



Ascendant Capital Partners LP

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Part 2A of Form ADV: Investment Adviser Brochure

March 29, 2024

**This brochure (the “Brochure”) provides information about the qualifications and business practices of Ascendant Capital Partners LP. If you have any questions about the contents of this Brochure, please contact us at [info@AscendantCapital.com](mailto:info@AscendantCapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Ascendant Capital Partners LP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Please note that an investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

**Item 2: Material Changes**

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On an annual basis, Ascendant is required to identify and discuss material changes made to this Brochure. There have been no material changes since the last annual amendment filing made on March 31, 2023.

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#### **Item 4: Advisory Business**

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Ascendant Capital Partners LP (“Ascendant” or “we”), a Delaware limited partnership, was established on November 2, 2019, and is indirectly owned by Russell Gimelstob, Alexander Halpern and Joseph Eric Calder (the “Principals”). Please see Schedule A and Schedule B of the Part 1A of this Form ADV filing for a comprehensive report of Ascendant’s direct and indirect owners.

Ascendant is an investment advisor to pooled investment vehicles, such as private funds, limited partnerships and limited liability companies (such vehicles, “Funds” or “Ascendant Funds”). Affiliates of Ascendant generally act as the general partner/managing member of Funds but at times, a Fund may also serve as the general partner/managing member of another Fund. Ascendant’s Funds are organized for the principal purposes of (a) making investments, directly or indirectly, in the securities of real estate, real estate management, and real estate operating companies primarily in the United States, Mexico and Canada, (b) operating, supervising and disposing of such investments, and (c) engaging in such other activities incidental or ancillary thereto as the general partner deems necessary or advisable.

Investment opportunities are offered privately to institutional investors and high-net-worth individuals. Each investor in an Ascendant Fund is required to be an accredited investor pursuant to the safe harbor provided by Regulation D under the Securities Act of 1933, as amended (the “Securities Act”). In addition, Ascendant pooled investment vehicles rely on exemptions pursuant to either Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “Investment Company Act”).

Ascendant offers a full range of real estate investment advisory services, including, but not limited to, acquisitions, financing, asset management, and dispositions. Ascendant tailors its advisory services to the specific investment objectives and restrictions of each Fund as set forth in the related governing documents. As of the date of this Brochure, Ascendant’s advice is predominantly focused on real estate investments in North America.

All investors should refer to the relevant Fund governing documents as well as this Brochure for more detailed information on such Fund’s investment objectives, fees, expenses, strategies, and restrictions. There is no assurance that the Funds will meet their performance objectives.

As of December 31, 2023, Ascendant managed approximately \$460,508,841 in regulatory assets under management on a discretionary basis. Ascendant provides investment management services on a non-discretionary basis for a single account, but is not ultimately responsible for arranging or effecting the purchase or sale of securities, and as such has excluded this account from its RAUM.

#### **Item 5: Fees and Compensation**

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Ascendant is compensated for its advisory services through a management fee, which is generally calculated as a percentage of capital committed during the investment period and as a percentage of capital invested following the investment period. The precise calculation of the management

fee will vary for each Fund. An acquisition fee and a disposition/refinancing fee may be charged upon the acquisition, refinancing or disposition of an asset, respectively, depending on vehicle structure and market conditions. Construction oversight and/or asset management fees may also be charged at the asset level for certain Funds. Investors and prospective investors should refer to applicable governing documents for more detailed information on all fees charged by Ascendant. Though fees and payment methods vary by vehicle, management fees generally are charged in accordance with the governing documents. Depending on the governing documents and investment vehicle, fees may be deducted from a Fund's assets or billed directly to the investor. If an advisory contract is terminated, a pro rata portion of any unearned management fee will be refunded to the applicable investor. Any acquisition fee and/or disposition/refinancing fees are collected at the time of the transaction.

Ascendant affiliates also earn a performance-based fee (for more information on performance-based fees, see Item 6). Generally, both advisory fees and performance-based fees are non-negotiable. However, the general partner of a Fund may enter into side letters or other similar agreements with certain investors in connection with their admission to such Fund without the approval of any other investor that may alter and/or supplement the terms of the Fund's governing documents in a manner that makes the terms applicable to such investors more favorable than those applicable to other investors.

Each Fund will bear expenses related to its organization and operations, including brokerage commissions, development fees, property management fees, appraisal fees, audit fees, custodial fees (if applicable), broken deal expenses (if applicable) and other related service provider costs.

Specifically, expenses borne by the Funds vary by vehicle but may include, without limitation:

- (i) costs and expenses incurred in connection with the acquisition, valuation, or disposition of investments, including expenses paid by the Fund with respect to potential investments that are not consummated, sales commissions, due diligence, appraisal fees, taxes, brokerage fees, travel expenses, and legal, accounting, consulting, information services, and professional fees;
- (ii) costs and expenses incurred in connection with the operation, ownership, development, holding and management of each investment (to the extent the same are not the responsibility of the respective property manager or development manager), including the cost of capital improvements, property insurance premiums, operating deficits, leasing costs, real estate and other taxes, and ground rents;
- (iii) any custodial, trustee, record keeping and other administration fees with respect to investments, including costs and expenses of delivering communications by personal delivery, overnight delivery or registered mail;
- (iv) any and all expenses incurred in connection with the Fund's financial statement and tax reporting;
- (v) legal, accounting, auditing, consulting, appraisal, financing, filing expenses;
- (vi) taxes and other governmental charges that may be incurred or payable by the Fund;
- (vii) insurance premiums or expenses incurred by the Fund in connection with the activities of the Fund, including errors, omissions, fidelity, general partner liability,

- directors' and officers' liability;
- (viii) expenses incurred to comply with any law or regulation related to the activities of the Fund or incurred in connection with any litigation or governmental inquiry, investigation or proceeding involving the Fund;
- (ix) expenses incurred in connection with the dissolution, winding up or termination of the Fund;
- (x) expenses related to defaults by a limited partner in the payment of any capital contributions;
- (xi) out-of-pocket expenses for transactions that are not consummated;
- (xii) expenses incurred in connection with any amendments, modifications, revisions or restatements to the constituent documents of the Fund or any subsidiary;
- (xiii) expenses incurred in connection with distributions to the Partners;
- (xiv) any appraisal expenses incurred by the Fund;
- (xv) any and all expenses related to the Fund's indemnification obligations;
- (xvi) project management fees, property management fees, leasing or sales brokerage fees, and graphic and web design fees;
- (xvii) any expenses of the advisory committee of a Fund (each, an "Advisory Committee"), including reasonable out-of-pocket travel expenses incurred by Advisory Committee members to attend Advisory Committee meetings;
- (xviii) expenses incurred in connection with the preparation of or holding an annual meeting of the limited partners (including any services, reasonable entertainment, or food provided thereat).

This list of fees and/or expenses that the Funds may incur or pay directly to third parties is not intended to be exhaustive; existing investors in the Funds are advised to review the applicable Fund's governing documents for a more extensive description of the fees and expenses associated with an investment in such Fund.

Please refer to Item 12 for additional information regarding the use of service providers for Fund transactions and to Item 10 regarding our use of affiliated entities for these functions.

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

Each affiliate of Ascendant that serves as a general partner/managing member of a Fund is entitled to receive performance-based compensation in the form of carried interest. Carried interest is calculated as a percentage of net proceeds (attributable to the sale or refinancing of assets) and operating distributions. In structuring carried interest, Ascendant complies with Section 205(a)(1) and Section 205-3 of the Investment Advisers Act of 1940 (the "Advisers Act").

The existence of performance-based compensation may create an incentive for Ascendant or its affiliates to make more speculative investments on behalf of a Fund than they otherwise might make in the absence of such compensation. Similarly, carried interest may incentivize Ascendant or its affiliates to make decisions regarding the timing or structure of investment realizations that may not be in the best interest of investors.

Fee arrangements will differ among Funds. These different fee arrangements may create an incentive for Ascendant or its affiliates to favor higher fee-paying Funds when allocating investment opportunities. To mitigate concerns related to these incentives, Ascendant has implemented policies that prohibit it from allocating investment opportunities that favor any particular Fund, group of Funds or affiliated and proprietary accounts.

Ascendant seeks to allocate investments among its Funds equitably, if any investment is appropriate for multiple Funds. In general, Ascendant may not provide advisory services, or allocate investments, to a new Fund until the capital of existing Fund(s) with similar investment objectives has been substantially invested. If an investment opportunity meets the objectives of multiple Funds, Ascendant seeks to allocate the investment to the Fund which it believes is best suited for the investment based on secondary factors such as a Fund's available capital or portfolio diversity.

### **Item 7: Types of Clients**

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Ascendant provides investment advice to pooled funds, including private funds, limited partnerships, limited liability companies, and side-car/co-investment vehicles. Investment opportunities are offered privately to high-net-worth individuals and institutional investors including funds of funds and tax exempt entities. Each investor in an Ascendant Fund is required to be an accredited investor pursuant to the safe harbor provided under Regulation D under the Securities Act. In addition, Ascendant pooled investment vehicles rely on exemptions pursuant to Section 3(c)(1), Section 3(c)(7) or other applicable sections of the Investment Company Act.

Unless stated otherwise in the applicable governing documents, minimum investment amount in Funds is \$1,000,000. Ascendant has the sole discretion to accept investments of a lesser amount.

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

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Although the specific investment strategy varies from Fund to Fund, with a full description contained in the relevant Fund's governing documents, Ascendant generally invests in real estate assets and portfolios, primarily in North America, with an investment focus on high-quality hospitality and lodging properties, residential properties, and selected special situations supported by identified investment catalysts. As of the date of this Brochure, Ascendant's focus has been in acquiring, developing, operating, and asset managing real estate assets and operating companies in gateway and other major markets including, but not limited to, New York, Boston, Hawaii, Charlotte, and Phoenix.

While exact terms vary by vehicle, Ascendant seeks to structure its investment strategies to align investor and sponsor interests, mitigate downside, and create diversification. Investors should refer to the governing documents for a more detailed description of a vehicle's strategy, terms, considerations, and restrictions.

## Methods of Analysis

Ascendant seeks to invest only in opportunities where it can execute business plans and mitigate risk through proper management and capital structures. Throughout the due diligence, underwriting and capital planning processes, Ascendant leverages its network and the experience of Firm personnel in real estate investment and development.

Ascendant employs a comprehensive review of asset operating fundamentals, physical characteristics, legal and regulatory aspects, and exit opportunities to arrive at appropriate valuations. We seek to build disciplined income and expense projections through “bottoms-up” analysis, utilizing assumptions based on market knowledge, ongoing research and comparable properties.

Ascendant utilizes an interdisciplinary team of experts, including architects, general contractors, mechanical, electrical and plumbing engineers and structural engineers, to review a property’s condition and prepare due diligence materials that informs the investment decision and lays the foundation for capital investments post-closing. This integrated approach to due diligence, with a look ahead to opportunities for liquidity, is intended to enable Ascendant to understand the needs of specific assets in depth, formulate tailored capital investment strategies, and execute asset-level business plans designed to maximize investors’ return on investment.

Investment decisions are overseen by an investment committee comprised of senior management (the “Investment Committee”). The Investment Committee meets as necessary to evaluate and approve prospective investment opportunities for the Funds. The Investment Committee also meets to evaluate and approve certain material investment decisions for investments owned by the Funds including financings, dispositions and material business plan changes. Investments are considered not only for their individual benefits but also in context of a vehicle’s overall portfolio risk/return profile and allocation.

## Risk of Loss

Real property investments are subject to various risks, many of which are unique to the asset class, and there is no guarantee and no representation is made that a Fund’s investment objective will be achieved. The following section discusses pertinent risks that investors should consider prior to investing with Ascendant. ***The risks described below should not be considered an exhaustive list of all potential risks. Investors should review applicable governing documents carefully for a more detailed discussion of these and other considerations. There is no guarantee that investments will perform as described within the governing documents. Terms that are capitalized below but not previously defined in this Brochure carry the meaning included in the Fund’s governing documents.***

***Lack of Operating History:*** Although the Firm’s investment professionals, including the Principals, have extensive experience investing in real estate, the Funds are newly formed entities and, accordingly, have limited operating history upon which prospective investors may evaluate its performance or prospects. The prior investment performance of the Firm and its investments may not necessarily be indicative of the future results of the Funds.



*General Risks of Real Estate Ownership:* Real estate investments are subject to risks generally incident to ownership of real property. Real estate values can be affected by a number of factors, including, but not limited to, uncertainty of cash flow; adverse changes in local market conditions or general economic conditions; competition from other properties; changes in interest rates, real estate tax rates, and/or fiscal policies; environmental risks; uninsured losses; eminent domain; and other factors outside the control of Ascendant, its affiliates and investors.

*Economic, Political and Social Risks:* Countries may experience instability caused by a variety of factors such as political or social instability and it is possible that these factors could have a negative impact on the Funds' investments. In addition, governments may take actions to impose regulations or otherwise impact the operations of certain sectors within an economy. These changes could adversely impact the performance of Fund investments.

*Dependence/Reliance on Key Personnel:* The Funds' success depends in substantial part upon the skill and expertise of the Principals and other individuals employed to assist them. There is no assurance that the investment professionals and other employees of the Firm will continue to be employed by Ascendant throughout the life of the Fund(s) or that any replacements will perform well. The loss of service of one or more Principal or other key individuals of Ascendant could have an adverse impact on the Funds' ability to realize its investment objectives.

*Risks Associated with Property Acquisitions:* Ascendant primarily invests through the acquisition of real estate properties. Real estate acquisitions are subject to liabilities such as state of title, environmental conditions, physical conditions, and compliance with zoning laws, building codes or other legal requirements.

*Competitive Market for Investment Opportunities:* Ascendant competes for investment opportunities with other real estate investors. As a result, Ascendant may be unable to acquire and dispose of a sufficient number of attractive investment opportunities to meet a Fund's return, investment, and diversification objectives.

*Development Risk:* Ascendant may make investments that involve new construction from time to time if these opportunities meet the targeted investment criteria of its Funds. Real estate development involves the risk that construction may not be completed within budget or on schedule due to work stoppages, shortages of building materials, the inability of contractors to perform their obligations, and other factors outside the control of Ascendant or its affiliates. Any delay in project completion may result in increased interest and construction costs, the potential loss of tenants, and the possibility of financing defaults.

*Regulatory Risk:* Ascendant investment strategies may rely in part on various forms of financing and rent subsidies that are dependent upon federal, state or local appropriations. We can provide no assurance these financing/subsidy sources will continue to be available, that such sources will continue to be available in their present form, or that regulatory changes/amendments to relevant regulations and allocations will not negatively affect the availability of such financing/subsidies.

*Liquidity Risk:* Investments in real estate are highly illiquid and subject to industry cycles, downturns in demand, oversupply of competitive properties, market disruptions and the lack of available capital from potential lenders or investors. Accordingly, there can be no assurance that

Ascendant or its affiliates will be able to finance, refinance or dispose of portfolio properties in a timely manner and/or on favorable terms.

*Leverage Risk:* Ascendant Funds typically leverage their investments. Although the use of leverage can enhance returns, there can be no assurance that investments will be able to meet their associated debt service obligations. To the extent that investments cannot, returns to investors could be reduced and/or capital could be lost.

*No Market for Security Interests:* Ascendant investors typically invest through privately offered Funds that are not registered under the Securities Act. There is no public market for interests in Ascendant Funds and none is expected to develop. Investors may not be able to transfer or encumber interests. Investors also may not be able to withdraw contributions or commitments. Investors should consider an investment in an Ascendant Fund to be a long-term, illiquid investment.

*Not a Diverse Portfolio of Investments:* There is no assurance as to the degree of diversification that will be achieved in a Fund's investments, either by geographic region or asset type. A Fund may invest in a limited number of very large investments, and as a consequence, the aggregate returns realized by such Fund may be adversely affected by the performance of a small number of such assets.

*Tax Credit Transactions with Related Partners:* A conflict may arise where a Fund sells one or more properties into a bond/tax credit structure (each, a "Tax Credit Transaction"). In a typical Tax Credit Transaction, state housing authorities and other agencies issue tax exempt bonds and an allocation of federal Low-Income Housing Tax Credits ("LIHTC"), which pay for substantial improvements to the properties. At the closing of the bonds, the properties must be sold to a new entity. The general partner or managing member of the acquiring entity may be a person or entity related to the general partner and/or its affiliates. While any property sold into a Tax Credit Transaction will be appraised for fair market value at the date of sale, the general partner and/or its affiliates may enjoy future economic benefits from such properties in which investors of a particular Fund will not participate. This may give the general partner and/or its affiliates certain incentives to participate in Tax Credit Transactions that conflict with the interests of the investors of the Fund.

*Co-Investments:* The Funds co-invest with third parties through joint ventures or other structures. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a joint venture partner of a particular Fund may at any time have economic or business interest or goals which are inconsistent with those of the Fund, or may be in a position to take actions contrary to the Fund's investment objectives. In addition, such investments may involve risks not otherwise associated with other methods or investment in real estate. As a result, the Fund may be unable to fully realize its expected return on any such investment. In addition, in certain circumstances a Fund may be liable for actions of its joint venture partners.

*Joint Ventures with Third Parties:* Certain of the Funds make investments through partnerships, joint ventures or other entities with one or more third parties as a co-venturer or partner (such persons may also be referred to as a joint venture partner, developer, owner, borrower or operating

partner). Such investments may involve risks not present in investments where a third party is not involved, including the possibility that: (i) a Fund investing in the joint venture and such co-venturer or partner may engage in litigation and/or reach an impasse on a major decision that requires the approval of both parties; (ii) a co-venturer or partner of such Fund may at any time have economic or business interests or goals that are inconsistent with those of the Fund; (iii) the co-venturer or partner may encounter liquidity or insolvency issues or may become bankrupt or engage in criminal activity (directly or indirectly as a result of the actions of such party's employees); (iv) the co-venturer or partner may be in a position to take action contrary to such Fund's investment objective; (v) the co-venturer or partner may take actions that subject the property to liabilities in excess of, or other than, those contemplated; (vi) a Fund may be required to guarantee the obligations of a co-venturer or partner or (vi) in certain circumstances a Fund may be liable for actions of its co-venturers or partners. Any such co-venturer or partner may have conflicting interests as compared to the investing Fund. Moreover, the co-venturer or partner may be a joint venture partner or interest holder in another joint venture or other vehicle in which Ascendant or its affiliates have an interest or otherwise controls. The co-venturer or partner may also be entitled to receive payments or allocations of performance-based compensation (e.g., including, but not limited to, fees and profit sharing, promote, carried interest, profits interest or other incentive payments) from a Fund as well as with respect to investments, and in such circumstances, any such amounts will be treated as expenses borne by such Fund and will not be deemed paid to or received by Ascendant or reduce any management fees.

*Distressed Investments:* The Funds expect from time to time to purchase, directly or indirectly, investments that are experiencing significant financial or business distress, including, but not limited to, securities, companies or real estate assets involved in bankruptcy or other reorganization and liquidation proceedings. Although such purchases may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. In any reorganization or liquidation proceeding relating to a Fund's investment, such Fund may lose its entire investment or may be required to accept cash or securities with a value less than such Fund's original investment.

*Contingent Liabilities and Guaranties:* The Funds expect from time to time, directly or indirectly, to incur indebtedness on a joint and several or cross-collateralized basis with one or more persons (including, but not limited to, joint venture partners, borrowers, owners, developers, operating partners or such similar persons, as well as parallel funds, co-investment vehicles or other persons) or be required to provide certain guarantees or other indemnities (including, but not limited to, repayment guaranties, carry guaranties, debt service guarantees, completion guarantees, carve-out guarantees, environmental indemnities or other similar guaranties) to a lender in connection with an investment-level financing or in favor of the buyer upon disposal of an investment or to other persons from time to time. In connection with any such joint and several indebtedness, Ascendant generally expects that the Funds will have a right of contribution or reimbursement from or against such persons. In addition, the Funds expect from time to time to incur, directly or indirectly, contingent liabilities in connection with an investment. Any such contingent liabilities may be material and accordingly, have an adverse effect on the returns to the investors in the Funds. The Funds may also enter into agreements pursuant to which they agree to assume responsibility for default risk presented by a third party and/or grant a lender the priority right to distributions from investments in such default situation. These arrangements may result in the incurrence of

contingent liabilities for which Ascendant or the general partners will need to evaluate whether it is necessary to establish reserves or escrow accounts and such reserves or accounts (if any) may be insufficient to cover the liability. In certain circumstances, Ascendant or the general partners will be permitted to require the investors to return distributions made to them for the purpose of meeting their pro rata share of any of the Funds' obligations or liabilities, including, but not limited to, those arising from the operation, sale or disposition of any investment, subject to certain limitations.

*Lending Risks:* The Funds expect from time to time to make investments that include originating and/or investing in loans. In addition to the risk of a borrower's inability to meet principal and interest payments on the obligation (credit risk), real estate-related debt investments are subject to a variety of risks, including, but not limited to, the risks of illiquidity, lack of control, mismanagement or decline in value of collateral, contested foreclosures, claims for lender liability, violation of usury laws and the imposition of common law or statutory restrictions on the exercise of contractual remedies for defaults of such investments and price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). In certain circumstances, the Funds' investments that consist of loans will not be secured by a mortgage, but instead by partnership interests or other collateral that provide more uncertainty than a mortgage. Furthermore, the Funds expect from time to time to incur leverage on a joint and several basis with one or more other investment funds and entities managed by the general partners or any of its affiliates and, in such instances, expect to have a right of contribution, subrogation or reimbursement from or against such entities.

*Interest Rate Hedging Transactions:* In connection with floating rate debt on any of its investments, the Funds expect to enter into interest rate swaps, caps or other hedging transactions. While such transactions may reduce certain risks, such transactions themselves entail certain risks. For example, unanticipated changes in interest rates could result in a poorer overall performance for the Funds than if they had not entered into any interest rate hedge transactions. In addition, there may not be a limit on the exposure that the Funds may incur to any single counterparty under OTC derivatives instruments, exchange-listed securities options, repurchase agreements or other similar transactions and, as a result, if any such counterparty became unable to pay amounts due to the Funds on such instruments or transactions, the financial losses to the Funds would be greater than if such limits were imposed.

*Inflation:* Inflation and significant increases or decreases in the rate of inflation may have negative effects on the economies and financial markets in which the Funds invest. In periods of high inflation, consumers may adjust their purchasing behavior in a way which negatively impacts the Funds' investments. In addition, Fund investments may be unable to increase their revenues to offset rising expenses. Additionally, governments may take measures to control inflation which could have a negative impact on Fund investments.

*Financial Institution Risk; Distress Events.* An investment in the Fund is subject to the risk that one of the Fund's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "Distress Event").

Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Management Company, the Fund and/or investments made by the Fund may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation (“FDIC”), in the case of banks, or the Securities Investor Protection Corporation (“SIPC”), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the Management Company to manage the Fund and its investments, and on the ability of the Management Company, the Fund and/or Fund investments to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to include the Fund to pay fees and expenses in the event the Fund is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise), as well the inability of the Fund to acquire or dispose of investments at prices that the General Partner believes reflect the fair value of such investments and/or the inability of the Fund investments to fulfill obligations and/or maintain operations. Although the Management Company expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that the Management Company and/or the Fund maintain all or a set amount or percentage of their respective accounts or assets with custodians, which heightens the risks associated with a Distress Event with respect to such custodians. Although the Management Company seeks to do business with custodians that it believes are creditworthy and capable of fulfilling their respective obligations to the Fund, the Manager is under no obligation to use a minimum number of custodians with respect to the Fund, or to maintain account balances at or below the relevant insured amounts.

*Potential Involvement in Litigation:* In the ordinary course of business, the Funds and/or the investments by the Funds may be subject to litigation from time to time. In addition, the acquisition, ownership, financing and disposition of real estate and real estate-related investments (including, but not limited to, loans and debt securities) entail certain litigation risks. The outcome of any such proceedings may materially adversely affect the value of the Funds and/or the investments by the Funds and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the general partners’ and Ascendant’s time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

*Side-by-Side Investments:* Ascendant advises Funds that invest alongside other Funds in particular investments, for example, by investing (including by assignment or participation) in pieces of the same debt facility, and by coinvesting in a single real estate asset. Ascendant advises Funds to enter into such side-by-side investments when it is in the interest of all participating Funds; for example, in order to diversify exposure to a single asset, asset class, or geographic region, or because a Fund brings particular knowledge or expertise to bear that is expected to improve the performance of the investment. The terms and conditions under which side-by-side investments may be made are set forth in Funds' Governing Documents. Transaction-specific returns, and a Fund's overall return, may be materially affected if the Fund's investment in a particular asset is diluted by another Fund's side-by-side investment. Ascendant receives Management Fees and performance-based fees from all Fund's participating in side-by-side investments, which creates an incentive for Ascendant to offer more side-by-side investment opportunities than it otherwise would in the absence of such fees. Ascendant also has an incentive to offer side-by-side investment opportunities to Funds more likely to pay performance based fees, such as Fund's investing in a single asset (such as co-investment) rather than a pool of assets. Where two or more Funds invest side-by-side in a particular asset, Ascendant will likely be presented with decisions in which the interests of the Funds are in conflict, and Ascendant will likely have conflicting loyalties between its duties to such Funds. For example, conflicts arise with respect to the allocation of expenses, the granting of control rights or exercise of control rights, and the structuring and/or timing of the acquisition and/or disposition of the particular investment. In any such case, actions may be taken that benefit one Fund but are adverse to the interests of other Funds. There can be no assurance that the returns realized by one Fund will be equivalent to or better than the returns obtained by other Funds participating in the same investment.

*Properties that have Significant Vacancies:* A property may incur vacancies either by the continued default of tenants under the leases or the expiration of leases. If vacancies continue for a long period of time, the Fund may suffer reduced revenues resulting in less cash available to distribute to investors. In addition, because properties' market values depend principally upon the value of the properties' leases, the resale value of properties with high or prolonged vacancies or with tenants suffering economically could suffer, which could further reduce an investor's return.

*Lease Terminations and Resident Defaults:* The success of the Funds' residential investments will materially depend on the financial stability of its residents. A default by a significant number of residents on their lease payments would cause a Fund to lose the revenue associated with such leases and require the Fund to find an alternative source of revenue to meet mortgage payments and to prevent foreclosure if the property is subject to a mortgage. Such situations, given the current state of the economy, may be more common than in the recent past, and the general partner may fail to, or may not be able to, discover factors that would indicate a heightened level of uncertainty with respect to resident defaults when performing due diligence on prospective investments. Resident defaults thus increase the risk that the Funds, and hence the investors, could suffer a loss.

*Redevelopment and Attendant Costs and Risks:* Proceeds from the offering of securities in a Fund may be used to acquire investments relating thereto. Redevelopment projects are subject to more numerous risks, including the possibility of incurring development costs and deal expenses in

connection with investments that are not pursued to completion. Such investments are also subject to construction delays; cost overruns or force majeure that may increase project costs; commencement risks, such as the receipt of zoning, occupancy and other required governmental approvals and permits; environmental concerns of governmental entities and/or community groups; and the contractor's ability to build or redevelop in conformity with plans, specifications, budgeted costs and timetables.

*Unavailability of Mortgage Financing:* If mortgage debt is unavailable at what the general partner deems to be reasonable interest rates, the Funds may not be able to finance the purchase of investments. If a Fund places mortgage debt on investments, the Fund runs the risk of being unable to refinance such borrowings when they become due, or of being unable to refinance such loans on favorable terms. If interest rates are higher when a Fund refinances investments, the Fund's income and cash flows could be reduced. This, in turn, would reduce cash available for distributions to investors.

*Changes in Tax Law; Regulatory Risk:* The real estate industry and real estate investments are subject to comprehensive federal, state and local laws and regulations. Present, as well as future, statutes and regulations could cause additional expenditures, decreased revenues, restrictions and delays that could materially and adversely affect the real estate investments and the prospects of the Funds. This is particularly relevant with respect to tax and regulatory law, where amendments or modifications to applicable laws could alter an expected outcome or introduce greater uncertainty regarding the likely outcome of an investment. In order to comply with the relevant laws, rules and regulations, the Funds may be required to invest in a manner that may not be as advantageous as the manner of making investments that are not subject to such laws, rules and regulations.

*REIT Annual Distribution Requirements:* The Funds may invest in REITs, which are generally allowed to deduct dividends paid to shareholders in calculating its taxable income. In addition, in order to qualify as a REIT, a REIT subsidiary ("REIT Subsidiary") generally must distribute dividends (other than capital gain dividends) to its stockholders in an annual amount at least equal to (i) the sum of (A) 90% of its "REIT taxable income" (determined without regard to the dividends paid deduction and by excluding any net capital gain) and (B) 90% of the net income (after tax), if any, from foreclosure property, minus (ii) the sum of certain items of non-cash income. The Funds intend to cause any REIT Subsidiary to make actual distributions or cashless "consent dividends" as necessary to avoid material U.S. federal income tax and to comply with the REIT requirements. To the extent that a REIT Subsidiary does not distribute all of its net capital gain and REIT taxable income, it generally will be subject to tax on the undistributed amount at corporate capital gains and ordinary tax rates, respectively, and an additional 4% excise tax on certain undistributed amounts.

*Operational and Management Risk:* This risk is the prospect of loss resulting from inadequate or failed procedures, systems or policies and may include, among others, employee errors, systems failures, criminal activity, cyber-breaches or any event that disrupts business processes. Additionally, it is possible that the investment strategies and techniques used by Ascendant will not produce the intended results. Ascendant will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that a Fund's investment objective or

return expectations will be achieved.

*Cybersecurity Risks:* The Funds' investments will have ongoing cybersecurity risks to which all real estate investments are subject, particularly real estate investments in properties involved in historically vulnerable industries such as the hospitality, food services and retail industries. To the extent that an investment is subject to cyber-attack or other unauthorized access is gained to a related system, such investment may be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) customer or investment financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. In certain events, a failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. The use of internet or cloud-based programs, technologies and data storage applications tend to heighten these risks. Any of such circumstances could subject an investment, or the relevant Fund, to substantial losses, including losses relating to: misappropriation of assets, intellectual property or confidential information; corruption, deletion or destruction of data; physical damage and repairs to systems; reputational harm; financial losses from remedial actions; and/or disruption of operations. Third parties, including activist, criminal, nation-state or terrorist actors, may also attempt to use fraudulent means to induce such businesses or their personnel to disclose sensitive information (including passwords) in order to gain access to data, accounts, funds or other assets, or otherwise to inflict harm. In addition, in the event that such a cyber-attack or other unauthorized access is directed at Ascendant or one of its service providers holding its financial or investor data, Ascendant, its affiliates or the Funds may also be at risk of loss, despite efforts to prevent and mitigate such risks under Ascendant's policies and practices. Losses could also occur with respect to investor data.

*Environmental Risks and Potential Liabilities:* The Funds may be exposed to litigation arising from pollutants or other hazardous materials causing environmental contamination to the property, whether or not known at time of purchase, or causing health or occupational safety matters. Under various jurisdictions, the laws, rules and regulations provide that an owner of real property can be liable for the costs of removal or remediation of certain pollutants or other hazardous materials from the property and could also be assessed fines and other penalties. The cost to perform any remediation, and the cost to defend against any related health, safety or environmental claims, could be quite costly to the Fund and could also affect the market value of the property, the Fund's ability to develop, use or sell the real estate or to borrow funds using such asset as collateral. The Fund could also suffer losses if reserves or insurance proceeds prove inadequate to cover any such matters.

There may be other liabilities associated with environmental risks. Personal injury may occur to persons removing such materials, as well as contamination and damage to other nearby properties, which could give rise to liability to third parties. In addition, some environmental laws create a lien on a contaminated asset in favor of governments or government agencies for costs they may incur in connection with the contamination.

*Public Health Emergencies:* Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have and are resulting in market disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are



impossible to predict, all of which may result in significant loss to the Funds.

In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel, prohibiting public activity, and ordering the closure of large numbers of businesses and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses. Restrictive measures also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, increases in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of any such health emergency – and any resulting decline in economic and commercial activity – on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to the Funds. The extent of the impact on the Funds' and their real estate investments and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Funds intend to pursue, all of which could adversely affect the Funds' ability to fulfill their investment objectives. They may also impair the ability of investments to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Funds, their real estate investments, the General Partners and the Advisers may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies, or any measures, restrictions, remote-working requirements and other factors related thereto, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

*Business Continuity and Disaster Recovery:* Ascendant's business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster (e.g., tornadoes, floods, hurricanes and earthquakes), terrorist attacks or other circumstances resulting in property damage, network interruption and/or prolonged power outages. Although Ascendant has implemented various measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. If such business operations are disrupted or suspended for extended periods of time, the Funds may be adversely affected.

## **Item 9: Disciplinary Information**

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Ascendant, its employees and its affiliates have no disciplinary or legal events to disclose that are material to an investor's or prospective investor's evaluation of Ascendant's advisory business or integrity of management.

## **Item 10: Other Financial Activities and Affiliations**

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Neither Ascendant nor any of its management persons is registered as a broker-dealer or as a registered representative of a broker-dealer. In addition, Ascendant and its management persons are not affiliated with any broker-dealer, bank or other financial services firm.

Neither Ascendant nor any of its management persons is registered as a futures commission merchant, commodity pool operator or commodity trading advisor.

Ascendant and its related persons are, directly or indirectly, the general partner, investment adviser, and/or managing members/general partners of the general partner of each of the Ascendant Funds. In addition, Ascendant related persons invest as limited partners in the Ascendant Funds. Ascendant and its related persons may spend substantially all of their business time on one or more of the Funds as required by the Fund's governing document. Investors should refer to the governing documents of each Fund for more detailed information on the requisite time commitments of Ascendant and its related persons.

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

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Ascendant recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of investors come first; and (iii) it has a fiduciary duty to its investors to act in or not opposed to the best interests of the Funds. All Ascendant personnel are required to act in accordance with the implied contractual covenants of good faith and fair dealings in respect of their dealings with investors. All Ascendant personnel must also comply with all federal securities laws.

Ascendant's Code of Ethics (the "Code") governs a number of potential conflicts of interest that may arise from Ascendant providing advisory services to investors in the Funds it manages. This Code is designed to ensure that Ascendant meets its fiduciary obligation to Ascendant investors and to instill a culture of compliance within Ascendant. An additional benefit of the Code is to detect and prevent violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter, and it is available on Ascendant's internal electronic storage system. Ascendant also supplements the Code with ongoing monitoring of employee activity.

The Code includes the following:

- Requirements related to confidentiality;
- Limitations on, and reporting of, gifts and entertainment;
- Pre-clearance and reporting of political contributions;
- Pre-clearance and reporting of employee personal securities transactions; and
- Pre-clearance and reporting of outside business activities.

On an annual basis, Ascendant requires employees to certify that they are in compliance with the Code.

As disclosed in Item 8.A(1) of the Part 1A of this Form ADV, Ascendant does not participate in principal transactions. As disclosed in Item 8.A(2) of the Part 1A of this Form ADV, neither Ascendant nor any of its related persons buy or sell securities that Ascendant recommends to its Funds.

As disclosed in Item 8.A(3) of the Part 1A of this Form ADV, Ascendant may recommend securities to the Funds in which Ascendant or its related persons have some other proprietary ownership interest other than those mentioned above. For the avoidance of doubt, the Firm offers co-investment opportunities pursuant to the limitations outlined in each Fund's offering documents.

Additionally, from time to time, a Fund may make an investment with the intention of syndicating this investment, meaning one Fund may sell a portion of the investment to another Fund or another investor or entity, provided that the sale is consistent with the relevant Funds' governing documents and Ascendant's fiduciary obligations to the Fund.

Ascendant will provide a copy of its Code to any Fund or prospective Fund upon request.

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**Item 12: Brokerage Practices**

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Ascendant generally selects brokers used to effectuate real estate transactions. In selecting brokers, Ascendant considers a broker's execution capabilities, reputation and access to real estate transaction markets. While Ascendant considers fees, Ascendant does not necessarily select the broker that offers the lowest commission.

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**Item 13: Review of Accounts**

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Ascendant generally manages discretionary Funds. Investment decisions are overseen by an Investment Committee comprised of senior management. The Investment Committee meets as necessary to evaluate and approve prospective investment opportunities for the Funds. The Investment Committee also meets to evaluate and approve certain material investment decisions for investments owned by the Funds including financings, dispositions and material business plan changes.

Ascendant generally provides written quarterly reports to investors. Investors also receive annual, independently-audited financial statements for the Fund in which they are invested.

Investors are requested to refer to the governing documents of each Fund for further information as to reporting by Ascendant.

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

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Ascendant or its related persons may receive fees from portfolio investments in which one or more of the Funds may invest or propose to invest. The potential for Ascendant and its related persons to receive such economic benefits creates a conflict of interest as Ascendant and its related persons may have an economic incentive to invest in portfolio investments that provide such benefits.

Neither Ascendant nor any related person directly or indirectly compensate any person who is not a supervised person for Fund referrals. For the avoidance of doubt, Ascendant and related persons of Ascendant may compensate unaffiliated placement agents and/or third-parties, for introducing investors to a Fund. Any associated compensation will be payable by Ascendant. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third-party.

The receipt of compensation by a placement agent creates a potential conflict of interest and may affect the judgment of placement agents when making referrals to Ascendant and the Funds.

Ascendant endeavors at all times to put the interests of the Funds first as part of Ascendant's fiduciary duty.

#### **Item 15: Custody**

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Ascendant has custody over the assets of its Funds. To the extent Ascendant Funds do not meet the exemption for certain privately offered securities, Ascendant will maintain the assets of each Fund with the qualified custodian. With the exception of certain of the Funds, the Funds are audited by an independent accounting firm no less than annually and the financial statements of such Funds are prepared according to U.S. generally accepted accounting principles ("GAAP"). To the extent Ascendant Funds do not comply with the "audit provision," Ascendant will satisfy the requirements of the Custody Rule by having such qualified custodian distribute quarterly (or more frequent) account statements to investors and engaging an independent public accountant to conduct an annual surprise examination. In the event that a qualified custodian sends quarterly (or more frequent) account statements to an investor, the investor should review those statements and compare them to any statements the investor has received from Ascendant.

#### **Item 16: Investment Discretion**

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Ascendant Funds are typically discretionary, meaning Ascendant has control of the Fund and has

all rights and powers necessary to carry out the vehicle's investment, management, and disposition activities. This authority is assumed through a power of attorney or other provision within the governing documents or management agreement. The governing documents or management agreement also set forth any restrictions on this authority.

#### **Item 17: Voting Client Securities**

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Ascendant's Funds generally do not hold voting securities; investment decisions are overseen by an Investment Committee of senior management members. In the event that Funds hold voting securities, Ascendant would implement policies and procedures in the best interest of Funds and in a manner that addresses any potential conflicts of interest. Such policies and procedures would be made available to investors upon request by contacting Ascendant's Chief Compliance Officer.

#### **Item 18: Financial Information**

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Ascendant does not require or solicit prepayment of fees per Fund six months or more in advance.

Ascendant is not aware of any financial conditions that would be reasonably likely to impair Ascendant's ability to meet its contractual commitments to the Funds.

Ascendant has not been the subject of a bankruptcy petition.