negotiation. In addition, these investments may involve risks not present in direct property

investments, including, for example, the possibility that a co-venturer (i) might become bankrupt or have financial difficulties; (ii) might have a different term, investment objective or be subject to more or less leverage than the Clients and therefore dispose of an investment at a different time; or (iii) may at any time have economic or business interests or goals that are inconsistent with those of the Clients. In addition, such co-venturers may be in a position to take action contrary to the Clients' objectives. These co-venturers will generally not owe any fiduciary or other duties to the Clients or Investors in the Funds. In such an event, Prospect Ridge may not be in a position to unilaterally control such investments or exercise certain rights associated with such investments. Also, actions taken by bankrupt entities could subject the Clients to liabilities larger than, or other than, those anticipated. The Clients may in certain circumstances be liable for the actions of its third party partners or co-venturers. In the event a third-party co-venturer defaults on its funding obligations to an investment, the Clients may be required to make additional capital contributions to such investment to replace the shortfall caused by such third-party co-venturer. Similarly, the Clients and a co-venturer may provide joint guarantees or indemnities (or the Clients may seek a back-to-back guarantee or indemnity from a co-venturer) in connection with a joint venture and, to the extent that the co-venturer does not satisfy all or a portion of such obligations (or does not assume any such obligations), the Clients may be required to satisfy the entirety of such obligation or such shortfall.

In addition, Prospect Ridge, on behalf of the Clients, may rely upon the abilities, services or management expertise of an asset servicer, investment co-venturer, co-lender or loan participant. Prospect Ridge may encounter challenges or resistance to disposing of an interest in an asset that is subject to a servicing contract or a joint venture or loan participation transaction. A joint venture investment agreement or loan participation agreement may grant co-venturers, partners, co-lenders or loan participants veto powers with respect to major decisions concerning management or disposition of an investment, which could increase the risk of deadlocks that may adversely affect investment liquidity, values and returns. If the Clients and co-venturers have the ability to dispose of their interests in the co-investment separately, a disposition of a large position by one party may depress the market value of the continuing investment of the remaining co-venturers (possibly including the Clients), or may reduce the price available to other co-venturers (possibly including the Clients) which may also be disposing of their respective investments. If a co-venturer removes its general partner or manager or terminates prior to the Clients, the ability of the Clients to exercise certain rights associated with its investment may require the cooperation of a successor general partner/manager or other persons. It may not be practicable or possible to review the qualifications, condition or suitability of prospective co-venturers or partners.

In connection with joint ventures, investments with third parties or investments sourced by third parties, the Clients will bear a fee and/or carried interest. This fee or carried interest could be a flat fee or may be tied to the performance of the investment. In either case, this fee or carried interest will be considered an investment expense and will reduce the returns from the investment.

“Bad Boy” Guarantees

Generally, commercial real estate financings (other than construction loans) are structured as non-recourse to the borrower, which limits a lender's recourse to the property pledged as collateral for the loan, and not the other assets of the borrower or to any parent of the borrower, in the event of a loan default. However, lenders customarily will require that a creditworthy parent entity enter into

so-called “recourse carveout” guarantees to protect the lender against certain bad-faith or other intentional acts of the borrower in violation of the loan documents. A “bad boy” guarantee typically provides that the lender can recover losses from the guarantors for certain bad acts, such as fraud or intentional misrepresentation, intentional waste, willful misconduct, criminal acts, misappropriation of funds, voluntary incurrence of prohibited debt and environmental losses sustained by lender. In addition, “bad boy” guarantees typically provide that the loan will be a full personal recourse obligation of the guarantor, for certain actions, such as prohibited transfers of the collateral or changes of control and voluntary bankruptcy of the borrower. It is expected that the financing arrangements with respect to the Clients’ investments generally will require “bad boy” guarantees from the Clients and in the event that such a guarantee is called, the Clients’ assets could be adversely affected. Moreover, the Clients’ “bad boy” guarantees could apply to actions of the joint venture partners associated with the Clients’ investments. While Prospect Ridge expects to negotiate indemnities from such joint venture partners to protect against such risks, there remains the possibility that the acts of such joint venture partner could result in liability to the Clients under such guarantees. The Funds may provide “bad boy” guarantees on behalf of a parallel vehicle, alternative investment vehicle or co-investment vehicle. The Funds may in certain circumstances, but shall not be required to, receive a fee or other consideration for providing guarantees for the benefit of a parallel fund, alternative investment vehicle or co-investment vehicle.

Availability of Financing

The Clients’ investment strategy relies, in part, on the credit markets. To the extent that the Clients are unable to obtain favorable financing terms for equity investments, their investment returns may suffer. In addition, to the extent that such inability is due to general credit market conditions, such conditions may also adversely affect the portfolio entities in which the Clients have invested and may restrict the ability of the Clients to sell or liquidate investments at favorable times or for favorable prices. Under these circumstances, the value of the Clients’ investments may not appreciate as expected or may suffer a loss.

Investments Subject to Interest Rate Fluctuation Risk

The Clients may acquire investments subject to financing that provide for adjustments in the interest rate at various monthly, annual or other intervals. An increase in the interest rate as a consequence of any such adjustment: (i) would result in less income to the Clients; (ii) may reduce distributions to the Client or Investors; (iii) may cause negative amortization; and (iv) may cause the sale of an investment prematurely or on less favorable terms than might otherwise be obtained. Similarly, with respect to debt held by the Clients that is based on variable interest rates, the Clients are subject to the risk that such interest rates may decline.

Property Taxes and Risk of Property Reassessments

Real property owned by the Clients or real property that secures (directly or indirectly) an investment of the Clients will likely be subject to real property taxes and, in some instances, personal property taxes. Such real and personal property taxes may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. An increase in property taxes on the Clients’ real property could adversely affect the Clients’ results from operations and could decrease the value of that real property. An increase in property taxes on real property that

secures an investment of the Clients could adversely affect the ability of the borrower to make payments to the Clients, which in turn may also adversely affect the value of the relevant asset held by the Clients.

Risk of Eminent Domain

Municipalities and other government subdivisions may, in certain circumstances, seek to acquire certain assets of the Clients through eminent domain proceedings. While Prospect Ridge may seek to contest these proceedings which may be costly and may divert the attention of management from the operation of the Clients, there can be no assurance that a municipality or other government subdivision will not succeed in acquiring assets of the Clients. In such event, there is a risk that the Clients will not receive adequate compensation for the assets acquired, or that the Clients will not be able to recover all charges associated with divesting these assets.

Investments in Troubled Assets

On behalf of its Clients, Prospect Ridge may make investments in non-performing, sub-performing, distressed, undercapitalized or other troubled real estate and real estate-related assets and businesses, which may involve a high degree of financial risk. There may be little or no near-term cash flow available to the Clients or Investors. Since the Clients may only make a limited number of investments and since many of the investments may involve a high degree of risk, poor performance by few of the investments could severely affect the total returns to the Clients and Investors. There is no assurance that Prospect Ridge will correctly evaluate the value of such troubled assets purchased on behalf of Clients. In any reorganization or restructuring relating to an asset in which the Clients have invested, the Clients may lose their entire investment, may be required to accept cash or securities with a value less than the Clients' original investment, and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Clients' investments may not compensate the Clients and Investors adequately for the risks assumed. As a result of the speculative nature of the Clients' investments, the possibility of partial or total loss of capital will exist.

Restrictions on Foreign Investors in Certain Jurisdictions

Certain U.S. states have existing or proposed laws and regulations that limit, preclude or otherwise regulate investment by non-US investors, including investors from particular countries, in real estate or the securities of real estate companies ("Foreign Investor Laws"). While the Foreign Investor Laws may be applicable solely to certain investors, such restrictions may have broader implications for certain Funds as a whole and their investments. The regulatory framework regarding certain Foreign Investor Laws is evolving rapidly and may severely restrict a Fund's ability to pursue its investment objectives or strategies in these states. Foreign Investor Laws may also increase the costs to such Funds associated with investments. For example, if a Fund is required to obtain additional approvals or licenses to move forward with a prospective investment, any delays in (or a refusal to grant) such approvals or licenses could increase costs associated with the prospective investment or cause delays in the Fund's ability to consummate the investment. In certain cases, a Fund may be required to register its ownership of property and this registration may involve the disclosure of the name, domicile or other information regarding particular limited partners.

Impairment of Assets

The general partners of the Funds determine whether or not an asset has been permanently written off for valuation purposes. In certain cases, this determination can affect the amount of management fees paid to the relevant general partner or its affiliate, which creates a potential conflict of interest. Prospect Ridge has established procedures for determining whether and when an asset will be written off and will act in good faith and in a fair and equitable manner in dealing with such conflicts.

U.S. Market Risks, Generally

There is increased uncertainty regarding future political, legislative and administrative changes in the United States that may impact the Funds and their investments, including because of an overall increasingly polarized political climate in the United States. In addition, an extended federal government shutdown resulting from failing to pass budget appropriations, adopt continuing funding resolutions or raise the debt ceiling, and other budgetary decisions limiting or delaying government spending, may negatively impact U.S. or global economic conditions, including corporate and consumer spending, and the liquidity of capital markets. For example, there is an increased possibility of additional credit rating downgrades due to U.S. debt ceiling and budget deficit concerns. On multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating of the United States. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the United States and global financial markets and economic conditions. Any changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing the financial services industry, foreign trade, manufacturing, outsourcing, development and investment in the territories in which the Funds invest, and any negative sentiments towards the United States as a result of such changes, could also adversely affect the performance of the Funds' investments. In addition, media (including social media) has and continues to influence public sentiment and escalate tensions both within the U.S. and in international relations, which has caused and could continue to cause social unrest and could negatively impact real estate markets and general economic conditions around the globe.

Recent events concerning discrimination, race relations and inequality in the United States have led to protests, demonstrations, marches and other forms of political and social activism on a local, regional and national level. Such activism, which has ranged from peaceful to in some instances, violent, has resulted in curfews, the deployment of the national guard and other local and national interference, and has led to increased political and social volatility and uncertainty. Furthermore, such activism, often results in property damage which has the potential to cause both direct and indirect loss to investments. Although the overall effect of such activism remains unknown, this type of volatility and uncertainty could materially and adversely impact the securities and other assets in which the Funds invest.

Volatility in Banking Sector

On March 10, 2023, the California Department of Financial Protection and Innovation closed Silicon Valley Bank and appointed the Federal Deposit Insurance Corporation ("FDIC") as receiver, following a major outflow of deposits from Silicon Valley Bank and its failure to raise new capital. The failure of Silicon Valley Bank was the largest bank failure in the United States since

2008. On March 12, 2023, the New York State Department of Finance closed Signature Bank and appointed the FDIC as receiver after its customers withdrew more than \$10 billion in deposits at the bank. On March 19, 2023, UBS Group AG agreed to purchase Credit Suisse AG following the intervention of the Swiss Federal Department of Finance, the Swiss National Bank and the Swiss Financial Market Supervisory Authority, FINMA. On April 28, 2023, the FDIC seized First Republic Bank and sold it to JPMorgan Chase & Co. on May 1, 2023. Following these high-profile events, the share prices of several other U.S. and non-U.S. banks experienced significant declines. It is unclear what the long-term effects on the financial system and broader economy will be as a result of the banking sector's volatility.

If a banking institution that provides all or a part of a credit facility, other borrowings and/or other services to a Fund fails, such Fund may not be able to draw funds under such credit facilities or obtain replacement credit facilities or other services from other lending institutions with similar terms. If the Fund's credit facilities and accounts are provided by the same banking institution, and such banking institution fails, the Fund could face significant difficulties in funding any near-term obligations it has in respect of its investments or otherwise. Even if the banking institutions used by the Fund remain solvent, volatility in the banking sector could cause or intensify an economic recession and make it more difficult for the Fund to obtain or refinance its credit facilities and other indebtedness at all or on as favorable terms as could otherwise have been obtained.

Public Health Risk

Countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and, most recently, a novel and highly contagious form of coronavirus ("COVID-19"), which caused a global pandemic. The outbreak of COVID-19 resulted in, among other events, unprecedented global travel restrictions and regional and country-wide quarantines, slowing and/or the complete idling of certain significant U.S. and global businesses and sectors and general economic and market turmoil and uncertainty. Any public health emergency or pandemic, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could negatively impact the Funds and their investments and could meaningfully affect the Funds' ability to fulfill their investment objectives.

Political Contributions

To the fullest extent permitted by law, the Adviser, the Funds or their investments may, in the ordinary course of their business, make contributions to civic organizations, candidates for elected office or political organizations, elected officials or may hire lobbyists or engage in other permissible political activities in U.S. or non-U.S. jurisdictions with the intent of furthering their business interests or otherwise. In connection with these activities, a Fund may not be subject to the relevant compliance policies that apply to Prospect Ridge and such activities may be undertaken without the knowledge or direction of Prospect Ridge.

Environmental, Social and Governance Matters

ESG issues (including sustainability risks) are relevant to the Funds, but are only some of the many factors the Adviser will identify and consider in making an investment. There is no guarantee that the Adviser will successfully identify all relevant ESG issues (including sustainability risks) associated with a proposed investment for Fund. The impact following the occurrence of an ESG event may vary depending on the nature of the event, asset class, region and regulatory regime(s)

concerned. Where such event occurs, there could be a negative impact on the value of an investment or other adverse impacts for the investment. In evaluating ESG factors relevant to a Fund investment, the Adviser is dependent upon information and data obtained through voluntary or third-party reporting that may be incomplete, inaccurate or unavailable, which could cause the Adviser to incorrectly assess an investment's ESG practices and/or related risks and opportunities. ESG-related practices differ by sector, region and type of investment and are evolving, and an investment's ESG-related practices or the Adviser's assessment of such practices may change over time.

Inflation Risk

The United States is experiencing higher than normal inflation rates. It remains uncertain whether substantial inflation in the United States and other developed economies will be sustained over an extended period of time or have a significant effect on the U.S. economy. Inflation and rapid fluctuations in inflation rates have recently, and may continue to have, negative effects on the economy and real estate markets. For example, if a real estate property is unable to increase its rental income in times of higher inflation, its profitability may be adversely affected. As inflation rises, a property may earn more rents but incur higher expenses. As inflation declines, an investment may not be able to reduce expenses commensurate with any resulting reduction in rents. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, the United States government may impose wage and price controls or otherwise intervene in the economy, including by raising interest rates, which efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that continued wide-spread inflation will not become a serious problem in the future and have an adverse impact on Fund investments and returns.

Electronic Signatures

Due, in part, to the COVID-19 pandemic and the subsequent restrictions and teleworking recommendations, it is more common for documents to be signed electronically. Although electronic signatures may be a valid means of signing contracts in certain jurisdictions, the validity of an electronic signature (and therefore the validity or enforceability of a contract or its formation) may depend on the type of electronic signature used. Additionally, investors in certain jurisdictions may be requested to execute their Subscription Agreement and side letter exclusively in wet ink, and execution by other means might not be acceptable.

Social Media Risk

The increasing use of social media platforms presents new risks and challenges that may impact the Funds' investments. In recent years, there has been a notable increase in the influencer industry and the use of social media platforms, including blogs, chat platforms, social media websites and apps and other forms of Internet-based communications which facilitate direct access to a broad audience of consumers and other interested persons. The rising popularity of such platforms and other consumer-oriented technologies has increased the speed and accessibility of information and mis-information dissemination. Many social media platforms immediately publish the content their subscribers and participants post often without filters or checks on accuracy of the content posted. Information posted on such platforms at any time may be adverse to the interests of Prospect Ridge or a Fund's investments. The dissemination of negative or inaccurate information related to

Prospect Ridge or a Fund's investments via social media could harm their business, reputation, financial condition, and results of operations, which could adversely affect a Fund's investments and, due to reputational considerations, may influence the Adviser's decision as to whether to remain invested in such investments.

Bankruptcy Considerations

Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Clients. Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such if they are considered to have taken over management and functional operating control of a debtor.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Clients; it is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. A delay in the reorganization process could affect the ability of the Clients to acquire control of a portfolio company or result in the Clients' acquisition of control of such portfolio company taking longer than originally anticipated. In some cases, the company may not be able to reorganize and may be required to liquidate assets. The debt of companies in financial reorganization will in most cases not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal.

Prospect Ridge, on behalf of the Clients, may elect to serve on creditors' committees, equity holders' committees or other groups to ensure preservation or enhancement of the Clients' position as creditors or equity holders. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. If Prospect Ridge concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Clients, it may resign from that committee or group, and the Clients may not realize the benefits, if any, of participation on the committee or group. In addition, if the Clients are represented on a committee or group, Prospect Ridge may be restricted or prohibited under applicable law from disposing of its Clients' investments in such company while it continues to be represented on such committee or group. Investments made in assets operating in workout modes or under bankruptcy, insolvency or other debtor-protection codes could, if Prospect Ridge or the Clients inappropriately exercise control over the management and policies of the debtors, be subordinated or disallowed, and the Clients could be liable to third parties in such circumstances, which liabilities may in certain circumstances exceed the value of the Clients' original investment therein. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, the sale and purchase of real property or trust beneficiary interests therein

at fair market value may be cancelled or voided by a trustee in bankruptcy, corporate reorganization, civil rehabilitation or similar procedure, or by the seller's creditors. Furthermore, distributions made to the Clients and Investors in respect of such investments could be recovered if such distributions are found to be a fraudulent conveyance or preferential payment or the equivalent under the laws of certain jurisdictions. Even if the purchase price was set at the fair market value of such real property, the transaction may be cancelled under certain circumstances (e.g., if the seller intended to conceal, donate or otherwise dispose of the sale proceeds in a manner that would harm the seller's creditors, and the purchaser knew such intention at the time of the transaction). Non-U.S. jurisdictions may present analogous or different credit issues.

Litigation at the Property-Level

The acquisition, ownership and disposition of real properties carries certain specific litigation risks. Litigation may be commenced with respect to a property acquired by the Clients (including by a subsidiary entity) in relation to activities that took place prior to the Clients' acquisition of such property. In addition, at the time of disposition of an individual property, a potential buyer may claim that it should have been afforded the opportunity to purchase the asset, or alternatively that such potential buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosure made, if such buyer is passed over in favor of another as part of the Clients' efforts to maximize sale proceeds. Similarly, successful buyers may later sue the Clients under various damage theories, including those sounding in tort, for losses associated with latent defects or other problems not uncovered in due diligence.

Environmental Liabilities

The Clients may be exposed to substantial risk of loss arising from investments involving undisclosed or unknown environmental, health or occupational safety matters, or inadequate reserves, insurance or insurance proceeds for such matters that have been previously identified. Under various federal, state and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws may impose joint and several liability, which can result in a party being obligated to pay for greater than its share, or even all, of the liability involved. Such liability may also be imposed without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow funds using such property as collateral, which could have an adverse effect on the Clients' return from such investment. Environmental claims with respect to a specific investment may exceed the value of such investment, and under certain circumstances, subject the other assets of the Clients to such liabilities. In addition, some environmental laws create a lien on contaminated property in favor of governments or government agencies for costs they may incur in connection with the contamination.

The ongoing presence of environmental contamination, pollutants or other hazardous materials on a property (whether known at the time of acquisition or not) could also result in personal injury (and associated liability) to persons on the property and persons removing such materials, future or

continuing property damage (which may adversely affect property value) or claims by third parties, including as a result of exposure to such materials through the spread of contaminants.

In addition, the Clients' operating costs and performance may be adversely affected by compliance obligations under environmental protection statutes, rules and regulations relating to investments of such Clients, including additional compliance obligations arising from any change to such statutes, rules and regulations. Statutes, rules and regulations may also restrict development of, and use of, property. Certain clean-up actions brought by federal, state, country and local agencies and private parties may also impose obligations in relation to investments and result in additional costs to the Clients.

Further, even in cases where the Clients are indemnified by the seller with respect to an investment against liabilities arising out of violations of environmental laws and regulations, there can be no assurance as to the financial viability of the seller to satisfy such indemnities or the ability of Prospect Ridge or the Clients to achieve enforcement of such indemnities.

Prospect Ridge may receive engineering reports and environmental surveys with respect to its properties. The reports will make observations about the properties. There can be no assurance that the reports will reveal the full extent of repairs or remediation required or that the costs thereof, which the Clients will have to bear, will not exceed available funds.

Compliance with the Americans with Disabilities Act and Other Changes in Governmental Rules and Regulations

Under the Americans with Disabilities Act of 1990 (the "ADA"), all public properties are required to meet certain federal requirements related to access and use by disabled persons. In addition, changes in governmental rules and regulations or enforcement policies affecting the use or operation of the properties, including changes to building, fire and life-safety codes, may occur. Properties acquired by the Clients may not be in compliance with the ADA or other governmental requirements. If a property is not in compliance with the ADA or other governmental requirements, then the Clients may be required to make modifications to such property to bring it into compliance, or face the possibility of an imposition of fines or an award of damages to private litigants. In either case, the Clients may suffer losses, which would reduce amounts available for distributions to the Clients and Investors.

Risks of Debt Investments Generally

The Clients may invest in secured or unsecured loans or debt investments, including subordinated loans, mezzanine loans and other structured investments which may be subordinated to the senior obligations of the borrower. These investments generally will not be readily marketable, will be subject to restrictions on resale and may require lengthy negotiations in connection with disposition. Loans are often less liquid than other types of debt securities, particularly in times of significant market dislocation. Loans and other debt investments will subject the Clients to credit risk, i.e. the risk that a borrower will default in the payment of principal, interest or other obligations. There may be limits to enforceability or to legal and financial recourse upon a default under the terms of the loan or applicable laws. Loans that are fully secured may offer the Clients more protection than unsecured loans in the event of non-payment, however there is no assurance that the liquidation of

any collateral would satisfy the borrower's obligation, or that such collateral could be liquidated. Greater credit risks are usually attached to subordinated debt investments which will be limited by restrictions benefitting more senior lenders, will be subject to greater risk of default, may not be protected by financial or other covenants and may have limited liquidity. Exercise of foreclosure and other remedies may involve lengthy delays and unforeseen expenses in the face of declining property values. If a borrower becomes involved in bankruptcy proceedings, the Client may receive a lesser return on such investment than expected or no return at all. Additionally, various U.S. federal and state and non-U.S. laws enacted for the protection of creditors may apply to the Clients.

Fair Value Asset Valuation; Uncertain Asset Valuation

Assets held by the Clients will be presented in financial statements on a "fair value basis." In the case of many of the Clients' investments, it is unlikely that readily available price quotations will exist. Accordingly, Clients and Investors will need to rely on the judgment of the General Partner and Prospect Ridge for valuing the Clients' investments, both for financial statement purposes and in connection with disposing of such investments. A valuation is only an estimate of value and is not a precise measure of realizable value. Ultimate realization of the value of an asset depends to a great extent on economic and other conditions beyond the control of the General Partner and Prospect Ridge. Further, valuations do not necessarily represent the price at which an investment would sell since market prices of investments can only be determined by negotiation between a willing buyer and seller. If Prospect Ridge were to liquidate a particular investment on behalf of a Client, then the realized value may be more than or less than the appraised valuation of such investment. Unlike exchange listed and other readily available tradeable securities, many types of real estate assets cannot be marked to an established market. Therefore, certain actions by the General Partner and/or Prospect Ridge, such as the sale of investments, may be based on the General Partner's and/or the Prospect Ridge's estimate of the value of the Clients' investments.

Leverage

The Clients may borrow on a secured or unsecured basis for any purpose, including to make any investments and to increase investment capacity or pay fees and expenses. Although Prospect Ridge does not intend to employ significant leverage at the Fund or Client level, Prospect Ridge will seek to implement investment-level leverage in certain transactions, and such leverage may fluctuate depending on market conditions. The interest expense and other costs incurred in connection with such borrowing may not be recovered by appreciation in the investments purchased or carried. Gains realized with borrowed funds may cause the Clients' returns to be higher than would be the case without borrowings, however, the Clients' returns could also decrease faster than if there had been no borrowings. Further, such leverage will increase the exposure of an investment to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investment. If a Client defaults on secured indebtedness, the lender may foreclose and the Client could lose its entire investment in the security for such loan.

In addition, borrowings by the Funds may be secured by the Investors' capital commitments as well as by the Funds' assets. Indebtedness may be structured in a way that (i) the Funds and the parallel vehicles are jointly responsible on a cross-collateralized basis for the repayment of the indebtedness and (ii) the capital commitments of the Investors in the Funds are pledged to secure indebtedness obtained for the benefit of the other parallel vehicles. Investors whose capital commitments have

been pledged may be called upon to fund their entire capital commitment to repay indebtedness, and the failure of other Investors to honor their capital commitments may result in an Investor's payments exceeding its pro rata share of the indebtedness. An Investor may also be required to fund amounts to repay indebtedness incurred in connection with an investment even if such Investor did not participate in the relevant investment in connection with which such indebtedness was incurred. Further, to the extent income received from investments is used to make interest and principal payments on such borrowings, Investors may be allocated income, and therefore tax liability, in excess of cash received by them in distributions.

The presence of leverage substantially increases the risk profile of the Clients and their investments. The Clients' use of borrowings to create leverage may subject the Clients to additional risks. For example, depending on the type of facility, a decrease in the market value of the Clients' investments could increase the effective amount of leverage and could result in the possibility of a "margin call," pursuant to which the Clients must either deposit additional funds or securities with the lender or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in the value of the Clients' assets, the Clients might not be able to liquidate assets quickly enough to pay off their debt. The extent to which the Clients use leverage may have the following consequences to the Clients and Investors, including, but not limited to: (i) greater fluctuations in the net assets of the Clients, (ii) use of cash flow for debt service or other related purposes, and (iii) in certain circumstances the Clients may be required to prematurely harvest investments to service their debt obligations. There can also be no assurance that the Clients will have sufficient cash flow to meet debt service obligations. As a result, the Clients' exposure to losses may be increased due to the illiquidity of its investments generally.

Certain Risks Specific to QOF Funds I, II, and III (each referred to herein as the "Partnership")

Qualification as a Qualified Opportunity Fund ("QOF")

The Partnership's activities are expected to be conducted in a manner intended to permit investors to obtain tax benefits under Code Section 1400Z-2, including in a manner that might not otherwise maximize returns, and as a result may differ from what those activities would be if the Partnership acted without regard to tax benefits under Section 1400Z-2. The Partnership intends to qualify as a QOF and for the Partnership's investments in the specific business purchased by the QOF ("QOZB") to qualify as a "qualified opportunity zone property" (as such terms are defined in Code Section 1400Z-2 ("QOZ Property")); however, it is possible that the Partnership may fail to qualify as a QOF or its investments may fail to qualify as QOZ Property. Certain issues relating to qualification for QOZ Tax Benefits (as defined in the respective QOF's PPM) in connection with an investment in the Partnership, the Partnership's investment in the QOZB and the QOZB's acquisition of the relevant property depend upon the resolution of some uncertain issues regarding the application of the QOF and QOZ rules and to certain matters regarding the acquisition of the relevant property. The Partnership will fail to qualify as a QOF if the QOZB is treated as a continuation for federal income tax purposes of the relevant seller. The law in this area is unclear. The Partnership expects the QOZB to obtain covenants from the seller that the seller will preserve its existence as a partnership for federal income tax purposes after the sale of the property, and expects the QOZB to receive certain representations from the relevant JV partner, including a representation that the JV partner is, for federal income tax purposes, a tax distinct entity from any entity that held a direct or indirect interest in the seller. The Partnership intends to take the position

that the Partnership is not a continuation of the seller. Similarly, eligibility for QOZ Tax Benefits could be adversely affected if either (i) the QOZB and the seller are “related persons” for purposes of the QOF rules or (ii) anti-abuse rules in the QOF rules are applied to treat the JV partner or an affiliate as contributing property to the QOZB in return for an interest therein. For these purposes, the QOZB and the seller will be treated as related if the same persons own, directly or under applicable constructive ownership rules, more than twenty percent (20%) of their capital interests or profits interests.

With respect to certain Partnerships, the relevant property will have a material amount of construction prior to its acquisition by the QOZB. The determination of whether the original use test is satisfied, for purposes of the requirement that the original use of certain property be by the QOZB can be unclear where a property is acquired shortly before completion of construction. While the matter is not free from doubt, the Partnership expects and intends for the “original use” of the Property for purposes of the QOZ Rules to commence with the QOZB while it is owned by the Partnership.

Benefits of the QOZ Regime

The Partnership will rely on certifications from Limited Partners that (i) the Limited Partner’s investment constitutes capital gains eligible for deferral by investment in a QOF pursuant to Code Section 1400Z-2(a) and (ii) such investment is being made within one hundred seventy (170) days of the beginning of the relevant one hundred eighty (180)-day investment period required time frame for the Limited Partners to receive the QOZ Tax Benefits. None of the Partnership, the general partner or any of their affiliates has or takes any responsibility whatsoever with respect to a failure by a Limited Partner to make an investment that constitutes eligible gain for purposes of receiving QOZ Tax Benefits or for such Limited Partner’s failure to file any related tax return required to be filed by such Limited Partner to obtain QOZ Tax Benefits (including IRS Form 8949 or Form 8897). The Partnership cannot guarantee that it will hold its investments for any specific period of time, refrain from returning a Limited Partner’s capital, or that it will make additional capital calls within any specific time frame and therefore the Limited Partners may not receive the QOZ Tax Benefits associated with holding an investment in a QOF for ten (10) years with respect to all or any portion of such Limited Partner’s Interest. The Partnership does not guarantee that a Limited Partner will receive any QOZ Tax Benefits from investing in the Partnership. State and local jurisdictions may not follow the federal tax benefits of the QOZ regime. Accordingly, it is possible that a Limited Partner will not receive QOZ Tax Benefits in certain state and/or local jurisdictions. For example, California does not conform to federal QOZ Tax Benefits. Accordingly, an Investor may have to pay taxes in California on the appreciation in their interest even if their interest is held for at least ten (10) years. Likewise, New York has partially decoupled from the QOZ regime, no longer allowing for gain deferral. Limited Partners should consult their own tax advisor regarding the federal, state and local tax treatment of an investment in the Partnership.

De-Certification as a QOF

Prospect Ridge filed to de-certify QOF IV as a QOF due to governmental actions that impeded the partnership’s ability to move forward with a development of the project. While the general partner

of QOF IV believes that de-certification was the best course forward given the governmental actions and the uncertainties in the application of the QOZ Rules, there can be no assurance that the general partner has correctly assessed such factors.

Item 9: Disciplinary Information

Prospect Ridge and its employees have not been involved in any legal or disciplinary events that would be material to a Client's or prospective Client's evaluation of Prospect Ridge's advisory business or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

While Prospect Ridge and AB are not affiliates, there are a number of different arrangements between the two firms as a result of their historical relationship, which are described in more detail in this item as well as throughout the Brochure.

Prospect Ridge has entered into a distribution arrangement for current Funds with an affiliate of AB that is described in more detail below under *Item 14: Client Referrals and Other Compensation*.

Prospect Ridge entered into an agreement with AB for Prospect Ridge to serve as sub-adviser to Fund I, Fund II, and ADM Syndicate JV, and to receive the management fees earned by Fund I and Fund II, as further described above under *Item 5: Fees and Compensation*. As described above under *Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss*, certain AB investment personnel sit on certain Investment Committees for the Funds.

As described in *Item 5: Fees and Compensation*, certain Prospect Ridge personnel are entitled to receive a portion of the carried interest (to the extent applicable) for the Funds that are sub-advised by Prospect Ridge.

Prospect Ridge's investment personnel may from time to time have access to investment research and input from certain of AB's portfolio managers and research experts.

Although unlikely, to the extent that Prospect Ridge personnel obtain material non-public information, the receipt of such information will generally require Prospect Ridge to restrict employee personal and Client trading in any securities about which material non-public information is received.

Prospect Ridge and its management personnel and employees may have conflicts of interest in (i) allocating their time and activity among, (ii) allocating investments among, and (iii) effecting transactions for, Client accounts where Prospect Ridge or its management personnel, employees or affiliates may have a greater financial interest and other Client accounts. As described above in *Item 6: Performance Based Fees and Side-by-Side Management*, Prospect Ridge will act in good faith and in a fair and equitable manner in dealing with such conflicts, and has established allocation procedures so that Clients are treated fairly and equally on an overall basis.

While the on-going relationships between AB and Prospect Ridge personnel as described in this Brochure could potentially create conflicts of interest, Prospect Ridge believes that such conflicts are mitigated by AB's fiduciary duty to all Clients that are sub-advised by Prospect Ridge.

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

Prospect Ridge 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 Prospect Ridge to adopt a Code of Ethics that sets forth a standard of business conduct and compliance with federal securities laws by our employees. Our Code of Ethics contains policies and procedures that require the following: (i) pre-clearance before purchasing shares of a REIT 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.

Prospect Ridge will provide a copy of our Code of Ethics to Clients or prospective Clients (and Investors) upon request. Please contact Prospect Ridge at the phone number on the cover page of this Brochure should you have any questions concerning our Code of Ethics or wish to obtain a copy.

Prospect Ridge, its related persons and/or affiliated entities will have an investment or economic interest in each Fund. For example, certain Prospect Ridge personnel are entitled to carried interest from the Funds. Prospect Ridge and/or its employees have in the past and will in the future invest in the Funds by agreeing to commit a certain percentage of the respective Fund's total capital commitments or a certain amount as described in the Governing Documents.

Co-Investment Opportunities

Prospect Ridge and its employees may be permitted to participate in co-investment entities that invest in certain assets that are related to investments of the Funds. Any co-investment opportunities offered to Prospect Ridge or its employees will be on the same terms and in the same portion of the portfolio company's capital structure or on such terms and/or in such portion as may be otherwise disclosed to, or agreed upon with, Clients. Additionally, the extent to which Prospect Ridge or employee co-investments take away from the size of the investment opportunity available to Clients will be properly disclosed and/or mitigated through limits on the size of the co-investments. Prospect Ridge and its employees will generally make and dispose of their co-investment at the same time as any Fund or other Investors, unless otherwise disclosed to, or agreed upon with, Prospect Ridge's Clients.

Employee Discounts

Prospect Ridge employees are eligible to receive "friends and family" discounts at certain hotels or hotel chains that are owned by the Funds. While these discounts could reduce the revenue received by the property and, ultimately, the Fund that owns it, such discounts are no greater than what an

employee of the hotel would receive, and are not expected to create a significant conflict of interest for Prospect Ridge or its employees.

Item 12: Brokerage Practices

Best Execution

To the extent Prospect Ridge transacts in public securities, debt investments, or other non-private equity investments (e.g., hedging transactions) that are traded through a broker-dealer, Prospect Ridge will seek to obtain best execution. While not defined by statute or regulation, “best execution” generally means the execution of Client trades at the best net price considering all relevant circumstances. Besides price, Prospect Ridge will consider several factors in its analysis of execution quality, such as the promptness and overall quality of execution, availability and liquidity of the desired security, maintenance of confidentiality, the broker-dealer’s settlement capabilities, and the broker-dealer’s financial condition. To the extent feasible, Prospect Ridge will seek competitive quotes on trades.

Soft Dollars

Prospect Ridge does not intend to enter into any formal soft dollar arrangements to compensate broker-dealers for research or other benefits.

Use of Real Estate Brokers

Prospect Ridge generally engages a real estate broker in connection with the disposition of a real estate asset held on behalf of the Clients. Prospect Ridge selects the brokerage company and the particular real estate broker that it believes will best represent the interest of the Clients.

Prospect Ridge receives real estate market data research from real estate brokers, and also uses the services of those real estate brokers to buy or sell real estate investments for the Funds. Prospect Ridge generally obtains market research from real estate brokers that is available to other market participants, and does not select real estate brokers for Client transactions based on the research provided.

Investor Referrals

As described in further detail in *Item 14: Client Referrals and Other Compensation*, Prospect Ridge has entered into a placement agent arrangement with an affiliate of AB to refer prospective Investors to AB PREP and the successor fund to Fund III. AB has affiliated broker-dealers, and Prospect Ridge has used an AB affiliate as a broker-dealer for transactions in public securities in the past and may use an AB affiliate in the future as a broker-dealer for public securities transactions, fixed-income investments, hedging transactions, or other non-private transactions, or may provide compensation to AB or an affiliate for its assistance in identifying suitable non-public investments for the Clients. While Prospect Ridge may have an incentive to use AB or its affiliates to execute securities transaction based on Prospect Ridge’s on-going placement agent relationship with an affiliate of AB, Prospect Ridge believes that any securities transactions made on behalf of the Clients will not comprise a significant part of any Client portfolio and are not likely to create a conflict of interest with respect to Prospect Ridge’s other relationships with AB. Additionally, the selection of the broker-dealer to use for each such transaction will be subject to best execution as described above, and Prospect Ridge will periodically review its selection of brokers for evidence of any conflicts of interest.

Principal or Cross Transactions

Prospect Ridge generally does not cause the Clients to engage in any principal or cross transactions. In the event that Prospect Ridge were to enter into a principal transaction involving securities, Prospect Ridge will first consider and determine that the transaction is in the best interests of both participating Clients. Additionally, to the extent consent is required for any such transaction, Prospect Ridge will obtain consent from the appropriate Client or Limited Partner Advisory Committee(s).

Although Prospect Ridge generally does not intend to do so, it may, subject to applicable law, effect transactions between certain of its Clients in which the applicable Client will purchase securities or assets from another Client (including a private fund or account in which Prospect Ridge, its affiliates, principals or employees may have a significant interest). Such transactions (i.e., cross trades) shall be effected only when Prospect Ridge believes that such transactions are in the best interest of the applicable Clients. To the extent such transactions involve traded securities, they will be placed through an unaffiliated broker-dealer or custodian. Any cross trade will not involve any accounts subject to ERISA, and shall be effected for cash consideration, at prices that reflect prevailing market conditions. In addition, no brokerage commission or transfer fee shall be paid to Prospect Ridge or its affiliates in connection with any such transaction. Any transaction costs incurred in connection with any such transaction will be shared pro rata between the applicable Clients.

Allocation of Investment Opportunities

Prospect Ridge is aware of the importance of treating all Clients fairly. In the event that more than one Client is permitted to make an investment at a given time, Prospect Ridge will consider the appropriateness of any available investment opportunities for each of the available Clients. This consideration will be based on factors that Prospect Ridge reasonably determines in good faith to be fair and reasonable, which may include one or more of the following (without limitation):

- Each Client's investment objectives and investment focus;
- The sourcing of such investment opportunity within Prospect Ridge;
- The Prospect Ridge personnel who will monitor and oversee such investment opportunity;
- The available liquidity and reserves;
- The expected amount of capital required for the investment as well as each Client's projected future capacity for investment;
- Each Client's targeted rate of return;
- The stage of development of the prospective investment;
- The existing portfolio of investments of each Client;

- The risk profile of the investment opportunity;
- The expected life cycle of each Client;
- The relative amounts of capital available for investment by each such Client;
- Any allocation targets (e.g., industry targets and size targets) of each Client;
- The ability of each Client to accommodate structural, timing and other aspects of the investment process;
- Contractual obligations Prospect Ridge has to each such Client;
- Legal, tax, contractual, regulatory or other considerations deemed relevant in good faith; and,
- Any other factors deemed relevant by Prospect Ridge.

While currently not the case, in the event that an asset would be appropriate for more than one Client mandate, Prospect Ridge may employ the use of a rotation policy and retain documentation to support the analysis of its allocation process rationale.

Item 13: Review of Accounts

Prospect Ridge’s investment professionals provide ongoing oversight and supervision of investments held by the Funds. At least quarterly, Prospect Ridge’s investment professionals review updated business plans and discuss significant operations and assumptions related to such business plans.

Prospect Ridge’s investment professionals periodically review the investments held by the Clients to ensure compliance with the applicable investment guidelines and restrictions. The appropriate Investment Committee must approve any acquisitions and any dispositions of Client investments as specified in the Governing Documents.

Investors in the Funds receive audited financial statements on an annual basis. On a quarterly basis, Investors in the Funds also receive unaudited financial statements and written Fund-level and property-level performance reports, to the extent applicable. When applicable, Prospect Ridge provides certain other reports and analyses to Investors and prospective Investors in the Funds upon request.

Item 14: Client Referrals and Other Compensation

Prospect Ridge does not directly or indirectly compensate any person for Client referrals. Prospect Ridge has entered into distribution agreements with Sanford C. Bernstein LLC (“Distributor”), an affiliate of AB, where the Distributor will refer Investors to certain Funds in exchange for a portion

of the management fees paid by the Investors referred to those Funds. Prospect Ridge has also entered into a letter of understanding with Eastdil Secured Advisors LLC (“Eastdil”), where Eastdil will refer Investors to certain funds sponsored by Prospect Ridge in exchange for a portion of the management fees by the Investors referred to those funds.

In addition, Prospect Ridge has entered into arrangements with two firms (for a flat fee) to make introductions of prospective investors to Prospect Ridge. We do not expect such arrangements will lead to any Client referrals.

Item 15: Custody

Due to Prospect Ridge’s ability to withdraw Client funds or securities, Prospect Ridge is deemed to have custody of the Funds’ assets for purposes of Rule 206(4)-2 under the Advisers Act. Those Funds for which Prospect Ridge has custody are subject to an annual audit by an independent public accountant and the audited financial statements are distributed to each Limited Partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of each Fund’s fiscal year end. Fund Investors should carefully review the Fund’s audited financial statements.

Item 16: Investment Discretion

In accordance with the terms and conditions of the Governing Documents, and subject to the direction and control of the general partner of each Fund, Prospect Ridge generally has discretionary authority to determine, without obtaining specific consent from the Funds or Limited Partners, the investments to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds. Approval is required of the respective Fund’s Limited Partner Advisory Committee for certain major actions specified in the respective Governing Documents.

Item 17: Voting Client Securities

When a Client for which Prospect Ridge has proxy voting authority acquires equity positions or other positions that solicit proxies, Prospect Ridge will submit votes in what Prospect Ridge considers to be the best interest of the Clients and may, in certain instances, determine that abstaining from voting is in the best interest of the Clients. To the extent that a conflict of interest arises in the proxy voting process for the Funds, Prospect Ridge will consult with the Chief Compliance Officer and/or the appropriate Limited Partner Advisory Committee on how to proceed as applicable. Clients and Investors cannot direct the votes of Prospect Ridge but may request information regarding votes submitted by Prospect Ridge in the past on behalf of the Clients or a copy of Prospect Ridge’s proxy voting policies by sending a written request to the address on the first page of this document.

Prospect Ridge will determine on a case-by-case basis whether a Fund will participate in class actions.

Item 18: Financial Information

Prospect Ridge has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to affect its ability to meet contractual commitments to Clients.