

Form ADV Part 2A: Firm Brochure

Lynx Capital, LLC

Item 1 - Cover Page

3300 Northeast Expressway
Building 6
Atlanta, GA 30341
[(303) 595-7668]

www.lynxcapitalfunds.com

March 26 2024

This brochure (the “**Brochure**”) provides information about the qualifications and business practices of Lynx Capital, LLC (the “**Adviser**” or “**Lynx**”). If you have any questions about the contents of this brochure, please contact us at (770) 448-7047. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Lynx is a registered investment adviser. Registration of an investment adviser does not imply that Lynx or any of its employees possess a particular any level of skill or training.

Additional information about Lynx is available on the SEC’s website at www.advisorinfo.sec.gov.

Item 2 - Material Changes

This Item discusses only specific material changes that are made to this Brochure and provides a summary of such changes. Since the last annual update of the Brochure, dated March 31, 2023:

- regulatory assets under management described in Item 4 has been updated as of December 31, 2023, which is also reported in ADV Part 1A.

Item 3 - Table of Contents

Item 1 - Cover Page	1
Item 2 - Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 - Advisory Business.....	4
Item 5 - Fees and Compensation.....	5
Item 6 - Performance Based Fees and Side-By-Side Management	8
Item 7 - Types of Clients	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	10
Item 9 - Disciplinary Information	25
Item 10 - Other Financial Industry Activities and Affiliations	26
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	27
Item 12 - Brokerage Practices	29
Item 13 - Review of Accounts	30
Item 14 - Client Referrals and Other Compensation.....	31
Item 15 - Custody.....	32
Item 16 - Investment Discretion.....	33
Item 17 - Voting Client Securities	34
Item 18 - Financial Information	35

Item 4 - Advisory Business

Lynx was formed in 2019 as a Delaware limited liability company and has its principal place of business in Atlanta, Georgia. Daniel Hathaway and Andrew Rosenberg are members of Lynx (the “**Principals**”). Lynx acts as the investment adviser to private real estate investment funds (collectively, the “**Funds**”). The Funds are privately offered real estate investment vehicles that are structured as Delaware limited partnerships, each managed by a general partner which is an affiliate of the Adviser. The Funds may be referred to as Clients (each a “**Client**”) throughout this document.

Lynx pursues its investment strategy through managing its Clients. Lynx has discretion with respect to investment decisions made for the Clients. The Adviser provides investment advisory services to the Fund in accordance with the investment objectives, strategies, guidelines, restrictions and limitations contained in the applicable offering, governing and/or account documents, and the information in this Brochure is qualified in its entirety by the information set forth in such documents.

There can be no assurances that Lynx’s investment objectives will be satisfied. An investment in the Fund is subject to various risks, including risks relating to the newly-formed nature of the Fund, the Fund’s investment strategy and techniques and the illiquid nature of the Interests. Investors should carefully consider the risks relating to this investment, including those discussed herein and in the Offering Documents (as defined below).

While each of its Clients follow the general strategy mentioned above, the Adviser may tailor the specific advisory services with respect to the individual needs of such Clients pursuant to the agreed upon terms described in the applicable confidential offering memorandum and governing documents, including but not limited to an investment management agreement (referred to collectively as “**Offering Documents**”). Each advisory agreement was separately negotiated and designed to suit the needs of the respective Client and its respective investment guidelines.

The Adviser does not participate in wrap fee programs.

As of December 31, 2023, the Adviser managed approximately \$185,579,592 in regulatory assets under management on a discretionary basis. Lynx does not manage any advisory client assets on a non-discretionary basis.

Item 5 - Fees and Compensation

The below describes how the Adviser is generally compensated in connection with providing advisory services to its Clients. However, the Adviser may enter into different fee arrangements on a Client by Client basis. A potential investor in the Fund or any potential Client should review any and all Offering Documents in their entirety before making any investment decisions.

Management Fees. For its services to the Funds, the Adviser may receive a management fee at an annual rate of 1.50% of capital commitments through the 3 year Investment Period (as defined in PPM) and on unreturned capital balance thereafter. The fee is billed and may be paid by the Funds' investors quarterly in advance. The Adviser may elect to waive any portion of the management fee and may also deduct the fee from distributable cash due to investors.

Performance Fees. Funds may be charged a performance fee based on net profit (referred herein as the "Promote"). In the case of the Funds, the Adviser of the Funds is entitled to receive an allocation of net profits subject to limited partners receiving all capital contributions, a stated preferred return and otherwise in accordance with other provisions of the applicable Funds' limited partnership agreements ("Partnership Agreements"). The Promote percentage is generally no more than 20% with respect to the capital contribution account of each investor in a Fund.

Other Fees and Expenses. The Funds, and therefore their investors, are also generally responsible for all fund level expenses. Expenses incurred are billed to the Fund that generated the expense. In instances where expenses are incurred related to Adviser's management of multiple funds (i.e. insurance, third party compliance, etc), the expenses are allocated pro rata to each fund based on AUM. Expenses billed will include but not be limited to:

- (i) all reasonable fees and expenses of legal, accounting, investment banking, consulting, research and other professional service providers relating to the Adviser's activities, investments or business and filing and similar fees paid by the Adviser on behalf of the Fund, including such out-of-pocket expenses with respect to transactions that are not consummated, to the extent that such expenses are not reimbursed by entities in which the Fund invests or proposes to invest;
- (ii) all custody, transfer and similar expenses incurred by the Adviser or the Fund;
- (iii) all interest on funds borrowed by the Fund, if any subject to the terms stated in each respective limited liability company agreement;
- (iv) all taxes, if any, payable by the Adviser on behalf of the Fund;
- (v) all travel in furtherance of the Adviser's Fund management obligations (including without limitation travel to report to members), fund administration costs, government fees, audit costs, printing, legal, accounting, structuring, advisory and other fees, costs and expenses incurred in connection with investments or potential investments,

whether or not consummated, including without limitation those related to contemplated parallel investment vehicles and their contemplated investors;

- (vi) all third party expenses of operating the Funds, including taxes; fees and expenses for attorneys, accountants, tax advisors, administrators, consultants, custodians, brokers, banks, senior advisors, operating partners and other third-party professionals; expenses relating to compliance-related matters and regulatory filings relating to the Funds activities (excluding regulatory expenses of the Adviser related to registering and maintaining its registration under the Advisers Act and compliance expenses of the Adviser thereunder, other than those incurred in connection with regulatory filings relating to the Funds activities); expenses associated with auditing and reporting; expenses of other service providers; insurance; interest, and other expenses incurred in respect of Fund borrowings and other credit support obligations; and other expenses associated with the acquisition, settling, holding, monitoring, and disposition of investments (including any brokerage, custody or hedging costs);
- (vii) the costs and expenses of any extraordinary expenses, such as litigation and indemnification costs and expenses, judgments and settlements involving a Fund or an asset entity and the amount of any judgments or settlements paid in connection therewith;
- (viii) to the extent not reimbursed by an asset entity, all third-party expenses incurred in connection with an investment; and
- (ix) to the extent not reimbursed by a prospective asset entity, all third party expenses, including any liquidated damages, reverse termination fees or other similar payments, incurred in connection with a proposed investment that is not ultimately made or a proposed disposition that is not ultimately consummated (including the portion of any such expenses attributed to any parallel investment vehicle or proposed co-investment vehicle, to the extent not paid by such parallel investment vehicle or proposed co-investment vehicle).

The Funds will not bear any general overhead expenses of the Adviser with respect to the Adviser providing its services to the Funds, including office rental and salary expenses.

For the Funds, all organizational and operating expenses are initially paid by the Adviser and these Funds pay the Adviser a one-time fee (the "Formation Fee") which the Adviser uses as reimbursement of organizational and offering expenses incurred on behalf of these Funds in connection with the offering of these Funds' interests, including but not limited to legal, accounting, filing, capital raising and other similar fees and expenses incurred in connection with the offering. The Adviser will pay any organizational and startup expenses it incurs, whether on behalf of itself or these Funds, for all organizational and offering expenses incurred in connection with the offering of the Fund interest, including but not limited to legal, accounting, filing, capital raising and placement agent fees and other similar fees and expenses incurred in connection with the offering.

The Adviser will be entitled to receive fees attributable to the acquisition and disposition of Fund investments. These fees are paid by the Project Owner (as defined below) and will be treated as described in the applicable Fund's Offering Documents.

Affiliates of the Adviser—Provence Real Estate, Hathaway Development, and Hathaway Construction Services, Inc.—are services companies that may provide property management, project management, or development management, respectively, for properties in which the Funds directly or indirectly invest. While the Adviser predominately uses these affiliated service companies, the Adviser may engage third party service companies where necessary or where it would be in the best interest of Funds' limited partners. Any fees will be charged at market rates or, in the case of Provence Real Estate, Hathaway Development, and Hathaway Construction Services, Inc, as specifically outlined in the Funds' Offering Documents and will not offset the Adviser's management fees paid by the Funds. The Funds' Offering Documents also outline Guaranty Fees that may incurred by the applicable project owner, of which the respective Fund is a partner, to one or more principals or affiliates of Hathaway Development in consideration for such person(s) providing certain guarantees and indemnities in favor of the lender(s) for the applicable investment. In addition, affiliates of the Adviser may also accept certain fees, rebates, payments or reimbursements received from third parties relating to investments made on behalf of the Funds. These arrangements create conflicts of interest as, to the extent the Adviser has the ability to select service providers, it will be incentivized to choose its affiliates to provide these services rather than an unrelated third party, and we and our affiliates have an interest in obtaining fees and other amounts for such services that are favorable to us. We have policies and procedures in place to address these conflicts. Please see Item 11 below for information on how we address these conflicts.

Other than described above, neither the Adviser nor any of its supervised persons receives any compensation from the sale of securities or other investment products. For a more complete discussion of the Adviser's fees and compensation, investors should refer to the Funds' Offering documents.

Each Fund's governing fund documents include further details on fees, compensation and related matters.

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

As described in Item 5 above, the Funds pay carried interest on the cash proceeds available for distribution to Fund investors to Lynx-affiliated entities, in which Principals and certain employees of Lynx are indirect members.

These entities are organized primarily to allow the Principals and certain employees of Lynx to participate in the capital investments in the Funds and to receive the carried interest. The carried interest is calculated as a percentage of the investment proceeds otherwise allocable to the limited partners of the Funds, after each limited partner has received distributions equal to the capital contributed to the applicable Fund and preferred return on such amounts, as disclosed in the Partnership Agreement of each Fund.

This compensation structure may create an incentive for the Adviser to recommend investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation arrangement to the Lynx-affiliated entity. However, the Adviser manages each Fund in accordance with the investment strategy disclosed in the Fund's Governing Fund Documents and the Adviser has fiduciary obligations to the Funds.

Item 7 - Types of Clients

The Adviser provides investment advisory services to the Funds, the private real estate investment funds that principally invest in real estate projects. Investors in the Funds are “accredited investors” as defined under Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), and “qualified clients” as that term is defined in Rule 205-3(d) promulgated under the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”).

The minimum capital commitment for each Fund is set forth in the respective Fund’s Governing Fund Documents, which further note that Adviser may accept capital commitments below the minimum stated at its sole discretion.

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

Investment Strategy:

The investment strategy of the Adviser is to invest in ground-up multifamily developments across the United States but mainly in the Southeastern United States, with a focus on “low basis” developments primarily in suburban secondary and tertiary markets. In addition, the Adviser will also target existing stabilized multifamily assets, consisting of Class A and Class B products, which will generally have immediate cash flow and require minimal capital investment.

The Adviser seeks (but is not required to) invest in ground-up multifamily development projects and acquisitions of stabilized multifamily properties. It will invest primarily in preferred equity positions and LP equity positions, although it may invest in certain other types of equity investments. The Fund will primarily invest in multifamily projects (each, a “Project”) developed by affiliates of the Advisor including Hathaway Development but may also invest in projects developed by unaffiliated third-parties. Each investment will generally be structured as a joint venture in the form of a limited partnership or limited liability company (each such entity, a “Project Owner”). The Company’s equity position will typically be subordinate to any mortgage or loan and (if structured as preferred equity) senior to common equity.

Conflict of Interest Risks:

The General Partner, the Adviser and their Affiliates will Conduct Certain Business Activities Outside of the Funds and May Engage in Business Activities Competitive to the Funds. The General Partner, the Adviser and each of the Principals may and likely will engage, directly or indirectly, in other businesses and possess interests in other business venture or ventures, including businesses and ventures involved in the acquisition, development, ownership, management, leasing or sale of multifamily real estate projects. Pursuant to the Partnership Agreement, the General Partner, the Adviser, the Principals and/or their respective affiliates may engage in activities that are competitive with the business of the Funds. Neither the Funds nor any Limited Partner will have any right by virtue of the Partnership Agreement or the partnership relationship to participate in, or receive any income from, any other ventures or activities in which the General Partner, the Adviser, the Principals or their affiliates participate. For the avoidance of doubt, Hathaway Development and its affiliates, including, but not limited to, the principals, may invest or participate in the acquisition, development, management, ownership, operation and sale of projects that are competitive with or similar to the projects that are invested in or targeted by the Funds, and neither the Funds nor any of the Limited Partners may have a right to participate in any such project.

The officers and employees of the General Partner, the Adviser or their affiliates will devote the time that the General Partner or the Adviser, in each case, in its sole discretion, deems necessary to carry out the operations of the Funds effectively. Officers and employees of the General Partner,

the Adviser, the principals, or their affiliates may also work on projects for their affiliates and conflicts of interest may arise in allocating management time, services or functions among those affiliates.

The Principals May Face Conflicts of Interest Related to the Positions They Hold with Affiliated Entities. The principals are not prohibited from engaging, directly or indirectly, in any other project, company, or businesses. Because the Principals may devote significant time to other projects, companies, and businesses, including Hathaway Development, conflicts may arise in the allocation of the time and resources of such persons. In addition, the principals may owe contractual and fiduciary obligations to those other projects, companies and businesses, which obligations may compete with the obligations the principals owe to the Funds. Their loyalties to these other entities could result in actions or inactions that are detrimental to the Funds' business, which could harm the implementation of the Funds' business objectives. Any competitive activities undertaken by the General Partner, the Adviser or the Principals could have a material adverse effect on the investment returns to the Limited Partners.

The General Partner May Face Conflicts of Interest relating to Selecting Fund Investments. Many investment opportunities that are suitable for the Funds may also be suitable for the General Partner, the Adviser or their affiliates, including Hathaway Development and other investments or projects sponsored by the Hathaway Companies. The principals may manage and advise other businesses, investment vehicles, accounts, and clients that may have objectives similar, in whole or in part, to the Fund's investment objectives. As a result, conflicts of interest may arise with respect to the allocation of investment opportunities between the Fund and such other businesses, investment vehicles, accounts, and clients. The General Partner and the Adviser may have conflicts of interest in allocating potential development opportunities, acquisition expenses, management time, services, and other functions between various existing enterprises or future enterprises with which they may be or become involved. The Funds cannot be sure that officers and key personnel acting on behalf of the General Partner or the Adviser and on behalf of these other programs will act in the Funds' best interests when deciding whether to allocate any particular development opportunity to the Funds. Such conflicts that are not resolved in the Funds' favor could result in a reduced level of distributions that the Funds may be able to pay to Investors and, consequently, a reduction in the value of the Interests.

Fees Charged to a Project Owner and Paid to the General Partner, Hathaway Development and/or their respective Affiliates as well as the General Terms of Fund Investments in Projects affiliated with Hathaway Development will not be the Result of Arms' Length Negotiation and May Be Disadvantageous to the Funds. Fund Investments will primarily be made in Projects affiliated with Hathaway Development. The business interests of Hathaway Development and its affiliates may be adverse to or not aligned with the Fund's interests. These transactions will not be the subject of arm's-length negotiations, which could mean that the terms and fees for these investments may, in certain circumstances, be less favorable to the Funds or Project Owner than those negotiated with unaffiliated third-party Project Developers. Further, fee payments from the Project Owner to the General Partner, Hathaway Development and/or their affiliates may create incentives for those entities to take actions that are adverse to the Project Owner's and the Funds' interests, including actions which may increase the amount of fees received by such entities or otherwise be materially disadvantageous to the Funds. Additionally, the General Partner may

encounter conflicts of interest in enforcing the Funds' rights against any Hathaway Development affiliate in the event of a default by or disagreement with an affiliate or in invoking powers, rights, or options pursuant to any agreement between the Funds and Hathaway Development and/or its affiliates.

The Funds may face Conflicts of Interest related to the Diverse Investor Base. The Investors may have conflicting investment, tax, and other interests with respect to their investments in the Funds. As a result, conflicts of interest may arise in connection with the decisions made by the General Partner or the Adviser, including with respect to the nature or structuring of developments or investments that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring developments and investments appropriate for the Funds, the General Partner and the Adviser will consider the investment and tax objectives of the Fund and its investors as a whole, not the investment, tax, or other objectives of any Investor individually.

No Assurance that Conflicts will be Resolved in Favor of Limited Partners. Even if the existence of conflicts of interest are raised for consideration, the General Partner may, in its discretion, decline or fail to resolve such conflicts in favor of the Limited Partners. Furthermore, the General Partner, on behalf of the Funds, may enter into agreements or transactions with affiliates of the General Partner, and the General Partner, in its discretion, may decline to resolve any conflict to the detriment of its interest or the interests of its affiliates, and may decline to enforce the rights of the Funds against the obligations of the General Partner and/or its affiliates or others. The General Partner may also have an incentive, in certain circumstances, to take actions that may not be in the best interests of the Funds.

The Fees to be Received by the Adviser Are Not the Result of Arms' Length Negotiations. The Funds will pay to the Adviser a management fee equal to 1.5% of Commitments during the Investment Period and 1.5% of unreturned capital after the Investment Period. The fee will be paid beginning as of the date of the Initial Closing and will continue until the Funds have made all the distributions to be made by the Fund after the Fund's assets are liquidated. The management fee is payable regardless of the Fund's cash flow. These fees may be disproportionate to the services provided in return for such fees. Furthermore, these fees are not the result of arms' length negotiations and bargaining.

Real Estate Investment Risks:

Risks related to the COVID-19 Pandemic's Impact on Multifamily Housing. The national and global impacts of the COVID-19 pandemic (including the impact of new strains of the original virus) continue to evolve. Regulatory measures have at times included varying requirements for social distancing, limitations on landlords' rights with respect to delinquent tenants, and restrictions on travel, congregation and business operations. Business and consumer preferences for work and living arrangements during the pandemic continue to evolve as well. The long-term impact of COVID-19 on the economy remains uncertain. The COVID-19 pandemic continues to present material uncertainty. In addition, if in the future there is an outbreak of another highly infectious or contagious disease, the Fund may be subject to similar risks as the risks posed by COVID-19.

Operating impacts from the COVID-19 pandemic include the following:

- Numerous state, local, and federal entities imposed restrictions, for varying times and to varying degrees, on the ability to enforce residents' contractual lease obligations, and such restrictions could affect a Project Owner's ability to enforce all its remedies (such as pursuing collections and seeking evictions) for the failure to pay rent.
- Consumers whose income has declined, who are working remotely or who cannot freely access neighborhood amenities like restaurants, gyms and entertainment venues, may decide to live in a location other than the Fund's markets. Consumers who would otherwise rent a multifamily apartment may opt instead to rent a single family home or purchase a home. Demand from students and demand for corporate apartment homes may continue to be negatively impacted by trends in remote learning and work, and the adoption of new online technologies.
- State, local and federal rules may require Project Owners to waive late fees and certain other customary fees associated with their apartment rental business. These requirements or practices may result in foregone revenue.
- The Projects may also incur significant costs or losses related to shelter-in-place or stay-at-home orders, quarantines, infection, clean-up costs or other related factors.
- Social distancing and other measures may cause Project Owners to revise the manner in which they meet with prospective residents and serve current residents. For example, prospective residents visiting apartments may do so virtually or on a self-tour rather than being accompanied by a leasing consultant. In addition, in many communities, access to various common areas may be limited. These factors may affect resident satisfaction and leasing velocity. There are growing concerns related to the general economy about (i) supply chain constraints caused by business challenges resulting from the pandemic and (ii) inflation caused by both supply chain constraints and governmental fiscal and monetary policies. Supply chain constraints could cause delays in construction and redevelopment activity, and inflation could cause a Project Owner's construction and operating costs to increase. In the event that rents and rental revenue do not increase sufficiently to offset increases in construction and operating costs, the applicable Project Owner's operating results would be negatively impacted.

The Fund may be adversely impacted by the consequences of force majeure events, including pandemics, social unrest and related governmental actions. The Fund, the Project Owners and their related Projects may be adversely impacted by natural disasters, fires, power shortages, riots, social unrest, public health issues, epidemics, pandemics, governmental actions, governmental orders, and other events beyond the control of the Fund or the applicable Project Owners and the control of the third parties on which the Fund or the applicable Project Owner depends.

Risks Inherent in Real Estate Investments Generally. Real estate investing is subject to numerous risks generally related to the ownership of real property. These risks include the national, regional and local economic climate; local real estate conditions; management capability; changes in governmental regulations, zoning laws or tax laws; increases in operating costs, potential environmental and other legal liabilities; enactment of new legislation; and interest rate changes.

Risks in Identifying Project Developers. Real estate investing is subject to numerous risks generally related to the ownership of real property. These risks include the national, regional and local economic climate; local real estate conditions; management capability; changes in governmental regulations, zoning laws or tax laws; increases in operating costs, potential environmental and other legal liabilities; enactment of new legislation; and interest rate changes.

Risks Related to Joint Ventures. Joint venture investments involve risks, including the possibility that the applicable Project Developer might become insolvent or otherwise refuse to make capital contributions when due; that the Fund may be responsible to the applicable Project Developer for indemnifiable losses; that Fund Investments may lose all or some of their value; that the applicable Project Developer might have business goals that are inconsistent with the Fund's goals, which may result in the venture or investment being unable to implement certain decisions that the Fund considers beneficial; that the applicable Project Developer may be in a position to take action or withhold consent contrary to the Fund's instructions or requests. Frequently, the Fund and Project Developer may each have the right to trigger a buy-sell or similar arrangement that could cause the Fund to sell its interest, acquire the applicable Project Developer's interest or force a sale of the asset, at a time when the Fund otherwise would not have initiated such a transaction and on terms that are not most advantageous to the Fund.

Lack of Diversification. Diversification of the Funds' investments will depend largely upon market opportunities and the amount of capital raised by the Funds, and there is no assurance that targeted diversification can be achieved or that it will be successful to reduce investment risk. The fewer investments made by the Funds, the greater their reliance will be on the success of each investment, and the greater the negative impact on the Funds if any one investment or group of related investments is not successful. The Funds are under no obligation to diversify their portfolio of investments based on amount of capital placed in a geographic location or otherwise. In addition, the Funds do not intend to invest in multiple asset classes, but instead plans to invest in multifamily developments. Consequently, lack of diversification could cause adverse results of operations for the Funds.

Construction Risks. To the extent the Project Owners undertake development, construction, rehabilitation or renovation activities, the Fund will encounter construction risks. The economic success of the Projects will be directly dependent upon the ability of the Project Owners to timely complete construction in order to rent or sell the asset or assets being developed, constructed, rehabilitated or renovated. Any unanticipated delays or inability to complete construction, would adversely affect the liquidity of the Projects and prospective counterparties, which, in turn would adversely affect our investments in the Project Owners. For these reasons, there is no guarantee that any Fund Investment will generate the cash flows that the Funds anticipate.

The Funds May Be Unable to Liquidate Its Assets to Satisfy Outstanding Payment Obligations. The Funds may experience a shortage of capital to pay ordinary fund expenses, debt service payments, if applicable, or other obligations of the Fund. As a result, the Funds may be forced to sell all or a portion of its Fund Investments. If the Funds are forced to market their assets as result of their inability to meet its payment obligations, then the Funds may not be able to liquidate their assets and monetize their assets in any manner due to the illiquidity of real estate investments which may adversely impact the Funds, their performance and their solvency.

There is Substantial Competition for the Types of Investments on which the Funds are Focused. The multifamily real estate industry is highly competitive. Some of the firms with which the Funds compete, or will compete, for investment opportunities may have, or will have, a cost of capital that is lower than that of the Funds, and therefore may be able to pay more for investment opportunities than would be prudent for the Funds. There can be no assurance that the Funds will be able to compete successfully with current or future competitors, or that such competition will not adversely affect the price or terms on which the Funds complete Fund Investments.

Economic and Regulatory Changes that Negatively Impact the Real Estate Market May Result in a Decrease in the Value of the Fund Investments and/or Operating Losses to the Funds. The investment returns available from equity investments in multifamily real estate depend on the amount of income earned and capital appreciation generated by a Project, as well as the expenses incurred in connection with the applicable Project. If a Project does not generate income sufficient to meet expenses, including debt service and capital expenditures, then the Project Owners' ability to pay distributions to the Funds pursuant to the terms of the applicable Fund Investment could be adversely affected. In addition, there are significant expenditures associated with investments in multifamily real estate (such as real estate taxes and maintenance costs) that generally do not decline when circumstances reduce the income produced by the properties. The following factors, among others, may adversely affect the operating performance and long-term or short-term value of a Project:

- changes in the national, regional and local economic climate, particularly in the local sub-markets where the Project is located;
- local market conditions such as changes in the supply of, or demand for, properties similar to the assets acquired by the Project Owners;
- the attractiveness of the Project to potential tenants, competition from other properties, and residents' perceptions of the safety of the properties and the neighborhoods where they are acquired;
- changes in interest rates and availability and terms of debt financing;
- the financial stability of tenants of the Project, including bankruptcies, financial difficulties, lease defaults by tenants and tenant turnover;
- changes in operating costs and expenses, including costs for maintenance, insurance and real estate taxes and the Project's ability to control rents in light of such changes;
- the need to periodically fund the costs to repair, renovate and re-let the assets owned by the Projects;
- earthquakes, tornadoes, hurricanes and other natural disasters, civil unrest, terrorist acts or acts of war, which may result in uninsured or underinsured losses; and
- changes in, or increased costs of compliance with, governmental regulations, including those governing usage, housing, zoning, the environment and taxes and the Project's potential liability thereunder.

Any of the above factors, among others, may prevent a Project Owner from realizing expected growth or maintaining the value of the applicable Project, and in turn, adversely affect our investments in the Project Owner.

Geographic Concentration of the Funds' Investments Subjects the Funds to Risks Particular to Each Market. The Funds will invest in Projects across the United States but primarily in the Southeastern United States. Accordingly, the Funds may be subject to risks specific to each Fund Investment's particular region economy, real estate market and laws and regulations, demographics and other factors, which may decrease the creditworthiness of tenants and decrease the performance and marketability of the Projects, and in turn adversely affect the Fund Investments.

Real Estate Investments are Not as Liquid as Other Types of Assets, Which May Diminish Returns. Real estate investments are not as liquid as other types of investments. As a result, the ability of the Project Owners to sell under-performing assets or respond to changes in economic and other conditions may be relatively limited. The Project Owners may be unable to consummate dispositions in a timely manner, on attractive terms, or at all. This inability to reallocate our capital promptly could adversely affect the Fund Investments, and hence, the Fund's financial condition and ability to make distributions to the Limited Partners.

The Funds May Use Leverage to Potentially Enhance the Returns of the Fund Investments, Which Will Increase the Risk Profile of Such Investments and Potentially Create Certain Conflicts of Interest. The Funds may seek to leverage certain of its investments using a credit facility or other debt financing. While the use of debt may increase the number of investments that can be made and the potential returns on equity, it also increases the risk of loss since borrowings require fixed payments, regardless of the profitability of the particular investments encumbered by such borrowing. Leveraged capital structures are more sensitive to recessions, rising interest rates, increases and decreases in revenues and expenses and other general business and economic risks. The manifestation of any of these risks could render the Fund unable to service its debt obligations, which could cause the Funds to suffer a partial or total loss of capital invested in the applicable Project. Consequently, leveraged investments in Projects involve a higher degree of risk. Interest payments and fees incurred in connection with borrowings may also reduce the amount of distributions available to the Limited Partners. Moreover, the General Partner and its affiliates may have conflicts of interest because the potential leverage may enhance returns to the General Partner in a disproportionate manner relative to the Limited Partners.

Uninsured or Underinsured Losses May Adversely Impact a Project's Financial Condition. Lynx anticipates that the Project Owners will carry insurance with respect to each Project with policy specifications and insured limits customarily by owners of multifamily real estate assets for investment purposes. There are, however, certain losses, including losses from floods, fires, earthquakes, acts of war, acts of terrorism or riots, that may not always be insured against or that are not generally fully Insured against because it is not deemed economically feasible or prudent to do so. In addition, changes in the cost or availability of insurance could expose the Project to uninsured casualty losses. In the event that any of the properties a Project Owner acquires incurs a casualty loss that is not fully covered by insurance, the value of the Project's assets will be

reduced by the amount of any such uninsured loss, and the Project could experience a significant loss of capital invested and potential revenues in these properties and could potentially remain obligated under any recourse debt associated with the property. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep the Project Owner from using insurance proceeds to replace or restore a property after it has been damaged or destroyed. Under those circumstances, the insurance proceeds the Project Owner receives might be inadequate to restore its economic position on the damaged or destroyed property. In addition, the Project may have no source of funding to repair or reconstruct the damaged property, and no assurance can be made that such sources of funding will be available in the future.

The Costs of Compliance with Environmental Laws and Other Governmental Laws and Regulations May Adversely Affect a Project's Income and the Cash Available for Distributions. A Project Owner may become subject to environmental liabilities associated with assets it acquires. Under various federal, state and local environmental laws, a current or previous owner or operator of real property may be liable for the cost of removing or remediating hazardous or toxic substances on such real property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. In addition, the presence of hazardous substances, or the failure to properly remediate these substances, may adversely affect a Project Owner's ability to sell, rent or mortgage such real property as collateral for future borrowings.

Compliance with new or more stringent environmental laws or regulations or stricter interpretation of existing laws may require material expenditures by a Project Owner. A Project may be subject to environmental laws or regulations relating to its properties, such as those concerning lead-based paint, mold, asbestos, proximity to power lines or other issues, which impose restrictions on the manner in which the property may be used or operated. No assurance can be made that future laws, ordinances or regulations will not impose any material environmental liability or that the environmental condition of a Project's property will not be affected by the activities of tenants, existing conditions of the land, operations in the vicinity of the properties or the activities of unrelated third parties. In addition, there are various local, state and federal fire, health, life-safety and similar regulations that the Project may be required to comply with. Failure to comply with applicable laws and regulations could result in fines, damages or other sanctions. The cost of defending against environmental claims, the cost of any damages or fines the Funds must pay, and the cost of compliance with environmental regulatory requirements or remediating any contaminated real property could materially and adversely affect the Project and, consequently, lower the amounts available for distribution to Funds pursuant to the terms of the Fund Investments.

Project Owners May Acquire Properties that are Subject to Contingent or Unknown Liabilities. Project Owners may acquire properties that are subject to contingent or unknown liabilities, including liabilities for or with respect to liens attached to properties, unpaid real estate taxes, utilities, clean-up or remediation of environmental conditions or code violations, and claims of persons dealing with the acquired entities and tax liabilities. In each case, the Project Owner's acquisition may be without any, or with only limited, recourse against the sellers with respect to unknown liabilities or conditions. As a result, if any such liability were to arise relating to the Project Owners' properties or assets, or if any adverse condition exists with respect to such properties that is in excess of the Project Owner's insurance coverage, the Project Owner might

have to pay substantial amounts to settle or cure it, which could adversely affect the Project's financial condition, cash flows and operating results, and similarly, the financial viability of the Fund's investment in the Project Owner.

General Investment Risks:

The General Partner, the Adviser and their Affiliates are Entitled to the Benefit of Broad Exculpation and Indemnification. Pursuant to the Partnership Agreement, the General Partner, the Adviser and their officers, directors, employees, agents, partners, members, managers and trustees will not be liable to any Investor or the Fund, and will be indemnified by the Fund, for any act or failure to act, so long as the action or failure to act did not constitute willful misconduct, fraud or criminal activity. Similarly, the General Partner and the Adviser are each authorized to consult with legal counsel, accountants, appraisers and other professional consultants and advisers selected by it with reasonable care and will be fully protected in any action or inaction taken or omitted to be taken in reasonable reliance upon the advice or opinion of those persons as to matters within their professional or expert competence. An Investor may have a more limited right of action against the General Partner or the Adviser than would exist if there were no exculpation. Investors may be required to return certain Fund distributions to the Fund to meet Fund indemnification obligations during the term of the Fund and continuing for twenty-four (24) months following the Fund's termination.

Absence of Investor Control. Subject to the Partnership Agreement, the General Partner generally has the authority to make all management decisions on behalf of the Company, and the Limited Partners have no management rights pursuant to the Partnership Agreement. All or a portion of the management services to be provided by the General Partner, may be delegated to the Adviser and may also, in the discretion of the General Partner, be delegated to an affiliate of the principals and/or the General Partner.

Claims of Investors Will Generally be Subject to Arbitration. Unless the General Partner consents in writing to an alternative forum and dispute resolution procedure, an Investor will be required to submit to arbitration of any dispute, controversy or claim arising out of or in connection with, or relating to the Partnership Agreement, any breach or alleged breach of the Partnership Agreement or the Delaware Revised Uniform Limited Partnership Act, and certain other matters related to the Funds. As a result, Investors may be required to submit to and settle in arbitration certain disputes or claims the Investor may have against the Fund or the General Partner. The arbitration process may be expensive, and the parties will be required to bear their own expenses, except in certain limited circumstances. Any award or decision rendered by the arbitrator will be final and binding upon the Investor. As a result, Investors may not be able to pursue their claims before a judge or jury in a court of competent jurisdiction.

The Funds or General Partner May Enter Into Side Letter Agreements With Certain Investors. The Funds or the General Partner may, on its own behalf or on behalf of the Funds, without any act, consent or approval of any Investors or any other individual or entity, enter into, deliver and perform subscription agreements with Investors, as well as side letters or other writings with individual Investors which have the effect of establishing rights under, or altering or supplementing the terms of, the Partnership Agreement or of the subscription agreement. Such side letters or other writings may have the effect of providing certain Investors with terms more

favorable than those available to other Investors. The opportunity to enter into side letters with the Funds or the General Partner will not be extended and available to all Investors

Distributions and Returns Not Assured. The Funds' ability to make cash distributions will depend primarily on whether the Funds will be able to generate cash flow in excess of expenses and whether the Funds' capital requirements, financial circumstances, lender restrictions and other factors will allow it to make such distributions. In addition, distributions may be limited because it may be necessary or advisable for the Funds to retain cash flow for future operating or capital expenses. The General Partner has the sole discretion and authority to decide whether or not to make distributions. In addition, the Funds may be unable to sell its assets upon favorable prices and terms, if at all. **No assurances or guarantees can be made that the Funds can make projected distributions to Investors or achieve targeted internal rate of returns.**

The Interests are not Liquid. The Interests are illiquid securities, are being offered and sold for investment only, and may not be acquired with the view toward their resale or distribution. There is not any public or private market for the Interests and it is highly unlikely that one will develop. The offer and sale of the Interests will not be registered under the Securities Act or any applicable State Laws by reason of specific exemptions under the provisions of those acts. These exemptions depend in part upon the Investor's investment intent. Accordingly, all Investors must be able to bear the economic risk of their investment for an indefinite period of time. An Investor should not expect to be able to readily liquidate its Interests since Interests cannot be readily assigned or transferred. The Interests will be subject to restrictions on resale imposed under federal, state and foreign securities laws. In addition, Interests will be subject to restrictions on transfer pursuant to the Partnership Agreement. Each potential Investor contemplating an investment in an Interest should consider whether the purchase of Interests is suitable for it in light of its individual investment objectives and current and future financial needs. Each potential Investor is urged to consult both a qualified financial advisor and a lawyer in connection with that consideration and to give particular attention to the Interests' limited liquidity. See "Investor Suitability Requirements." **An Investor may not be able to sell its Interest at a price that allows the Investor to recoup its capital contributions. An Investor may lose money on any sale of its Interest.**

Risks of Insufficient Funds. The Funds face the risks that the Funds may have insufficient liquidity and capital resources, thereby requiring that the Funds borrow additional funds, liquidate assets, withhold distributions or take other actions to raise or preserve funds needed to pay operating or capital expenses. The Funds may not have sufficient capital to execute its business plan. No assurances can be made that the Fund will be able to obtain such financing.

Risks of Default on Capital Contributions by Investors. Capital contributions due from Investors making Commitments will be payable from time to time following the acceptance of subscriptions upon notice from the Fund to the Investor of amounts due. If an Investor defaults on a drawdown notice, remedies are available to the Funds which could result in a loss of all or a substantial portion of the defaulting Investor's investment in the Fund. In addition, a default by one or more Investors in its capital obligations to the Fund could have adverse consequences to the Fund and the non-defaulting Investors in the Fund. It may be difficult for the Funds and its non-defaulting Investors to make up from other sources the shortfall created by an Investor defaulting on its obligation to contribute capital and the Fund may find it difficult to enforce or obtain a judgment against

defaulting Investors to collect amounts due. These events could adversely affect the Fund's operating results.

Fees and Expenses will Dilute an Interest's Book Value Below the Subscription Price. The subscription price was not the subject of arms' length negotiation and may not, in some instances, reflect the fair value of an investment in the Funds. The tangible book value of an investment in the Fund initially will be adversely affected by and diluted below the subscription price by, the fees payable by the Fund to the General Partner or the Adviser, organizational expenses and Fund expenses.

The Manager is Registered as an Investment Adviser and such Registration Increases Compliance Costs. The Manager is registered with the SEC as an investment adviser pursuant to the Advisers Act, which increases compliance costs and subjects the Fund, the General Partner and/or the Manager to a higher level of regulatory scrutiny, including SEC inspection and examination of the Manager. The Advisers Act imposes a number of requirements on the Manager including filings with the SEC, substantial recordkeeping and maintenance of books and records, compliance policies and adoption of a Code of Ethics.

The Fund, the General Partner and the Manager are Not Registered under the Investment Company Act and are Not Registered as Broker-Dealers. The Fund is not registered under, and is relying on exemptions under, the Investment Company Act, which provides certain protections to investors and imposes certain restrictions on registered investment companies, including restrictions with respect to capital structure, operations, transactions with affiliates and other matters. Investors will not have these protections. A failure to qualify for an exemption from registration under the Investment Company Act could have a material adverse effect on the Fund's financial condition and results of operations. Neither the General Partner nor the Manager is registered as a broker-dealer with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or with FINRA and, consequently, is not subject to the record-keeping and specific business practice provisions of the Exchange Act and FINRA.

Investors Will Not Have the Benefit of Securities Regulatory Review. Since the Offering is not a public offering and, as such, is not registered under federal or state securities laws, prospective Investors will not have the benefit of a review of the offering by the SEC or any state securities regulatory authority. Investors will also not have the benefit of an independent review and investigation of the type normally performed by an independent, unaffiliated underwriter who participates in the preparation of publicly filed offering documents to ensure the veracity and completeness of the offering documents. The lack of this independent review and investigation increases the risk that facts may not have been uncovered which would be important to a potential Investor.

The Failure of this Offering to Comply with Private Offering Exemption Requirements Could Result in Rescission Rights that Could Adversely Affect the Funds and the Interests. The Interests are being offered and will be sold to Investors in reliance upon a private offering exemption from registration set forth in the Securities Act and Regulation D thereunder. Should the Funds fail to comply with the exemption's requirements, then Investors may have the right, if they so desire, to rescind their purchase of Interests. One or more Investors seeking rescission may succeed. This rescission right might also apply under the applicable state securities or "blue sky" laws and

regulations in states where Interests are offered. Were Investors successful in seeking rescission, the Funds would face severe financial demands that would have a material adverse effect on all Investors as a whole and, thus, the remaining Investors' investments in the Fund.

Control by General Partner and the Adviser. Decisions to be made by the Funds will generally be within the sole discretion of the General Partner and/or the Adviser. Accordingly, the performance of the Fund will be substantially dependent on the skill and expertise of the General Partner, the Adviser and their respective affiliates and third party service providers to the Funds selected by the General Partner or the Adviser. If the General Partner or the Adviser does not allocate sufficient resources to oversee and perform operations of the Funds for any reason, the Funds may not be successful.

Reliance on Principals and Third Parties. The Funds are dependent upon the experience and efforts of the principals. The Funds currently do not and may not in the future maintain any insurance on the life of any Principal or other key personnel. The occurrence of any event which would cause the Funds to lose the services of any Principal could have a material adverse effect on the Funds.

The Funds will be dependent upon the efforts of the principals, the individuals employed by the General Partner and third party consultants, brokers and advisors, which are not directly under the Fund's control, to effectively implement the Fund's investment strategy. The General Partner and the Adviser may also hire or contract with third party consultants, brokers and advisors to the Fund selected by the General Partner or the Adviser to assist the Fund with transaction sourcing, transaction execution, underwriting transactions, obtaining financing, marketing properties for disposition and other activities related to the day to day management of the Funds. If the Funds do not engage consultants, brokers and advisors who are successful in executing the planned investment strategy of the Funds, as instructed by the General Partner or the Adviser, then the Funds may not be able to achieve its investment objectives.

Lack of Independent Counsel. Arnall Golden Gregory LLP (the "Law Firm") has acted as counsel to the Funds, the General Partner and certain of their respective affiliates in connection with the preparation of their Memorandums, the Subscription Agreements and the Partnership Agreements. It is anticipated that this legal representation will continue in the future. The Law Firm has not provided any advice to and has not acted as legal counsel for any Investor. Investors should consult with their own legal counsel concerning any legal matters associated with the Fund. The Law Firm has not taken any action to evaluate or verify (a) the accuracy or completeness of the information provided by the Fund or General Partner in any related transaction documents or (b) the economic aspects, ERISA aspects, or federal or state income taxation aspects of the ownership of Interests or (c) the merits and risks of an investment in the Interests.

Environmental Risk. By law, an owner or operator of real property may become liable for the costs of removal or remediation of hazardous substances released on or in its property, whether or not it resulted from the actions of that owner or operator. The costs of removal or remediation may equal or exceed the value of the property, and the presence of those substances, or the failure to properly clean-up those substances may adversely affect the owner's ability to sell that real estate or to borrow using that real estate as collateral. No assurance can be given, however, that

either a Phase I assessment or subsequent investigation will reveal all potential environmental liabilities, which could materially impact the value or expenses of the investment.

Cybersecurity. As part of its business, the Adviser processes, stores, and transmits large amounts of electronic information, including information relating to the transactions of its Funds and personally identifiable information of the Funds and their investors, and conducts significant portions of its business over electronic networks. Similarly, third party service providers of the Adviser or Funds may process, store, and transmit such information and electronic transactions. The Adviser has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable, or degrade service, or sabotage electronic networks or systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture, or other problems that could unexpectedly compromise information and network security. Network connected services provided by third parties to the Adviser may be susceptible to compromise, leading to a breach of the Adviser's electronic networks or systems. The Adviser's systems, networks or facilities may be susceptible to employee error or malfeasance, government surveillance or other security threats. On-line communications or services provided by Adviser to the Funds or their investors may also be susceptible to compromise. Breach of the Adviser's information systems may allow third parties to process unauthorized transactions on behalf of the Funds or cause information relating to the transactions of a Fund and personally identifiable information of the Funds or its investors to be lost or improperly accessed, used, or disclosed. Further, investors themselves may be subject to cyber-threats due to their investment in a Fund. For example, cyber-criminals have been known to impersonate investment Advisers in making capital calls.

The service providers of the Adviser or the Funds are subject to the same electronic information security threats as the Adviser. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of a Fund and personally identifiable information of Fund investors may be lost or improperly accessed, used, or disclosed.

The loss or improper access, use, or disclosure of the Adviser's or a Fund's proprietary information or systems may cause the Adviser or Fund to suffer, among other things, financial loss, business disruption, liability to third parties, regulatory intervention, or reputational damage. Any of the foregoing events could have a material adverse effect on a Fund or its investors.

Tax Risks:

General. An investment in the Funds is subject to numerous tax and other regulatory considerations. Further, future changes in the law, including but not limited to future legislation, administrative rulings or judicial decisions, could adversely affect an investment into the Funds, including the tax and ERISA consequences of such investment. Investors in the Funds will be subject to the risks and uncertainties associated with the tax treatment of investment partnerships, which can be complicated. This offering is being made on the explicit condition that each prospective Investor will rely solely on its own advisors with respect to the tax consequences of

purchasing, holding and disposing of Interests. Each potential Investor is urged to consult with its tax advisor regarding the federal, foreign, state and local tax considerations and reporting consequences of an investment in the Funds. In addition, potential employee benefit Investors should consult with their legal counsel regarding the ERISA considerations of an investment in the Funds.

Investors Will Be Subject to Tax on the Funds' Profits Whether or Not Distributed. If the Funds realize a profit for a taxable year, each Investor will be subject to tax on their allocable share of such profit, regardless of whether or not such profits have actually been distributed to the Investors. Cash distributions actually made to Investors in any taxable period may be less than the taxes payable by them with respect to their allocable share of the Funds' profits for that taxable period. In addition, the Funds may sustain losses offsetting profits after the end of the year in which such profits are realized. Consequently, an Investor may never receive cash distributions of the profit that was subject to tax.

Individual Retirement Account, 401(k) Plan and Other Tax Exempt Retirement Account Investors. The Funds are expected to generate income that could be treated as UBTI for federal income tax purposes. Although the General Partner will use its reasonable best efforts to comply with the requirements of Section 511(9), certain Investors including IRAs and other tax exempt Investors that are not "qualified organizations" under Section 514(c)(9) will be required to pay tax on any UBTI allocated to them from the Funds.

Risks for Non-U.S. Investors. Tax consequences to Investors in the Funds who are not U.S. persons will depend in part upon whether each foreign person is a corporation, individual, trust or a pass through entity for U.S. federal income tax purposes and, if a pass through entity, whether the owners of the pass through entity are U.S. or foreign persons. In addition, such consequences will depend in part on whether a foreign person who owns an Interest in the Funds directly, or indirectly through a pass through entity, can take advantage of an income tax treaty between the U.S. and the foreign person's country of residence, such to decrease or eliminate any U.S. federal income tax liability of the foreign person. Tax consequences resulting from an investment in the Funds need to be examined in detail with Non-U.S. Investors' tax, legal, regulatory and financial counsel.

Audit of Fund Tax Return. The Funds' tax returns may be audited by the Internal Revenue Service (the "IRS") and any such audit may result in an audit of the returns of the Investors for the years in question or unrelated years. Further, any adjustment to the Funds' tax return resulting from an audit would also result in adjustments to the tax returns of Investors and may result in the examination and adjustment of other items in the Investor's returns unrelated to the Funds. Investors could incur substantial legal and accounting costs in litigation of any IRS challenge, regardless of the outcome.

Delayed Schedule K-1s. The General Partner will endeavor to provide a Schedule K-1 to each Investor for any given calendar year prior to April 15 of the following year. If the Schedule K-1 is not available by such date, then an Investor in the Funds may have to file for an extension and may be required to pay taxes based on an estimated amount.

Changes in U.S. Tax Law Could Affect After-Tax Returns of Investors. All statements contained herein concerning the U.S. federal income tax (or other tax) consequences of an investment in the

Funds are based on existing law and interpretation thereof. On December 22, 2017, legislation was enacted containing significant changes to U.S. federal income tax law (the “2017 Tax Legislation”). The 2017 Tax Legislation, as well as possible future U.S. tax legislation and administrative guidance, could materially affect the tax consequences of an Investor’s investment in the Funds and the tax treatment of the Funds’ investment. While some of these changes may be beneficial, others could negatively affect the after-tax returns of the Funds and/or the Investors. Accordingly, no assurance can be given that the currently anticipated tax treatment of an investment in the Funds, or of investments made by the Funds, will not be modified by legislative, judicial or administrative changes, possibly with retroactive effect, to the detriment of the Investors.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors should read the Funds’ Offering Documents and consult with their own advisors before deciding whether to invest in the Funds. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Item 9 - Disciplinary Information

Neither the Adviser nor any of its management persons have been involved in any legal or disciplinary events that are material to an evaluation of the Adviser's advisory services or the integrity of its management.

Item 10 - Other Financial Industry Activities and Affiliations

The Adviser is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of the Adviser are registered representatives of a broker-dealer.

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

The Adviser and its management persons do not have material relationships with related persons who are (1) broker-dealers, municipal securities dealers, or government securities dealers or brokers; (2) investment companies or other pooled investment vehicles; (3) investment advisers or financial planners; (4) futures commission merchants, commodity pool operators, or commodity trading advisors; (5) banking or thrift institutions; (6) accountants or accounting firms; (7) lawyers or law firms; (8) insurance companies or agencies; (9) pension consultants; [(10) real estate brokers or dealers; or (11) sponsor or syndicators of limited partnerships.]

The Adviser does not recommend or select other investment advisers for its Funds.

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

Code of Ethics. The Adviser has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act (the “Code”). The Code sets forth a standard of business conduct and compliance with federal securities laws by all of the Adviser’s employees. The Code contains policies and procedures that seek to ensure that all personal securities trading by employees of the Adviser are conducted in such a manner as to avoid actual or potential conflicts of interest, or any abuse of an individual’s position of trust and responsibility. The Adviser prohibits personal trading on certain securities or instruments placed on the Adviser’s restricted list; requires pre-clearance for purchases of an IPO or new private placements; requires periodic reporting of employees’ personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

The Adviser has established procedures to prevent the abuse of material non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists. Because the structure of the Adviser would make information barriers impractical, the Adviser has not imposed information barriers to restrict the internal flow of possible material, non-public information. Thus, all professionals are deemed to be in receipt of material non-public information, in all instances where any professional of the Adviser has received material non-public information, and, therefore, may not trade on the basis of that information.

In addition to procedures to prevent the abuse of material non-public information, the Code contains policies and procedures covering standards of conduct, political contributions, potential conflicts of interest (including but not limited to gifts, entertainment, and outside business activities of Adviser personnel) and client confidentiality. All employees of the Adviser must acknowledge the terms of the Code annually or as the Code is amended on an ongoing basis.

The Adviser will provide a copy of the Code to any investor in or prospective investor of any of the Funds or any prospective clients upon request.

In connection with sponsoring some of the Funds, the Adviser and certain affiliates also have an economic interest in the Funds, the Adviser, or both. Additionally, the governing documents of the Funds generally provide that the Adviser has sole discretion to offer co-investment opportunities in a potential investment to any person. When making decisions to offer co-investments, the Adviser will consider, among other factors, the specific provisions of the Funds’ offering documents, the remaining investment capacity of the Fund, concentration considerations and the characteristics of the specific investment. In such co-investment situations the Adviser will retain its consistent majority control rights through its management of the Funds.

Other than with respect to the Funds’ interests and the potential co-investments described above, neither the Adviser nor any of its related persons invest in the same or related securities that either the Adviser or its related person recommends to the Funds.

The Adviser shall not be required to devote all of its time and business efforts to the affairs of the Funds, but the Adviser shall devote so much of its time and attention as is reasonably necessary and advisable to manage the affairs of the Funds to the best advantage of the Funds. Subject to the respective Funds' offering documents, the Adviser and any other related person may engage independently or with others, for its, his, or her own account, and for the accounts of others, in other investments, business ventures, and activities of every nature and description whether such ventures are competitive with the business of the Funds or otherwise. The principals will use best efforts to ensure that the other investments or business ventures of the Adviser and the principals are consistent with its fiduciary obligations to the Funds.

Item 12 - Brokerage Practices

As a matter of its investment policy, the Adviser makes investments through private transactions that do not involve the selection, recommendation, or compensation of any securities broker-dealers.

Item 13 - Review of Accounts

The Adviser maintains comprehensive review procedures for the ongoing monitoring of the investments of the Funds. In connection therewith, the Adviser conducts periodic reviews of all investments held by each Fund on a weekly basis to ensure the investments are in conformity with the investment strategy and objectives of the Funds.

After the end of each fiscal year, there is an independent audit of the Funds' financial statements for such year, and a copy of the audited financial statements, which are prepared in accordance with United States generally accepted accounting principles, are delivered to each investor on an annual basis. Additionally, all investors receive unaudited financial information on quarterly basis, written periodic financial reports, and year-end tax information relating to their investments in the Funds that are necessary for U.S. federal income tax purposes.

Item 14 - Client Referrals and Other Compensation

The Adviser does not receive an economic benefit for providing investment advice or other advisory services from anyone other than the Clients. Neither the Adviser nor any related person has directly or indirectly compensated any non-supervised persons for client referrals.

Item 15 - Custody

Under Rule 206(4)-2 of the Advisers Act (the “Custody Rule”), Lynx is deemed to have custody of the assets of the Funds by virtue of its status as the general partner (through its wholly owned subsidiary) of the Funds.

To comply with the Custody Rule, the Funds will prepare annually, and upon liquidation, financial statements audited by an auditing firm registered with the Public Company Accounting Oversight Board. The Funds will distribute those statements within 120 days of year end or promptly upon liquidation.

The Funds maintain custody of cash funds with a qualified custodian. If the Funds make investments that are not covered by an exception for private securities, it will engage a qualified custodian to hold the securities.

Clients should carefully review such statements and compare such official custodial records to any account information provided by Lynx.

Item 16 - Investment Discretion

The Adviser has full discretion with respect to investment decisions for its Funds. The Adviser contractually assumes such discretionary authority with each Fund pursuant to an investment management agreement with the Funds or Fund's limited partnership agreement. The Adviser's authority to manage the Funds is in all cases subject to the specific objectives, guidelines, and limitations set forth in the applicable investment management agreements or limited partnership agreements.

Item 17 - Voting Client Securities

Under Rule 206(4)-6 of the Advisers Act, registered investment advisers that exercise voting authority with respect to client securities are required to have proxy voting policies and procedures. As a matter of their investment policies, the Clients do not hold publicly traded securities; therefore, the Adviser does not expect to receive proxy statements.

Item 18 - Financial Information

The Adviser does not require or solicit prepayment of fees greater than 6 months in advance.

The Adviser does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments and provide services to its Funds.

The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.