

RAIT PARTNERSHIP, LP

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This brochure provides information about the qualifications and business practices of RAIT Partnership, LP. If you have any questions about the content of this brochure, please contact us at 215-243-9000 or alaren@raitft.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about RAIT Partnership, LP also is available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

This brochure, dated March 31, 2013, represents the annual update to the brochure of RAIT Partnership, LP dated March 31, 2012. Material changes from our last annual update include (i) changes in the identity and description of certain of our affiliates; (ii) updates to our client referrals and other compensation disclosure; and (iii) updates to our voting client securities disclosure.

This is only a summary of the material changes since the date of the last annual update of the brochure of RAIT Partnership, LP.

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RAIT Partnership, LP (“we” or “us” or “our” or “RAIT Partnership”) is an investment adviser that is registered with the SEC under the Investment Advisers Act of 1940 (“Advisers Act”). This registration does not imply a certain level of skill or training. This brochure explains the collateral management services we provide to issuers of Collateralized Debt Obligations (collectively, the “advisory business”), and provides important information about us.

ADVISORY BUSINESS

RAIT Partnership was established in 1997 and serves as an investment adviser to and collateral manager for issuers of Collateralized Debt Obligations (“CDOs”). Our principal business is serving as the operating partnership for a publicly traded REIT, RAIT Financial Trust. Our investment advisory business involves providing asset management services to CDO issuers through recommendations regarding the structuring of the CDO’s portfolio of collateral securities as well as ongoing reviews of the portfolio pursuant to the CDO’s indenture and collateral management agreement. This section of the brochure describes our advisory business, including:

- Our ownership structure;
- The types of advisory services we provide; and
- The amount of assets that we manage.

A. Ownership Structure

RAIT Partnership is organized as a Delaware limited partnership. We are an indirect wholly owned subsidiary of RAIT Financial Trust, which is publicly owned and traded on the New York Stock Exchange (Ticker Symbol: RAS). RAIT General, Inc., which is organized as a Maryland corporation, is our sole General Partner and owns 1% of our outstanding ownership interests. RAIT Limited, Inc. is our sole limited partner and is organized as a Maryland corporation. RAIT Limited, Inc. owns 99% of our outstanding ownership interests.

B. Advisory Services

RAIT Partnership’s advisory business exclusively consists of providing collateral management services to issuers of Collateralized Debt Obligations (CDOs). A CDO is generally a structured product that issues debt obligations to borrow money and secures or collateralizes the debt obligations with a portfolio of securities. A CDO’s value and payments are derived from the portfolio of underlying securities (i.e., the collateral or “portfolio”). RAIT Partnership recommends securities to collateralize the debt obligations of a CDO and provides an ongoing review of the CDO’s underlying portfolio of securities. The following is an explanation of the advisory services that we provide.

RAIT Partnership selects all collateral securities to be acquired by the CDO. We supervise and direct: (i) the investment of all proceeds received from the issuance of debt obligations by the CDO’s issuer; and (ii) the reinvestment of sale proceeds from collateral assets. Our collateral management services involve facilitating the acquisition and settlement of collateral assets. We also exercise any rights or remedies with respect to collateral assets. Collateral assets for the CDOs we advise may include loans, Real Estate Investment Trust (REIT) debt securities, and other preferred equity securities.

- We strive to tailor our advisory services to the individual needs of each CDO issuer. We generally permit CDO issuers to impose reasonable restrictions on investment of the portfolio in certain securities or types of securities. We will consider a restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage a CDO’s portfolio in accordance with the investment strategy and guidelines for that CDO. We review all investment guidelines and discuss them with the relevant CDO issuer. We also provide our advisory services consistent with the description of our duties in each CDO’s offering memorandum and the reasonable investment restrictions, if any, imposed by the Trustee of a CDO or the CDO’s.

C. Assets Under Management

As of December 31, 2012, RAIT Partnership had \$1.99 billion in assets under management, all of which were managed on a discretionary basis.

FEES AND COMPENSATION

A. Collecting Our Advisory Fees

RAIT Partnership is open to discussing with any CDO issuer the manner in which they would like to be charged and pay our fees.

Our fees are negotiable and generally payable monthly in arrears. Fees are billed directly to the issuer of a CDO and are not deducted from the collateral assets managed on behalf of a CDO. Occasionally our clients seek to pay their fees via a retainer, and we may accommodate such requests in our sole discretion. In such cases, the issuer of a CDO may terminate the collateral management agreement before its termination date and receive refunds of unearned retainers or prepayments of fees based on the time and expenses incurred by RAIT Partnership through the termination of the collateral management agreement, or as otherwise determined and/or specified in the relevant transaction documents.

Because our fees are negotiable, the actual fee an issuer pays with respect to a CDO or group of CDOs may be different than the fees other CDOs pay. CDO issuers should refer to their relevant collateral management agreement with us and/or other transaction documentation, for the specific level of fees payable by the issuer. After we enter into a collateral management agreement or other agreement with the issuer of a CDO, we will only modify our fees as permitted under that agreement and applicable law.

B. Other Third Party Non-Advisory Fees and Expenses You May Incur

As with other investment accounts, the CDOs to which we provide advisory services will incur fees and expenses, other than our advisory fees, when RAIT Partnership manages the collateral assets. Examples of these other costs and expenses may include: custodian fees; administrative fees; sales charges; interest charges; and other investment advisory fees.

A CDO will not incur brokerage fees in connection with our collateral asset management services because all transactions will be executed through riskless principal transactions. Thus, the CDOs we manage do not incur brokerage commissions on the acquisition or disposition of their collateral assets. However, riskless principal transactions are frequently executed with a spread, or mark-up, the cost of which will be borne by the respective CDO for which the transaction was executed. In the event that we execute a transaction for CDOs with an affiliated broker dealer, RAIT Partnership would pay any fees associated with such transactions such that no brokerage fees would be charged to the CDO and any placement and trading services performed by this affiliated broker would not result in any fees to the relevant CDO. Please refer to the "Brokerage Practices" section below for a more detailed discussion of RAIT Partnership's brokerage practices.

C. Obtaining a Refund for Fees Paid in Advance

As described in more detail above, RAIT Partnership's fees may be payable monthly in arrears, or through a retainer or prepayment arrangement. If paid in advance, our fees would be refunded on a pro-rated basis in the event of the early termination of the CDO's collateral management agreement. Typically, refunds of prepaid advisory fees are pro-rated based on the number of days remaining in the applicable billing period when the CDO's collateral management agreement is terminated. However, any refunding would take place pursuant to the relevant written agreement. Clients should refer to their agreement(s) with us and other relevant transaction documentation for a complete understanding of when

and how refunds are determined. If there are any questions regarding refunds, please contact us at the telephone number provided on the cover page to this brochure.

D. Sales Compensation

Neither RAIT Partnership nor any of our employees accepts compensation for the sale of securities or other investment products.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

RAIT Partnership does not charge any performance-based fees (i.e. fees based on a share of capital gains or capital appreciation of the collateral assets). For more detailed information on how our fees are calculated, please refer to the applicable CDO's offering memorandum.

"Side-by-side management" refers to our simultaneous management of the portfolios of different CDOs. For example, RAIT Partnership, as a collateral manager to CDO issuers, purchases collateral securities for each CDO based on our customary standards, policies and procedures, as well as each CDO's collateral management agreement, indenture, and other relevant transaction documents. There are instances where the purchase or sale of a particular collateral asset would be suitable or appropriate for more than one CDO client and RAIT Partnership must determine the most equitable manner in which to allocate such investment opportunity among eligible CDOs. Additionally, we may make investment recommendations and decisions for CDOs that may be the same as or different from those made with respect to another CDO's portfolio. Such side-by-side management gives rise to a variety of potential and actual conflicts of interest for RAIT Partnership, our employees and our supervised persons. Note that we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat each CDO issuer fairly and to prevent any CDO or group of CDOs from being systematically favored or disadvantaged. RAIT Partnership has adopted trade allocation policies which have been designed to equitably allocate investment opportunities and treat all clients of RAIT Partnership and its affiliates fairly. Please see "Brokerage Practices" below for an explanation of our Trade Allocation Policies.

TYPES OF CLIENTS

RAIT Partnership provides advisory services exclusively to CDO issuers. RAIT Partnership requires each issuer to enter into a collateral management agreement prior to providing advisory services. RAIT Partnership does not require its clients to establish or maintain a minimum account balance; however, we may decline to accept a potential CDO issuer for any reason and in our sole discretion.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

RAIT Partnership invests CDO portfolios in fixed income securities, including loans (e.g. mortgage backed-securities and other interests in pools of mortgages), REIT debt securities, and preferred equity securities in compliance with the guidelines and investment restrictions set forth in the CDO's collateral management agreement, indenture, and other relevant transaction documents. Our security selection process involves a credit-focused analysis of the issuing entity and the risks posed by the relevant security.

The loans in which we invest a CDO's portfolio generally consist of commercial mortgage loans or interests in commercial mortgage loans or mezzanine loans. Commercial mortgage loans are generally secured directly or indirectly by commercial property and may entail risks of loss, delinquency and foreclosure that are greater than similar risks associated with loans made on the security of single family residential property. Mezzanine loans represent loans secured by, among other things, one or more direct or indirect ownership interests in an entity that owns, operates or controls, directly or through subsidiaries or affiliates, one or more commercial properties.

REIT debt securities are generally unsecured and may be subordinated to other obligations of the obligor. Obligors of REIT debt securities generally are permitted to invest solely in real estate or real estate related assets.

Preferred equity securities are securities providing for regular payments of dividends or other distributions, representing equity interests in an entity that is a borrower under a mortgage loan secured by commercial properties. Preferred equity securities are generally senior with respect to the payments of dividends and other distributions, redemption rights and rights upon liquidation to such entity's common equity.

Fixed income securities carry certain risks, such as liquidity risk, default risk, credit risk, call risk, interest rate risk and prepayment risk. Brief descriptions of these risks can be found below. Additional information regarding these risks, as well as more detailed descriptions of the types of securities and investments in which a CDO, to which we provide advisory services, may invest can be found in the relevant CDO's offering circular which is made available to each CDO investor upon request.

Liquidity risk represents the risk that trading opportunities are more limited for fixed-income securities that have received credit-ratings below investment-grade or that are not widely held.

Default risk results because some, if not all, of the CDO's underlying investments have credit profiles below investment grade. Accordingly, such investments may experience higher default rates than comparable securities with higher credit ratings.

Credit risk is the possibility that an issuer will default on a security by failing to pay interest or principal when due. As noted above, non-investment grade securities generally have a higher default risk than investment-grade securities. If an issuer defaults, the CDO will lose money. Many fixed-income securities generally compensate for greater credit risk by paying a higher interest rate. The difference between the yield of a security and the yield of a U.S. Treasury security or other appropriate benchmark with a comparable maturity (the spread) measures the additional interest paid for the risk.

Call risk consists of the possibility that an issuer may redeem a fixed-income security before maturity (a call) at a price below (or above) its current market price. An increase in the likelihood of a call may reduce the security's price. If a security held by the CDO is called, we may have to reinvest the proceeds in other fixed-income securities with lower interest rates, higher credit risks or other less favorable characteristics.

Prices of fixed-income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed-income securities fall. However, market factors, such as the demand for particular fixed-income securities, may cause the price of certain fixed-income securities to fall while the prices of other securities rise or remain unchanged.

Investment in certain fixed income securities, such as mortgage-backed securities, may present prepayment risks. Unlike traditional fixed-income securities, which pay a fixed rate of interest until maturity (when the entire principal amount is due), payments on mortgage-backed securities include both interest and a partial payment of principal. Partial payment of principal may be comprised of scheduled principal payments as well as unscheduled payments from the voluntary prepayment, refinancing, or foreclosure of the underlying loans. These unscheduled prepayments of principal create risks that can adversely affect a CDO holding mortgage-backed securities.

Investing in securities involves risk of loss that the issuer of the CDO should be prepared to bear. RAIT Partnership does not guarantee or represent that our investment program or advice will be successful or enhance returns. Our past results are not necessarily indicative of our future performance and our investment results may vary over time. We cannot assure issuers of CDOs that our investments of the CDO's portfolio will be profitable, and in fact, a CDO issuer could incur substantial losses.

DISCIPLINARY INFORMATION

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of RAIT Partnership or the integrity of our management. We have not been subject to any legal or disciplinary event that would require disclosure under applicable SEC rules.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

This section of our brochure describes the activities and relationships that RAIT Partnership and our management engage in or have with other financial industry participants. RAIT Partnership provides advisory services and collateral management as described above in “Advisory Business.”

A. Affiliated Broker-Dealers and Investment Advisers

RAIT Partnership is affiliated through common ownership by RAIT Financial Trust, with Taberna Capital Management, LLC, a registered investment adviser (“Taberna”) and Independence Realty Securities, LLC, a registered broker-dealer (“IR Securities”). These registrations do not imply a certain level of skill or training.

Like RAIT Partnership, Taberna provides investment advisory and collateral management services exclusively to issuers of CDOs. IR Securities serves as the distributor for REITs and limited partnerships.

RAIT Partnership and our commonly controlled affiliates share investment research and information, but each entity also obtains and uses independent research and information in the performance of its respective advisory business. RAIT Partnership’s relationships with IR Securities and Taberna may create certain conflicts of interest. However, as established in our Code of Ethics, the primary duty and responsibility of RAIT Partnership and its employees is to our clients, CDO issuers, and their best interests. Additionally, RAIT Partnership has broker selection policies in place requiring that our selection of a broker-dealer be consistent with our duties of best execution, and subject to any additional restrictions in the collateral management agreement or other regulatory proscriptions. Please see “Brokerage Practices” for additional information on RAIT Partnership’s broker selection process.

B. Other Relationships

RAIT Partnership, and our affiliates, may have economic interests (including equity ownership interests) in the issuers of the CDOs to which we provide advisory services. Such ownership interests may put our interest at odds with the interests of the CDO investors, and could incentivize us to take actions that could negatively impact CDO investors including approving, or causing the CDO issuer to approve, making more speculative investments in collateral assets than the CDO issuer would otherwise make in the absence of such economic interests.

We, and our affiliates also may have equity and other investments in, and may be lenders to, and may have other ongoing relationships with, the obligors of the collateral assets in which a CDO invests, or the underlying commercial mortgage loans of a CDO’s portfolio. In addition, RAIT Partnership and/or our affiliates may invest in securities (or make loans) that are senior to, or have interests different from or adverse to, the CDO’s collateral assets. In particular, we may purchase collateral assets for a CDO with respect to which one or more of our affiliates hold equity ownership interests. Additionally, we and/or our affiliates may have economic interests in or other relationships with, obligors (or their service managers) of collateral assets that are different than those of the CDO’s issuer. In particular, we and/or our affiliates, may make or hold an investment in an issuer’s securities that may be *pari passu*, senior or junior in ranking to an investment in such issuer’s securities made or held by the CDO or in which partners, security holders, officers, directors, agents or employees of such persons serve on boards of directors or otherwise have ongoing relationships. Each of such ownership interests and other relationships, including the possible ownership by RAIT Partnership and/or our affiliates of securities of different ranking and with different rights than those held in the CDO portfolio, may result in securities laws restrictions on transactions in such securities by the CDO issuer and otherwise create conflicts of interest for the CDO

issuer. In such instances, RAIT Partnership and/or our affiliates may in their discretion make investment decisions that may be the same as or different from those made with respect to the CDO's portfolio.

Generally neither the relevant indenture nor collateral management agreement prevent us, or our affiliates, from rendering services of any kind (and receiving fees for such services) to the obligor of any CDO collateral asset, the Trustee of the CDO, the CDO's investors, or any other entity. Our affiliates may serve as collateral manager, general partner, or portfolio manager of other investment vehicles which issue securities and are organized to invest in assets which may include or are similar to a CDO's collateral assets. Our affiliates may, from time to time, seek to purchase and/or dispose of any security for any investment entity for which it serves in one of the foregoing capacities while simultaneously consulting with us in connection with any possible disposition of a CDO's collateral assets. In connection with such sales, we may allocate the relevant sales of collateral assets among such other entities while consulting with the CDO's issuer regarding the disposition of collateral assets in its discretion.

RAIT Partnership and our affiliates may have our partners, security holders, officers, directors and agents or employees serve on boards of directors or have other ongoing relationships with issuers of securities in which a CDO invests. RAIT Partnership and our affiliates may, in our discretion, make investment decisions that may be the same as or different from those made with respect to the relevant CDO's investments. For example, we may make investments on behalf of a CDO in securities or other assets that we have declined to invest in for our own account or the accounts of other CDOs. As disclosed in the relevant collateral management agreement, in making such investments, we, nor any of our affiliates, have any duty to act in a way that is favorable to the CDO issuer or the CDO's investors. We also do not have any duty to offer any investment to the CDO issuer or to inform the CDO issuer of any investment opportunity before offering such investment to, or making any investment on behalf of us, our affiliates, or other accounts or CDOs managed by us or our affiliates. The collateral management agreement does not prevent us or any of our affiliates from rendering services of any kind to the issuers in whose obligations or securities the CDO may invest.

RAIT Partnership and/or our affiliates may engage in principal transactions with the issuer of the CDO provided we obtain prior consent of an advisory committee which may contain one or more members with which we are affiliated, and at least one member independent from us. The affirmative consent of the independent member will be required in order to engage in such direct trades.

Under a collateral management agreement, we may have the right to effect client cross-transactions between the CDO issuer and another account advised by us or our affiliate.

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

RAIT Partnership has established a Code of Ethics. The primary duty and responsibility of RAIT Partnership and its employees is to CDO issuers and their best interests. We are dedicated to building and maintaining a reputation synonymous with the highest standards of integrity, conduct and professional execution in pursuit of these goals. Any conduct which could compromise these objectives or has an appearance of impropriety will be considered a severe transgression of an employee's duties and obligations to RAIT Partnership. In order to prevent actual or any appearance of trading on inside information, all employees of RAIT Partnership interested in trading securities for their own accounts (including accounts of their family members and affiliates) must also adhere to strict guidelines. Trading by employees is monitored on an ongoing basis and our Code of Ethics and related compliance procedures are designed to reasonably prevent conflicts of interest between our employees and our clients. RAIT Partnership will provide a copy of our Code of Ethics to any client or prospective client upon request.

Although the Code of Ethics permits investment personnel to trade in securities, including those that could be recommended as collateral assets, it does contain significant safeguards designed to protect CDO issuers from abuses in this area such as requirements to obtain the prior approval, for any securities transaction (including in a limited or non-public offering) in a security on the restricted list maintained by

the CCO, of the Chief Compliance Officer (“CCO”) or, in his or her absence, a designee of the CCO. RAIT Partnership and our affiliates may recommend securities in which we or a related party invest or have a material financial interest. Additionally, we may recommend securities to CDO issuers at or about the same time that we or a related party buy or sell the same securities for ourselves or for another client. These and related conflicts of interests are discussed above in “Other Financial Industry Activities and Affiliations – Other Relationships.”

Among other policies, the Code of Ethics and related policies and procedures contain restrictions on insider trading, misuse of client information, serving on boards of directors of publicly traded companies by investment personnel, and receiving/giving gifts and entertainment.

BROKERAGE PRACTICES

A. Research and Other Soft Dollar Benefits

RAIT Partnership does not receive research or other products or services other than execution from a broker-dealer or third party in connection with securities transactions for the collateral assets.

B. Brokerage for Client Referrals and Directed Brokerage

RAIT Partnership does not direct securities transactions to any broker-dealer in exchange for client referrals.

C. Trade Aggregation or Allocation Policy

RAIT Partnership, as a collateral manager to CDO issuers, purchases collateral for each CDO based on the applicable collateral management agreement and indenture, as well as any stated objectives, guidelines, credit quality and compliance criteria established for each CDO. Sales of collateral would in most cases be undertaken because of an adverse change in credit risk or to ensure satisfaction of indenture compliance criteria including overall rating and diversification standards which may differ among CDOs. For these reasons RAIT Partnership does not generally engage in aggregated purchase or sale orders of securities for CDOs with a view toward allocating any such aggregated purchase or sale order among CDOs.

There are, however, instances where the purchase or sale of a particular item of collateral would be suitable or appropriate for more than one CDO and RAIT Partnership must determine the most equitable manner in which to allocate such investment opportunity among eligible CDOs. RAIT Financial Trust maintains an allocation policy that is applicable to all affiliated advisers, including RAIT Partnership. In summary, that policy specifies that each investment opportunity will be evaluated and approved through processes managed by a management investment committee (“MIC”). The MIC will analyze how to allocate the investment opportunity, using a screening process to determine potential suitability based upon objective and subjective criteria contained in RAIT Financial Trust’s and each CDOs offering memorandum. That screening criteria may include availability of capital, transaction size, investment process (timeframes), leverage, geographic location, property type, physical characteristics, return hurdles, and various other portfolio considerations. Subjective criteria may include risk profile, return targets and the suitability of a transaction to portfolio diversification objectives. When only one CDO or other potential investor advised by an affiliated adviser meets the criteria, the investment opportunity will be allocated to that CDO/investor. When two or more CDOs/potential investors meet the criteria, the MIC will offer the investment opportunity to the relevant entity that has had the longest period of time elapse since it was last offered an investment opportunity by the MIC. The MIC will maintain a rotation list, listing each entity in the order of the length of time since an investment opportunity was allocated to such entity, documenting the criteria for each investment opportunity analyzed, when and to which entity each investment opportunity was offered and whether such offer was accepted or rejected. Priority positions on the list will be continuously updated so that the CDO/entity with the longest elapsed time period since being allocated an investment opportunity among those entities meeting the criteria holds the highest priority position.

RAIT Partnership periodically reviews the aggregate allocation of the CDOs transactions among broker/dealers and the aggregate amount of commissions paid. Upon request, we will provide the aggregate allocation information relating to such CDO's transactions. Compliance personnel review the trade allocation policies annually with senior trading and investment management personnel. We will furnish a copy of the trade allocation policies upon request.

REVIEW OF ACCOUNTS

A. Account Reviews

We review the collateral securities held by the CDOs on an ongoing basis, but at least quarterly. The Executive Vice President-Portfolio & Risk Management of RAIT Partnership, and/or personnel reporting to such officer, participates in each of these reviews. The parameters and instructions for such reviews are generally determined in accordance with the CDO's indenture and collateral management agreement. We review the CDO portfolio's performance to determine whether such securities continue to perform in accordance with their terms.

B. Reports to Clients

Pursuant to the terms of the relevant collateral management agreement, we will monitor a CDO's collateral assets on behalf of the issuer, and on an ongoing basis, will provide to the CDO issuer, trustee, or collateral administrator all information and data which is generated by or timely received by us and which is either required under the indenture to be delivered to the issuer, trustee or collateral administrator or is otherwise requested by such parties in order to prepare reports or other necessary certificates and documents. Our reporting obligations are generally set forth in the collateral management agreement with each CDO issuer.

In addition to the above reports, RAIT Partnership generally will provide our clients with reasonable, periodic access to our investment personnel through conference calls or other reasonably agreed upon means to discuss their accounts or RAIT Partnership's services and any questions regarding their accounts or our services.

CLIENT REFERRALS AND OTHER COMPENSATION

RAIT Partnership and its employees may not enter into any arrangements involving the payment of referral fees to any individual or entity without the express written authorization of the Chief Compliance Officer or his or her designee.

Payment-of referral fees to persons who solicit advisory clients is permitted only in accordance with Rule 206(4)-3 ("Cash Solicitation Rule"). The solicitor cannot be a person subject to orders, convictions or findings of conduct in violation of certain stipulated securities laws, sometimes referred to as the "bad boy" conduct rules. RAIT Partnership and the solicitor must enter into a written agreement. No further requirements apply to solicit for impersonal advisory services. A solicitor who is a partner, employee, etc. of the adviser (or an affiliate) must disclose such status to clients at the time of the solicitation or referral.

RAIT Partnership currently has no arrangements under which third parties may be compensated, directly or indirectly, for referring clients to RAIT Partnership. RAIT Partnership's employees may be compensated for referring clients. Any such referral arrangements will be described in RAIT Partnership's disclosure documents.

CUSTODY

RAIT Partnership does not have “Custody” of client assets for purposes of Rule 206(4)-2 of the Advisers Act.

INVESTMENT DISCRETION

As described above in “Advisory Business” RAIT Partnership has discretionary authority with respect to its collateral management services provided to CDOs on behalf of their issuers. Before assuming this authority, CDO issuers must grant this discretionary authority to RAIT Partnership in writing via a contract, power of attorney and/or through an appointment to provide collateral management services to a CDO. Generally this is achieved through the collateral management agreement. In all cases RAIT Partnership works to tailor our services to the individual needs of each CDO issuer and therefore such discretion is to be exercised in a manner consistent with the relevant CDO.

While some restrictions and objectives are described in the CDO’s indenture and collateral management agreement, CDO issuers must deliver any additional investment guidelines and restrictions to RAIT Partnership in writing, and we will adhere to such guidelines and restrictions when making investment decisions. Such guidelines may include reasonable restrictions on investment in certain securities or types of securities. We will consider a restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage the collateral assets in accordance with the investment strategy and guidelines for that CDO. RAIT Partnership’s investment discretion is exercised in a manner consistent with the stated investment objectives, policies, guidelines and restrictions/limitations for a particular CDO. Examples of restrictions or limitations include prohibitions on investing in securities issued by companies affiliated with the CDO issuer; prohibitions on investing in securities of RAIT Partnership or our affiliates; and prohibitions against engaging in certain investment-related techniques such as soft dollars.

VOTING CLIENT SECURITIES

RAIT Partnership generally does not invest in voting equity securities on behalf of clients. RAIT Partnership may have the authority to exercise voting rights and act on corporate actions in connection with securities owned by the Fund(s) it manages. RAIT Partnership shall exercise such authority in the best interest of the relevant Fund and consistent with any other policy details disclosed in such Fund’s Offering Documents. If a vote or corporate action presents a conflict of interest for RAIT Partnership, RAIT Partnership will make its recommendation to the MIC and will vote or act accordingly, unless directed otherwise by the MIC.

The CCO is responsible for ensuring that all decisions with regard to voting of securities held by CDOs are made in accordance with these policies and procedures.

Conflicts of interest may arise between the interests of RAIT Partnership and the interests of the CDO issuer when voting such securities. A conflict of interest may exist, for example, if RAIT Partnership or any of our affiliates has a business relationship with either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote. We seek to avoid material conflicts of interest through our participation in the investment committee, which makes an objective and independent determination in a consistent manner across client accounts, based on internal and external research recommendations provided by a third party vendor, and without consideration of any client relationship factors.

The CCO will maintain a written record of the actual votes cast or withheld the manner in which conflicts of interest, if any, have been resolved and all persons responsible for the voting determination. The CCO will periodically, but no less than annually, review these securities voting policies and procedures and determine whether amendments are necessary, additional conflicts of interest should be addressed and whether further disclosure to clients should be made.

We will furnish a copy of our Proxy Voting Policy and any related procedures to each client upon request. Upon request, we will also disclose to a client the proxy voting history for their account.

FINANCIAL INFORMATION

RAIT Partnership is required in this section to provide you with certain disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual commitments to clients, and have not been the subject of bankruptcy proceedings.