
ITEM 1: COVER PAGE



Wedgewood Asset Management, LLC

PART 2A OF FORM ADV: FIRM BROCHURE

**Wedgewood Asset Management, LLC
2015 Manhattan Beach Boulevard, Suite 220
Redondo Beach, CA 90278**

March 27, 2024

This brochure provides information about the qualifications and business practices of Wedgewood Asset Management, LLC (“WAM” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm’s Chief Compliance Officer, Linna Wong, at (310) 640-3070 or wedgewoodcompliance@wedgewood-inc.com. Additional information about the Form ADV Part 2A is available on the SEC’s website at <https://www.sec.gov/about/forms/formadv-part2.pdf>. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to WAM as a registered investment adviser does not imply a certain level of skill or training.

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

ITEM 2: MATERIAL CHANGES

WAM is required to disclose a summary of material changes since our last annual update of this Brochure. Since our last annual update in March 2023, the following material changes have been made:

- We have updated the name of our ‘Wedgewood Commercial’ business line to ‘Wedgewood Multifamily’. Investors who have received previous documents referencing ‘Wedgewood Commercial’ should be aware of this change.

Other routine changes have been made throughout and we encourage you to read this Brochure in its entirety. Additionally, while Wedgewood does currently operate a business line through multiple special purpose vehicles which primarily purchases mortgage loans secured by first liens on single family and one to four family homes, condominiums and manufactured homes (such business line, “Wedgewood Loan Assets”), our Investors and potential Investors should be aware that Wedgewood is in the process of winding down that line of business and therefore, while certain statements throughout this brochure may refer to that strategy, it is no longer open to new Investors.

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ITEM 4: ADVISORY BUSINESS

Item 4.A. General Description of Advisory Firm

Wedgewood Asset Management, LLC (“**WAM**” or the “**Firm**”), a Delaware limited liability company, was formed in 2020. The Firm’s principal owner is Wedgewood, LLC.

Item 4.B. Description of Advisory Services

WAM is an investment management firm that intends to provide advisory services to privately offered pooled investment vehicles (collectively with any future private investment vehicles to which the Firm or its affiliates provide investment advisory services, the “**Funds**” and each, a “**Fund**,” or the “**Clients**” and each, a “**Client**”) that focuses on real estate investments. WAM primarily invests Fund assets in residential real estate, multifamily real estate, and mortgages secured by real property.

Item 4.C. Availability of Customized Services for Individual Clients

The Firm’s investment management and advisory services to the Funds are detailed in the applicable confidential private placement memoranda or other offering documents (each, as amended, restated, supplemented or otherwise modified from time to time, a “**Memorandum**”), management services agreements, limited liability or other operating agreements and governing documents (each as amended, restated, supplemented, waived or otherwise modified from time to time, a “**Limited Liability Company Agreement**” and as applicable, together with a relevant Memorandum, the “**Governing Documents**”). The Firm enters into side letters with investors in the Funds (each, an “**Investor**” and collectively, the “**Investors**”) to provide different preferred return rates, allow them to obtain certain services tailored to their individual specific needs or impose individual restrictions on investing in certain securities or types of securities.

Item 4.D. Wrap Fee Programs

WAM does not participate in a wrap fee program.

Item 4.E. Regulatory Assets Under Management

As of December 31, 2023, WAM manages approximately \$187,883,814 in regulatory assets under management on a discretionary basis. WAM expects to advise all of its assets on a discretionary basis.

ITEM 5: FEES AND COMPENSATION

Item 5.A. Description of Compensation Arrangements

The Firm will not receive compensation or fees for its management and advisory services to the Funds. An affiliate, however, will reimburse the Firm for the cost of operating the Funds in the amount of 0.35%. Additionally, the Funds will provide preferred equity or mezzanine loans to affiliates of the Firm to finance the affiliates’ business lines and investment strategies (“**Operating Business Lines**”). Certain of the Firm’s ultimate beneficial owners (the “**Principals**”) currently manage affiliates of the Firm in which Funds invest

and may manage additional affiliates in the future. As such, certain of the Firm's affiliates and the Principals are compensated and benefit as a result of the Funds' investments.

Item 5.B. *Manner of Fee Payment*

The Firm will not receive any fees for its management and advisory services to the Funds and investors will not be charged a fee for investing in the Funds.

Item 5.C. *Other Fees Clients May be Charged*

The Firm is entitled to reimbursement from an affiliate for any expenses which are incurred by the Firm on behalf of the Funds.

These include without limitation: (i) investment-related expenses (i.e., costs and expenses associated with the negotiating, financing, acquiring, holding, and disposing of its investments), (ii) expenses incurred in collection of monies owed to the Funds, (iii) legal, auditing, and accounting expenses (including expenses associated with the preparation of the Funds' financial statements), (iv) tax costs and expenses (including tax planning, preparations of tax returns and schedules K-1, and foreign and FATCA-related documentation), (v) insurance expenses (including directors' and officers' insurance, errors and omissions insurance, "key man" life insurance and other similar policies), (vi) organizational expenses, (vii) regulatory and compliance expenses (including the Client's registration and licensing in any jurisdiction in which it does business (including as a lender)), (viii) expenses relating to the ongoing offer and sale of interests and withdrawals and transfers thereof, including printing and mailing costs, (ix) the expenses and costs relating to the Firm's management of the Funds, (x) any entity-level taxes, fees, or other governmental charges levied against the Funds, the Firm, or any special purpose vehicle, (xi) all litigation related and indemnification expenses, (xii) wind-up and liquidation expenses, and (xiii) expenses comparable to any of the foregoing.

The information contained herein this Item 5 is a summary only and is qualified in its entirety by the Funds' offering documents.

Item 5.D. *Timing of Fee Payments*

As noted in Item 5.A, the Firm will not receive any compensation or fees for its management and advisory services to the Funds. The Firm charges its affiliate any allocable expenses to the Funds on an ongoing basis as they are incurred.

Item 5.E. *Receipt of Compensation for Sales*

Neither WAM nor its supervised persons are compensated for the sale of securities or other investment products.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

WAM does not charge any performance-based fees to the Funds.

The Principals and officers of the Firm carry on investment activities for their own accounts and for those of affiliates' businesses (including other business lines that are wholly or principally owned by affiliates of WAM or the Principals). The compensation paid to Wedgewood, LLC and certain of the Firm's Principals and officers through other affiliated businesses is substantial, creating an incentive for certain of

the Firm's Principals and officers to focus more on the affiliates' businesses rather than on their duties to the Firm and the Client.

In the event of a conflict between the interests of the Operating Business Lines and the Client, the Principals have an incentive to favor the interests of the Operating Business Lines at the expense of the interests of the Client. In effect, the Principals earn no income from the operation of the Clients. Thus, the Firm's Principals have an incentive to ensure that any conflict that arises between a Client and the Operating Business Lines will be resolved in the benefit of the Operating Business Lines at the expense of a Client as there is no economic benefit to the Principals through the Clients and all economic gain achieved by the Principals is through their interests in the Firm's affiliates, including through the Operating Business Lines to whom the Clients are providing capital.

However, WAM will advise the Client in accordance with its Governing Documents and strives to ensure that the Clients are treated fairly in accordance with the Firm's fiduciary duty.

ITEM 7: TYPES OF CLIENTS

WAM provides discretionary investment management services to the Funds in which interests are offered to other private funds, high-net worth individuals, family offices, trusts, estates, other corporations, and institutions.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Item 8.A. Methods of Analysis and Investment Strategies Generally

The Funds will invest in Wedgewood, which will in turn make loans (the "Subsidiary Loans") in the following main Operating Business Lines: (i) the business line operating through multiple special purpose vehicles which acquires, rehabilitates and disposes primarily single family and one-to-four family homes, condominiums, manufactured homes, and 5+ multi-family buildings (such business line, "**Wedgewood Homes**"), (ii) the business line operating through multiple special purpose vehicles which primarily purchases mortgage loans secured by first liens on single family and one-to-four family homes, condominiums and manufactured homes (such business line, "**Wedgewood Loan Assets**"), and (iii) the business line that acquires, holds, and rents single family properties, multi-family properties and commercial properties (such business line, "**Wedgewood Commercial**"). The Operating Business Lines will focus (primarily and potentially exclusively) on investing in real property and mortgages secured by real property.

The Funds will make unsecured investments in Wedgewood. The Funds' strategies are to serve as a source of capital for Wedgewood, which will then in turn provide financing for the Operating Business Lines. It is expected that all of the Funds' investments will be in Wedgewood.

Although the Funds expect to make monthly "**preferred return**" distributions to Investors, as more fully described in the Funds' offering documents, there are no guarantees on such preferred return distributions, and the Funds will only be able to make such preferred return distributions to the extent that sufficient revenues are generated from the Subsidiary Loans and from Wedgewood.

Risk of Loss. Investment in the Funds involves a high degree of risk, including the risk of substantial losses. Investment in the Funds is suitable only for sophisticated investors who have the financial wherewithal to absorb the loss of all or a substantial part of their investment.

Item 8.B and Item 8.C. *Material Risks Involved for WAM's Strategy*

General and Structural Risks

Concentrated Portfolio. The Funds will exclusively invest in Wedgewood. As a result, certain market conditions could adversely the Funds' investments. This could lead to more vulnerability in the Funds as compared with a portfolio that is more diversified in its investment assets.

Limited Withdrawal Rights. An investment is suitable for certain sophisticated investors who have no need for immediate liquidity in their investment. Interests may only be withdrawn on withdrawal dates with due notice and subject to the restrictions set out in the offering documents. No partial withdrawals will be permitted if, immediately thereafter, the value of a withdrawing Investor's holding would be less than the minimum stated in the offering documents, unless approved by the Firm in its sole and absolute discretion.

Market Risks. The Funds' strategies are subject to market risk. The Funds can only be successful if each of the Operating Business Lines is able to invest successfully and efficiently, and there can be no assurance that this will be the case. Certain general market conditions, such as an unanticipated change in the volatility or pricing inefficiencies of the markets in which the Operating Business Lines is active could materially reduce the Funds' profit potential or lead to substantial losses. Additionally, unanticipated illiquidity or continuation of the current illiquidity in the securitization markets could lead to substantial losses.

Pandemic Risks. The outbreak of a pandemic, such as the COVID-19 coronavirus ("COVID-19"), can adversely impact global commercial activity and contribute to significant volatility in certain equity and debt markets. In response to such an outbreak, countries may institute quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues. Any such measures, whether on an initial or re-imposed basis, as well as the general uncertainty surrounding the dangers and impact of a public health crisis, have the potential to create significant disruption in supply chains and economic activity, particularly in transportation, hospitality, tourism, entertainment and other industries. The potential impacts of any such health emergency, which can include a global, regional or other economic recession, are uncertain and difficult to assess. Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on securities – both public and private - and could adversely affect the performance of an investment portfolio or Fund.

Competition. The activities in which the Operating Business Lines engages are highly competitive. There is no assurance that the Operating Business Lines will be able to compete successfully against competitors.

Reliance on the Operating Business Lines and its Affiliates. The Funds have no employees and must rely on the management, administrative and other services provided by WAM and its affiliates.

The performance of the Funds depends to a large degree on the efforts of the individuals employed by the Operating Business Lines and/or its affiliates, and competition among real estate operators is intense for the most highly skilled individuals. Any circumstances that might result in a diminution of service levels provided by the Operating Business Lines and/or its affiliates could materially adversely affect the Funds. The professionals responsible for the activities undertaken on behalf of the Funds have other responsibilities on behalf of the Operating Business Lines and/or its affiliates and conflicts of interest exist as a result in the allocation of personnel. None of the Firm and/or its affiliates or the Operating Business Lines currently intends to maintain "key person" insurance with respect to any employees, although they may in the future carry such insurance.

Past Performance Not Indicative of Future Results. Past performance investing in real estate assets is not necessarily indicative of the Funds' prospects and there can be no assurance that the Funds will achieve their objectives or avoid substantial losses.

Possibility of Additional Government or Market Regulation. Market disruptions and the dramatic increase in the capital allocated to alternative investment strategies during recent years have led to increased governmental as well as self-regulatory scrutiny of the "real estate" industry in general, and certain legislation for greater regulation of the industry periodically is considered by the U.S. Congress. It is impossible to predict what, if any, changes in the regulations applicable to the Funds, the Firm, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. Any such regulations could have a material adverse impact on the profit potential of the Funds.

Expanded Private Fund Adviser Rules. On August 23, 2023, the SEC adopted certain rules and amendments under the Investment Advisers Act of 1940 (the "Advisers Act") to enhance the regulation of private fund advisers (the "Private Fund Adviser Rules") that will affect investment advisers, including WAM, by (i) requiring such investment advisers to comply with additional reporting and compliance obligations, (ii) prohibiting certain business practices, (iii) prohibiting certain types of preferential treatment offered by such investment advisers to certain (but not all) Investors in a private fund, including, among other things, the provision of information regarding portfolio holdings of the private fund or of a substantially similar pool of assets, and (iv) prohibiting other forms of preferential treatment for certain (but not all) Investors without providing sufficiently detailed written disclosures about such preferential treatment to prospective and current Investors. Section 202(a)(29) of the Advisers Act defines the term "private fund" as an issuer that would be an investment company under the Investment Company Act but for the exemption provided under Sections 3(c)(1) or 3(c)(7) thereunder. Because the Funds rely on these provisions of the Investment Company Act, each will be considered a "private fund" within the meaning of the Private Fund Adviser Rules, and WAM would be required to comply with the enhanced obligations under the Private Fund Adviser Rules. The costs of complying with certain of the reporting and compliance obligations under the Private Fund Adviser Rules could be substantial, and it is possible that the costs of preparing such reports would be borne by Funds. If the Funds are responsible for such expenses, it could affect a Fund's ability to deploy capital and reduce the amount available for investment. In addition, if WAM was prohibited from discussing the underlying portfolios of its Funds with Investors, or if certain types of Side Letters were prohibited absent highly specific disclosure, it could result in a reduction of the quality and quantity of information provided to Investors.

There is no "grandfathering" under certain portions of the Private Fund Adviser Rules, and therefore WAM would be obligated to comply with the Private Fund Adviser Rules with respect to the current and future Funds that it manages. Each Investor must make its own determination as to the extent that its investment in such funds would be affected by the Private Fund Adviser Rules, and the potential impact of the Private Fund Adviser Rules on its investment.

Limited Regulatory Oversight. The Funds are not registered as investment companies under the Investment Company Act of 1940, as amended (the "**Investment Company Act**") in reliance upon the exemptive provisions of Section 3(c)(1) thereof. Accordingly, the provisions of such regulations, which among other things generally require investment companies to have a majority of disinterested directors, require securities held in custody at all times to be maintained in segregated accounts and regulate the relationship between the investment company and it's the Firm, are not applicable to an investment in the Funds.

No Market for the Interests and Timing of Withdrawals. Although interests in the Funds may be withdrawn, they are subject to restrictions on withdrawal, including the availability of net distributable cash. There is no secondary market for interests in the Funds. Investors may only recover their preferred return or unpaid capital contributions or limit their losses on their investments by exercising their limited withdrawal rights. Further, Investors who exercise withdrawal rights after other Investors who are

distributed their entire unpaid capital contribution may not receive the same pro rata portion of unpaid capital contributions and may lose their entire investment.

Side Letters. As a result of any side letters, certain investors, including investors affiliated with Wedgewood, receive additional benefits (including, but not limited to, increased preferred return rates, waiver of the withdrawal limitations, the ability to withdraw on shorter notice and/or expanded informational rights) that other investors will not receive. The Funds will not be required to notify any or all of the other investors of any such side letters or any of the rights and/or terms or provisions thereof, nor will the Funds be required to offer such additional and/or different rights and/or terms to any or all of the other investors. The Funds enter into such side letters as the Funds determine in its sole and absolute discretion at any time. The other investors will have no recourse against the Funds, the Firm, and/or any of their affiliates when certain Investors receive additional and/or different rights and/or terms as a result of such side letters.

General Portfolio Risks

Projections. The Funds rely upon projections developed by the Firm concerning an investment's future performance and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of the Firm. The inaccuracy of assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of the Operating Business Lines to realize projected values and cash flow, leading to a default under the Subsidiary Loans, which, in turn, could lead to Wedgewood and the Funds' inability to meet its obligations.

Illiquid Investments. The investments held by the Funds will not have an active market or any readily ascertainable values and the securitization market has been prone to sustained periods of almost complete illiquidity. The Operating Business Lines have relied and may rely on securitization markets as a source of financing for their business and operations in the future. To the extent that the securitization markets become illiquid, the Operating Business Lines may be unable to pay the interest and principal on their Subsidiary Loans, which in turn could lead to Wedgewood being unable to pay the capital due to the Funds, and the Funds' investors may not be able to recoup their unpaid capital contributions and preferred return or may lose their entire investment in the Funds.

Risk Management. Wedgewood and the Operating Business Lines attempt to identify, measure and monitor risks associated with their activities. However, these attempts may fail to identify or anticipate a wide variety of risks that will adversely affect the Funds.

Priority of Payments. Repayment of any investment in the Funds and any payment of Preferred Return thereon is conditioned upon Wedgewood making distributions with respect to the Funds' investments in Wedgewood. Such distributions are subject to debt and other obligations that are senior in priority to such distributions, meaning distributions with respect to the investments only occur if and to the extent the Wedgewood's debt and other senior obligations permit such distributions. Further, Wedgewood may in the future incur additional debt or grant or issue equity interests that have rights that are senior to the investments (including but not limited to with respect to rights distributions from Wedgewood).

Long Term Investment. An investment in the Funds is a long-term commitment and there is no assurance of any distribution to Investors.

No Individual Investor Advice; No Investment Advisor. The Funds are not intended to be a complete investment strategy for any Investor or its beneficial owners. Fund investors will be personally responsible for their overall investment strategy, including arranging any hedging strategies to mitigate the effect of poor performance of the Funds' investments into Wedgewood. In considering or structuring any hedge or

other investment strategies to address his, her or its exposure to the Operating Business Lines indirectly through the Funds, each investor should seek guidance from its own investment adviser, including for purposes of valuing their interests and assessing the appropriateness of any hedge transaction to mitigate any potential or actual losses on his, her or its investment in the Funds. None of the Funds, WAM, or any of their respective affiliates, directors, officers, or agents intend to implement or advise on any hedging strategies for use by the Funds or any individual Investor, nor will they provide any information, including any valuation of interests or the underlying investments to Wedgewood, for the purpose of assisting any investor in planning or implementing any separate investment strategies or hedging strategies, whether related to the Fund or otherwise.

If Reserves are Exhausted, Sufficient Capital to Fund Operations May Not Be Available, If At All.

The Funds are obligated to bear the costs of its extraordinary expenses (e.g. those expenses not otherwise anticipated or incurred in the ordinary course of the business of the Company). Neither of the Funds nor the WAM have taken any step to ensure that capital in the form of equity or debt will be available to the Funds, and no assurance can be given that any borrowing or subsequent investment in the Funds can be arranged on commercially reasonable terms, or in a manner that does not dilute or impair current Fund investments. In the event that reserves are exhausted and no additional equity capital can be raised, the Funds may be technically insolvent, which will affect the Funds' abilities to continue operations and enter into certain types of transactions. Additionally, the amount of the reserves has not been designed to ensure that they will be sufficient.

Subordinated Debt Risk. One of the Fund's strategies are to serve as a source of mezzanine financing for Wedgewood, which will in turn provide financing to the Operating Business Lines, which will each be subject to substantial amounts of senior debt facilities financed by banks that will be senior in priority to the Fund's mezzanine financing. Therefore, in the event that the Operating Business Lines are unable to meet their obligations, the Funds will have no recourse against the Operating Business Lines, whose assets will be pledged as collateral to the banks pursuant to the senior debt facilities. As such, the yield and payment characteristics of unsecured "mezzanine" loans differ from traditional debt securities.

Preferred Equity Risks. Investment in preferred securities involves certain risks. Preferred securities are entitled to payment when the issuer makes distributions and after debt obligations have been met. Preferred securities may contain provisions that allow an issuer under certain conditions to skip or defer distributions for a stated period without any adverse consequences to the issuer. Preferred securities often are subject to legal provisions that allow for redemption in the event of certain tax or legal changes or at the issuer's discretion which may result in the Funds being unable to reinvest the proceeds at comparable rates of return.

Litigation and Regulatory Risks

Litigation. From time to time the Firm and its affiliates are subject to litigation and arbitration, which can be costly and consume resources of the Firm and/or its affiliates.

Regulatory Actions. From time to time, certain of the Funds' activities are subject to regulatory inquiries, investigations and/or enforcement proceedings from U.S. and non-U.S. governmental agencies, regulatory bodies and securities commissions, which can be costly and occupy significant staff time and resources of the Firm and/or its affiliates.

Certain Legal Aspects of Mortgage Loans and Interests in Real Property

General. All of the mortgage loans are loans evidenced by a note or bond and secured by instruments granting a security interest in real property which include mortgages, deeds of trust, security deeds or deeds to secure debt, depending upon the prevailing practice and law in the state in which the mortgaged property is located. Mortgages, deeds of trust, security deeds, and deeds to secure debt are in Fund documents

collectively referred to as “mortgages.” Any of the foregoing types of mortgages will create a lien upon, or grant a title interest in, the subject property, the priority of which will depend on the terms of the particular security instrument, as well as separate, recorded, contractual arrangements with others holding interests in the mortgaged property, the knowledge of the parties to such instrument as well as the order of recordation of the instrument in the appropriate public recording office. However, recording does not generally establish priority over governmental claims for real estate taxes and assessments and other charges imposed under governmental police powers.

Foreclosure

General. Foreclosure is a legal procedure that allows the mortgagee to recover its mortgage debt by enforcing its rights and available legal remedies under the mortgage. If the mortgagor defaults in payment or performance of its obligations under the note or mortgage, the mortgagee has the right to institute foreclosure proceedings to sell the mortgaged property at public auction to satisfy the indebtedness. Foreclosure procedures with respect to the enforcement of a mortgage vary from state to state. Two primary methods of foreclosing a mortgage are judicial foreclosure and non-judicial foreclosure pursuant to a power of sale granted in the mortgage instrument. There are several other foreclosure procedures available in some states that are either infrequently used or available only in certain limited circumstances, such as strict foreclosure.

Judicial Foreclosure. A judicial foreclosure proceeding is conducted in a court having jurisdiction over the mortgaged property. Generally, the action is initiated by the service of legal pleadings upon all parties having an interest of record in the real property. Delays in completion of the foreclosure occasionally result from difficulties in locating defendants. When the mortgagee’s right to foreclose is contested, the legal proceedings can be time-consuming. Upon successful completion of a judicial foreclosure proceeding, the court generally issues a judgment of foreclosure and appoints a referee or other officer to conduct a public sale of the mortgaged property, the proceeds of which are used to satisfy the judgment. Such sales are made in accordance with procedures that vary from state to state.

Equitable Limitations on Enforceability of Certain Provisions. U.S. courts have traditionally imposed general equitable principles to limit the remedies available to a mortgagee in connection with foreclosure. These equitable principles are generally designed to relieve the mortgagor from the legal effect of mortgage defaults, to the extent that such effect is perceived as harsh or unfair. A court may alter the specific terms of a loan to the extent it considers necessary to prevent or remedy an injustice, undue oppression or overreaching, or may require the mortgagee to undertake affirmative and expensive actions to determine the cause of the mortgagor’s default and the likelihood that the mortgagor will be able to reinstate the loan. In some cases, courts have substituted their judgment for the mortgagee’s and have required that mortgagees reinstate loans or recast payment schedules in order to accommodate mortgagors who are suffering from a temporary financial disability. In other cases, courts have limited the right of the mortgagee to foreclose if the default under the mortgage is not monetary, *e.g.*, the mortgagor failed to maintain the mortgaged property adequately or the mortgagor executed a junior mortgage on the mortgaged property. The exercise by the court of its equity powers will depend on the individual circumstances of each case presented to it. Finally, some courts have been faced with the issue of whether federal or state constitutional provisions reflecting due process concerns for adequate notice require that a mortgagor receive notice in addition to statutorily-prescribed minimum notice. For the most part, these cases have upheld the reasonableness of the notice provisions or have found that a public sale under a mortgage providing for a power of sale does not involve sufficient state action to afford constitutional protections to the mortgagor.

Non-Judicial Foreclosure/Power of Sale. Foreclosure of a deed of trust is generally accomplished by a non-judicial trustee’s sale pursuant to the power of sale granted in the deed of trust. A power of sale is typically granted in a deed of trust. It may also be contained in any other type of mortgage instrument. A power of sale allows a non-judicial public sale to be conducted generally following a request from the beneficiary/mortgagee to the trustee to sell the property upon any default by the mortgagor under the terms

of the mortgage note or the mortgage instrument and after notice of sale is given in accordance with the terms of the mortgage instrument, as well as applicable state law. Foreclosure of a deed to secure debt is also generally accomplished by a non-judicial sale similar to that required by a deed of trust, except that the mortgagee or its agent, rather than a trustee, is typically empowered to perform the sale in accordance with the terms of the deed to secure debt and applicable law.

Public Sale. A third party may be unwilling to purchase a mortgaged property at a public sale because of the difficulty in determining the value of such property at the time of sale, due to, among other things, redemption rights which may exist and the possibility of physical deterioration of the property during the foreclosure proceedings. For these reasons, it is common for the mortgagee to purchase the mortgaged property for an amount equal to or less than the underlying debt and accrued and unpaid interest plus the expenses of foreclosure. Generally, state law controls the amount of foreclosure costs and expenses which may be recovered by a mortgagee. Thereafter, subject to the mortgagor's right in some states to remain in possession during a redemption period, if applicable, the mortgagee will become the owner of the property and have both the benefits and burdens of ownership of the mortgaged property. Depending upon market conditions, the ultimate proceeds of the sale of the property may not equal the mortgagee's investment in the property. Moreover, a mortgagee commonly incurs substantial legal fees and court costs in acquiring a mortgaged property through contested foreclosure and/or bankruptcy proceedings. Generally, state law controls the amount of foreclosure expenses and costs that may be recovered by a mortgagee.

Right of Redemption. The purposes of a foreclosure action are to enable the mortgagee to realize upon its security and to bar the mortgagor, and all persons who have an interest in the property which is subordinate to the mortgage being foreclosed, from exercise of their "equity of redemption." The doctrine of equity of redemption provides that, until the property covered by a mortgage has been sold in accordance with a properly conducted foreclosure and foreclosure sale, those having an interest which is subordinate to that of the foreclosing mortgagee may redeem the property by paying the entire debt with interest.

Anti-Deficiency Legislation, the Bankruptcy Code and Other Limitations on Mortgagees. Statutes in some states limit the beneficiary's right under a deed of trust or a mortgage under a mortgage to obtain a deficiency judgment against the mortgagor following foreclosure or sale under a deed of trust. A deficiency judgment would be a personal judgment against the former mortgagor equal to the difference between the net amount realized upon the public sale of the real property and the amount due to the mortgagee.

The Bankruptcy Code permits a mortgage loan secured by property that does not consist solely of the debtor's principal residence to be modified without the consent of the mortgagee provided certain safeguards are met. Under the Bankruptcy Code, the mortgagee's security interest may be reduced to the then-current value of the property as determined by the court if the value is less than the amount due on the loan, thereby leaving the mortgagee as a general unsecured creditor for the difference between the value of the collateral and the outstanding balance of the mortgage loan. A mortgagor's unsecured indebtedness will typically be discharged in full upon payment of a substantially reduced amount.

The Home Ownership and Equity Protection Act of 1994, which amended the Truth-in-Lending Act, provides requirements applicable to loans that exceed certain interest rates and/or points and fees thresholds. Purchasers or assignees of any high cost loans originated in violation of this Act could be liable under federal law for all claims and subject to all defenses that the borrower could assert against the originator of the high cost loan. Remedies available to the borrower include monetary penalties, as well as rescission rights if the appropriate disclosures were not given as required. The maximum damages that may be recovered under these provisions from an assignee is the remaining amount of indebtedness, plus the total amount paid by the borrower in connection with the mortgage loan and plus attorneys' fees.

Lawsuits have been brought in various states making claims against assignees of high cost loans for violations of federal, state and local law allegedly committed by the originator. Named defendants in these cases include participants within the secondary mortgage market, including some securitization issuers.

Servicemembers Civil Relief Act. The Servicemembers Civil Relief Act (the “Relief Act”) provides broad discretion for a court to modify a mortgage loan while a mortgagor is on active duty as a member of the military service upon application of the mortgagor. Certain states have enacted legislation which may lead to the modification of a mortgage loan or interfere with or affect the ability of the Operating Business Lines to timely collect payments of principal and interest on, or to foreclose on, mortgage loans of mortgagors in such states who are active or reserve members of the armed services or the national guard. It is possible that such legislation could have an effect on the ability of the Operating Business Line to collect full amounts of interest on certain of the mortgage loans. Any shortfall in interest collections resulting from the application of the Relief Act or any amendment to it will make it more likely that the Operating Business Lines will not have sufficient capital to repay all principal and interest owed to the Company.

Environmental Considerations. A mortgagee may be subject to unforeseen environmental risks when taking a security interest in real or personal property or by owning real property, as the case may be. Properties may be subject to federal, state, and local laws and regulations relating to environmental protection. Failure to comply with such laws and regulations may result in significant penalties, including civil and criminal fines. Under the laws of certain states, environmental contamination on a property may give rise to a lien on the property to ensure the availability and/or reimbursement of cleanup costs. Generally all subsequent liens on such property are subordinated to such a lien and, in some states, even prior recorded liens are subordinated to such liens (“Superliens”). The security interest in a property that is subject to such a Superlien could be adversely affected.

Subordinate Financing. Where a mortgagor encumbers mortgaged property with one or more junior liens, the senior mortgagee is subjected to additional risk. First, the mortgagor may have difficulty servicing and repaying multiple loans. In addition, if the junior loan permits recourse to the mortgagor (as junior loans often do) and the senior loan does not, a mortgagor may be more likely to repay sums due on the junior loan than those on the senior loan. Second, acts of the senior mortgagee that prejudice the junior mortgagee or impair the junior mortgagee’s security may create a superior equity in favor of the junior mortgagee. Third, if the mortgagor defaults on the senior loan and/or any junior loan or loans, the existence of junior loans and actions taken by junior mortgagees can impair the security available to the senior mortgagee and can interfere with or delay the taking of action by the senior mortgagee. Moreover, the bankruptcy of a junior mortgagee may operate to stay foreclosure or similar proceedings by the senior mortgagee.

Applicability of Usury Laws. Title V of the Depository Institutions Deregulation and Monetary Control Act of 1980, enacted in March 1980 (“Title V”), provides that state usury limitations do not apply to certain types of residential first mortgage loans originated by certain mortgagees after March 31, 1980. The OTS as successor to the FHLBB is authorized to issue rules and regulations and to publish interpretations governing implementation of Title V. The statute authorized any state to reimpose interest rate limits by adopting before April 1, 1983, a law or constitutional provision which expressly rejects application of the federal law. Fifteen states have adopted laws reimposing or reserving the right to reimpose interest rate limits. In addition, even where Title V is not so rejected, any state is authorized to adopt a provision limiting certain other loan charges.

Consumer Protection Laws. Numerous federal and state consumer protection laws impose substantial requirements on creditors involved in consumer finance. These federal and state laws can impose specific statutory liabilities on creditors who fail to comply with their provisions and may affect the enforceability of a residential mortgage loan. Courts have imposed general equitable principles upon repossession and litigation involving deficiency balances. These equitable principles are generally designed to relieve a consumer from the legal consequences of a default.

Enforceability of Certain Provisions. Standard forms of note, mortgage and deed of trust generally contain provisions obligating the mortgagor to pay a late charge if payments are not timely made and in some circumstances may provide for prepayment fees or penalties if the obligation is paid prior to maturity.

In certain states, there are or may be specific limitations upon late charges which a mortgagee may collect from a mortgagor for delinquent payments. Certain states also limit the amounts that a mortgagee may collect from a mortgagor as an additional charge if the loan is prepaid.

Risks Related to Properties

General Economic Conditions Will Affect Proceeds Received in Respect of Properties. Adverse economic conditions and other factors, such as excessive building resulting in an oversupply of housing in a particular area, a decrease in employment reducing the demand for housing in an area, may result in depressed real estate values in a geographic area in which properties are located which could adversely affect the proceeds from the sales of such properties.

Geographic Concentration May Increase Risk of Loss Because of Adverse Economic Conditions or Natural Disasters. Certain regions of the United States will experience, weaker economic conditions, higher unemployment, weaker housing markets and lower property values. Such regions, consequently, will experience reduced rates of home sales at reduced prices as compared to the housing markets nationally and higher rates of delinquency, foreclosure and loss than on mortgage loans nationally.

Properties May Experience Delays in Liquidation. Property liquidation will depend primarily on the prevailing economic conditions in the geographic area in which the property is located, the residential real estate market in such geographic area and the ability of prospective purchasers to obtain financing. These delays could increase to the extent that housing prices and economic conditions decline.

Liquidation Expenses Will Reduce Proceeds. Liquidation expenses with respect to the properties vary directly with the underlying property value. Additionally, liquidation expenses will reduce proceeds available for repayment on the investments.

Risks Relating to Properties Acquired in Foreclosure Proceedings. When a mortgage loan is foreclosed upon, title to the related mortgaged property passes to a bidder at a foreclosure sale. However, SB 1079 provides an exception to this rule by providing certain tenants and NGOs the right to purchase property by matching or exceeding the highest auction bid. Foreclosed upon real property may have been poorly maintained or damaged. The longer a property sits unoccupied prior to acquisition in a foreclosure sale, the greater the likelihood of additional damage being incurred and the cost of maintenance increases.

Risks Related to Wedgewood Loan Assets

General Economic Conditions Will Affect Proceeds Received in Respect of Wedgewood Loan Assets. General adverse economic conditions also affect mortgagors' ability to pay principal and interest on their mortgage loans, as well as the ability of Wedgewood Loan Assets to liquidate non-performing mortgage loans. Loss of earnings, reduction of available credit, illness and other similar factors lead to an increase in delinquencies and bankruptcy filings by mortgagors.

Government Actions May Affect Foreclosures. The federal government, state and local governments, consumer advocacy groups and others continue to urge servicers to be aggressive in modifying mortgage loans to avoid foreclosure and have proposed and enacted numerous laws, regulations and rules relating to mortgage loans generally, including the servicing of mortgage loans, and foreclosure actions particularly. Any of these laws, regulations and rules may provide new defenses to foreclosure or otherwise delay the foreclosure process, insulate the Servicers from liability for modification of loans or result in limitations on upward adjustment of mortgage interest rates, reduced payments by mortgagors, permanent forgiveness of debt, increased prepayments due to the availability of government-sponsored refinancing initiatives and/or increased reimbursable servicing expenses, all of which are likely to result in delays and reductions in the repayment on the investments.

Risks Related to Rental Properties

Real Estate Ownership Risks in General. The Funds will be impacted by the performance of the residential and commercial real estate market. The value of the Funds' real estate portfolio is expected to be affected by the risks inherent in the ownership of real estate assets.

Investments in Distressed Assets. Wedgewood will, from time to time, make real estate investments in residential or commercial properties that are experiencing, or are expected to experience, severe financial difficulties, including weak financial conditions, poor operating results, substantial financing needs, negative net worth and/or special competitive problems. Portfolio investments of this type may involve substantial financial, legal and business risks that can result in substantial, or at times even total, losses.

Investments in Highly Leveraged Properties. Real estate investments in leveraged residential and commercial properties involve a number of significant risks. Leveraged properties may have limited financial resources and may be unable to meet their debt obligations. Such developments may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of realizing any guarantees that it may have obtained in connection with its investment.

Inaccurate appraisals may negatively impact the rental business. Appraisals may prove to be insufficiently supported or incorrect. This may result in poor investment returns and may negatively affect the Funds' ability to make repayment of the investments.

Rental returns and loss rates on real estate investments are uncertain. WAM cannot predict what the long-term rates of return will be on any given real estate investment, which could increase or decrease as a result of factors beyond the control of WAM. Such factors include prevailing interest rates, the rate of unemployment, the level of consumer confidence, decline in property values, degradation of specific properties, the value of the U.S. dollar, energy prices, changes in consumer spending or sentiment, the number of personal bankruptcies, disruptions in the credit markets and other factors.

Real estate investments are subject to indirect or direct environmental risks. Environmental issues affect the operation or value of the residential and commercial properties underlying the Operating Business Lines. If toxic environmental contamination is discovered to exist on a property underlying a real estate investment, such contamination might affect the viability of and returns generated by such property, and the associated real estate investment could, in turn, be devalued or become worthless.

Real estate investments are subject to risks of natural disasters, terrorist acts and similar dislocations. In the event of a natural disaster, or upon an incident of war, riot or civil unrest, or terrorism the impacted country or region may not efficiently and quickly recover from such event, which can have a material adverse effect on the Operating Business Lines' real estate investments.

Conflicts of Interest. Conflicts of interest arise with respect to WAM based upon the common ownership of WAM, the Funds and Wedgewood and the Funds' intention to solely provide financing to Wedgewood.

Conflicts of interest arise with respect to WAM based upon the Funds' intention to solely finance Wedgewood. Due to the common ownership of the Funds and Wedgewood, there can be no assurance that the Funds will negotiate on an "arms-length" basis consistent with market practices, and no assurance can be given that the investments made by the Funds to Wedgewood will be on terms that might be achieved by an unaffiliated lender.

The Firm, Wedgewood, and other entities managed by the Firm and/or Wedgewood in the future engage in transactions directly with the Funds, and sell or acquire the same, or comparable, positions as those that the Funds are acquiring or selling at or about the same time. Other entities directed by Wedgewood are given

priority or exclusive access to certain positions and certain of such entities may materially outperform the Funds.

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 refer to the Funds' offering documents and consult with their own advisers before deciding to invest. In addition, as the Funds' and Wedgewood's investment programs develop and change over time, an investment in the Fund will be subject to additional and different risk factors not discussed herein.

ITEM 9: DISCIPLINARY INFORMATION

Neither WAM nor any of its management persons have any reportable disciplinary events to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Item 10.A. *Broker-Dealer Activities*

Not applicable. Neither WAM, nor any of its management persons, are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Item 10.B. *Commodity or Futures Industry Affiliations*

Not applicable. Neither WAM, nor any of its management persons, are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Item 10.C. *Affiliate Relationships*

As outlined in Items 5.A and 8.A, the Funds' investment strategies are to provide capital to Wedgewood. In addition, certain of the Principals manage the Operating Business Lines and may manage additional affiliates in the future. This creates a conflict of interest as the Operating Business Lines and the Principals are compensated and benefit as a result of the investments from the Funds. However, the Firm and its investment personnel manage the Funds' investments in accordance with their investment strategies and offering documents, as well as the Firm's fiduciary duty to the Funds to mitigate this conflict of interest.

As outlined in the Firm's Form ADV Part 1, the Firm is affiliated with real estate brokerages. These brokerages are under common control with the Firm. As the Funds' investments are used to finance Wedgewood, these brokerages and associated personnel are compensated and benefit as a result of the investment from the Funds. As noted above, the Firm and its investment personnel manage the Funds' investments in accordance with their investment strategies and offering documents, as well as the Firm's fiduciary duty to the Funds to mitigate this conflict of interest.

Item 10.D. *Investment Adviser Recommendations*

Not applicable. WAM does not recommend or select other investment advisers for the Funds.

Item 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Item 11.A. *Code of Ethics Generally*

Our firm has a fiduciary duty under the Advisers Act to act in the best interest of our clients. All of our personnel must put the interests of our clients – our Funds - before their own personal interests to the extent required by the Advisers Act and must act honestly and fairly in dealings with our Funds. All of our personnel must also comply with all other applicable securities laws.

To promote our fiduciary duties and legal obligations, WAM's personnel are required to adhere to policies regarding gifts and entertainment, outside business activities and other conflicts of interest, and political contributions. WAM's Code of Ethics also requires Employees to pre-clear any purchases or sales in any security of an issuer on the Firm's restricted list, including contemplated investments on behalf of the Funds, and/or any investments where material non-public information may be gained, in any of his or her personal accounts. Additionally, employees are subject to strict periodic reporting requirements regarding personal securities transactions and holdings and must annually acknowledge in writing that they have received and read a copy of the Code of Ethics.

A copy of the Firm's Code of Ethics is available to Clients, Investors and prospective Investors upon request at wedgewoodcompliance@wedgewood-inc.com.

Items 11.B through Item 11.D. *Participation or Interest in Client Transactions and Related Person Transactions*

To minimize conflicts of interest, and to maintain WAM's fiduciary duty to the Funds, the Firm has established policies to monitor the following types of transactions.

Participation or Interest in Client Transactions

The Funds' sole purposes and investment strategies are to provide capital to Wedgewood, for whom certain Principals act as officers and have a beneficial interest in. Furthermore, WAM, its affiliates, the Principals, and/or employees make investments in the Fund alongside third party investors. These conflicts of interest are outlined in the Funds' offering documents, and by signing the subscription documents and becoming an Investor in the Funds, Investors acknowledge that they have received and understand the conflicts of interest.

In addition, as outlined earlier in the Brochure, WAM employees are required to abide by the Firm's personal trading policy, including the requirement to obtain the Chief Compliance Officer's pre-approval for any transactions in private securities, and the Firm manages the Funds in accordance with their investment strategies and offering documents, as well as the Firm's fiduciary duty to the Funds to minimize these conflicts of interest.

Principal Transactions

The Firm through the Funds and Wedgewood LLC, from time to time, will engage in principal transactions. In such cases, consent will be obtained by approval of the Funds' Advisory Boards, or any other method consistent with disclosures made in the Client's offering documents.

ITEM 12: BROKERAGE PRACTICES

Item 12.A.1. *Research and Other Soft Dollar Benefits*

The Funds invest primarily in private investments. As such, the Firm does not currently utilize any broker-dealers or intend to utilize any broker-dealers in the future. However, as set forth in the Funds' governing documents, WAM retains full discretion to determine the broker or dealer to be used for each securities transaction for the Funds' accounts should the Firm need to utilize a broker-dealer in the future. In such a situation, the Firm shall seek to obtain best execution for the Funds by placing orders for the purchase and sale of securities with brokers and dealers based on the Firm's evaluation of the ability of the broker or dealer to execute orders in a prompt and effective manner as well as a consideration of factors as, including but not limited to, the financial stability and reputation of brokerage firms, and the brokerage or other services provided by such brokers. WAM does not currently engage in the use of soft dollars.

Item 12.A.2. *Brokerage for Client Referrals*

Not applicable. WAM does not participate in selecting or recommending broker-dealers in exchange for client referrals.

Item 12.A.3. *Directed Brokerage*

Not applicable. WAM does not allow directed brokerage by Clients.

Item 12.B. *Aggregation and Allocation*

WAM recognizes its duty to treat all clients fairly and equitably. WAM plans to allocate investment opportunities that are appropriate for more than one Client according to policies designed by the Firm to distribute investment opportunities on a fair and equitable basis guided by attributes of each specific investment opportunity and Client.

WAM does not anticipate trading public securities, however, should the Firm trade public securities and the Firm determines to buy or sell the same security on behalf of more than one Client, it may aggregate (to the extent permitted by applicable law and regulations) the securities to be purchased or sold in order to seek more favorable prices, lower brokerage commissions or more efficient execution. In such case, WAM will place an aggregate order with the broker on behalf of all such accounts to confirm that accounts for which no directed brokerage arrangement is in place are treated fairly; provided, however, that trading shall be reviewed periodically to confirm no client is systematically disadvantaged by this policy. The Firm will determine the appropriate number of securities to place with brokers and will select the appropriate brokers based upon the determination of who will likely provide best execution.

ITEM 13: REVIEW OF ACCOUNTS

Item 13.A. and 13.B. *Review of Accounts*

Fund portfolio investments are continuously reviewed by a team of investment professionals. WAM's investment personnel actively monitor the Funds' portfolio monthly. WAM's Director of Investor Relations is responsible for investment decisions for the Funds.

Item 13.C. *Client Reports*

Investors in each Fund will receive a copy of the Fund's audited financial statements within 120 days after the Fund's fiscal year end. In addition, investors in each Fund will typically receive written quarterly capital account statements and portfolio updates regarding their Fund investments.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A. *Other Compensation*

Not applicable. WAM does not receive a direct economic benefit from any third party for providing investment advice or other advisory services to any Clients.

Item 14.B. *Client Referrals*

Not applicable. WAM does not currently compensate any person, directly or indirectly, for Client referrals.

ITEM 15: CUSTODY

Under Rule 206(4)-2 of the Advisers Act (the “**Custody Rule**”), WAM is deemed to have custody of the cash and/or securities of the Funds. WAM is exempt from many of the requirements of the Custody Rule because (i) the Funds are audited in accordance with U.S. generally accepted accounting principles on an annual basis by an independent public accountant that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board, and (ii) the Firm distributes the Funds' audited financial statements to Investors within 120 days of the Fund's fiscal year end.

ITEM 16: INVESTMENT DISCRETION

WAM has full discretion to manage the Funds. This authority is granted pursuant to the Funds' governing and offering documents. Individual Investors will grant authority to the Funds to enter into or be party to an investment management agreement with WAM by signing a subscription agreement.

ITEM 17: VOTING CLIENT SECURITIES

WAM has voting authority because it has discretionary authority over the securities held by Clients. Although it is unlikely that WAM will receive proxies due to the nature of its investments in Wedgewood, the Firm understands its fiduciary responsibility to monitor corporate events, to vote proxies and cast votes in the best economic interests of its Clients, and to not put Client interests second to its own economic interests. As such, WAM has adopted proxy voting policies and procedures in the event it may vote proxies on behalf of the Client in the future. The Firm's proxy voting policies and procedures are available upon request at wedgewoodcompliance@wedgewood-inc.com.

ITEM 18: FINANCIAL INFORMATION

Item 18.A. *Balance Sheet*

Not applicable. WAM does not require nor solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance.

Item 18.B. *Financial Condition*

WAM is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to the Funds.

Item 18.C. *Bankruptcy Petitions*

Not applicable. WAM has not been the subject of a bankruptcy petition during the past ten years.