



**Firm Brochure
Form ADV Part 2A**

Newport Investment Management, LLC

A Wholly Owned Subsidiary of Newport Capital Partners Holding, LLC

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The following constitutes Newport Investment Management's annual brochure and provides information about the qualifications and business practices of the Firm. If you have any questions about the contents of this brochure, please contact us at (312) 724-7032 and/or derrick@newportcapitalptrs.com. 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.

Newport Investment Management is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you can determine to hire or retain an adviser.

Additional information about Newport Investment Management is also available on the SEC's website at www.advisorinfo.gov.

Item 2 - Material Changes

The Firm closed on an initial capital investment in Newport Capital Partners Fund II.

The Firm has retained William Blair & Company LLC to market Newport Capital Partners Fund II.

Currently, our Brochure may be requested by our office at 312.724.7045 or Lynnette@NewportCapitalPtrs.com.

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Item 4 - Advisory Business

Newport Investment Management, LLC (“Newport”) is a Chicago based real estate investment manager focused on acquiring, operating, financing and selling multiple property types on behalf of its investors.

Newport’s primary business focus is closed-end comingled funds and separate accounts. As such, its targeted approach to investing leads to restrictions articulated in Fund offering documents.

Newport does not participate in wrap fee programs.

As of December 31, 2015 (including closings which occurred the first week of January 2016), Newport managed approximately \$209.7 million in discretionary assets and approximately \$ 1259.7 million of non-discretionary assets.

On behalf of its clients, Newport currently manages:

- Newport Capital Partners Fund I, a closed end real estate fund targeting convenience/necessity based retail properties in major Midwestern metro areas (the “Newport Fund I”). The Fund has acquired six investments since inception, and has completed its investment period. The Fund has raised \$43.4 million of Limited Partner capital and as of December 31, 2015 had AUM of \$129.7 million.
- DV Urban Realty Partners Fund I, LP, a closed-end opportunistic real estate fund initially launched by DV Realty Advisors. In 2012, the Limited Partners terminated DV Realty and requested that Newport become the General Partner of this investment vehicle on a fixed fee basis (the “DV Fund”). The DV Fund is in its liquidation stage. The DV Fund Net Asset Value as of December 31, 2015 was approximately \$9.6 million.
- Newport also manages two independent real estate investments with an approximate AUM of \$50 million.
- In July 2014 Newport was awarded a \$50 million Joint Venture Commitment by the NYSCRF / Artemis Emerging Manager Program. One investment has been made in this fund to date. Mach I JV is a Joint Venture focused on convenience / necessity based retail properties (with an emphasis on grocery anchored) located within high population density submarkets in Chicago, Minneapolis and Wisconsin.
- Newport Capital Partners Fund II, a closed end real estate fund targeting convenience/necessity based retail properties in major metro areas in the central United States (the “Newport Fund II”). The Fund closed on the initial capital investment as well as two real estate investments at the beginning of January 2016 and one asset in May 2016. Those numbers have been included in the AUM for year end. The Fund currently has Gross AUM of \$80 million.

Newport was formed in March 2010 and is wholly owned by Newport Capital Partners Holding, LLC (NCPH). NCPH is 100% owned by Mr. Derrick E. McGavic.

Item 5 - Fees and Compensation

Newport is typically compensated via:

- Percentage of equity committed 50 - 150 bps
- Fixed Fee Variable
- Acquisition Fee 0 – 100 bps
- Disposition Fee 0 – 100 bps
- Financing Fee 0 – 100 bps

All fees are fully disclosed in Investment Advisory Agreements. Fees are negotiable.

Fees are billed to clients as an allocated expense to the real estate investment or to the respective Fund.

There are no custodian fees.

Affiliates of Newport may earn property level fees (i.e., property management, leasing commissions, and construction management) provided that they do not exceed “market” rates.

Fees are typically paid quarterly, in advance. If an advisory contract is terminated before the end of the billing period, the client is due a refund based on the pro-rata number of days Newport was the investment manager.

Neither Newport, nor any supervised persons, accepts compensation for the sale of securities or other investment products.

Item 6 - Performance Based Fees

Newport has the potential to earn performance based fees from Newport Fund I. Following is the cash flow waterfall:

1. All investors receive 100% of cash flow pari pasu to a 10% IRR;
2. From a 10% IRR to 13% IRR:
 - (a) 20% of profits to the “General Partner investor.”
 - (b) 80% to all Limited Partners.
3. Above a 13% IRR:
 - (a) 25% of profits to the General Partner investor
 - (b) 75% to all Limited Partners.

Payments 2(a) and 3(a) are the performance based fees. Performance based fees are split 50% with the General Partner Investors and 50% to Newport.

Newport has the potential to earn performance based fees from Newport Fund II. Following is the cash flow waterfall:

1. All investors receive 100% of cash flow pari pasu to a 9% IRR;

2. From a 9% IRR to 12% IRR:
 - (a) 10% of profits to Newport Capital Partners Holding
 - (b) 10% of profits to Special LP
 - (b) 80% to all Limited Partners.
3. Above a 12% IRR:
 - a) 12.5% of profits to the Newport Capital Partners Holding
 - b) 12.5% of profits to a Special LP
 - c) 75% to all Limited Partners.

Payments 2(a)(b) and 3(a)(b) are the performance based fees. Newport receives Performance Fees 2(a) and 3(a).

Newport clients also include accounts with and without incentives fees.

Since incentive fees are typically longer term payouts (up to 10 years), Newport avoids conflicts of interest by awarding shares of incentive fees ("Points") annually over the life of the investment vehicle, with a 3 year vesting schedule to all employees, regardless of their client assignment.

Item 7 - Types of Clients

Newport's clients include pension plans, endowments, foundations, family offices and high net worth investors.

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

Methods of analysis for real estate typically utilize Discounted Cash Flow Analysis, Site Population / Economic demographics.

As most of its investments are leveraged, the potential risk of loss is 100% of allocated equity.

Newport primarily executes a "Value-Add" strategy to real estate investments along with the "Core-Plus" Mach I JV real estate strategy.

Risks include:

- Leasing/re-leasing vacant space;
- Construction Costs associated with capital projects;
- Unanticipated tenant bankruptcies;
- Capital market fluctuations which occur during refinancing or sales

Item 9 - Disciplinary Information

Newport has no criminal or civil action pending or in the past 10 years.

Newport has not been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foregoing financial regulatory authority.

Newport has not been involved with a Self-Regulatory (SRO) proceeding.

Item 10 - Other Financial Industry Activities and Affiliations

Newport is not registered, nor has application pending to register, as a broker-dealer, a registered representative of a broker dealer, futures commission merchant, commodity pool operator, or a commodity trading advisor.

An affiliate of Newport, NCP Asset Management, LLC, is an Illinois Real Estate Broker.

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

Newport will provide a copy of its Code of Ethics to any client or prospective client upon request.

Newport does not allow buying or selling on behalf of client account investments in which the Firm or any related person has a material financial interest.

Newport, and related persons, may co-invest with clients on specific transactions. Such co-investments are fully disclosed to clients and designed to align the interests of Newport with its clients.

Newport and related persons are prohibited from buying or selling an investment which is in close proximity, or would be economically impacted, at the same time it recommends buying or selling to a client.

Item 12 - Brokerage Practices

Newport does not select or recommend broker dealers for client transactions.

Newport does engage licensed real estate brokers to sell assets, place mortgage financing and lease space.

Prior to selecting a real estate broker, Newport solicits an RFP from at least three (3) agents. Based upon the RFP, Newport selects the team that is most capable when taking into account the type of the assignment, property type, and fee schedule.

Newport does not receive client referrals from broker dealers.

Item 13 - Review of Accounts

Newport meets, in person or via tele-conference, with its clients no less than quarterly to review client accounts. This is typically handled by the Firm's Managing Principal and/or the head of Asset Management.

If market conditions trigger the need for additional capital, a change in strategy (sale / refinance) or merit discussion regarding investment strategy, a client review will occur.

Newport provides written quarterly financial reports with a narrative update. Newport also provides a written yearly strategic plan with semi-annual updates and audited Financial Statements for its Funds.

Item 14 - Client Referrals

Newport does not accept for fee client referrals.

Item 15 - Custody

Newport does maintain / manage bank accounts used by Property and Fund investments. As part of the annual audit such banks statements are verified by independent auditor.

Item 16 - Investment Discretion

Newport does accept discretionary authority as allowed under individual investment advisory agreements. Typically limitations are imposed via Fund investment strategy as Limited Partner Advisory Committees.

Item 17 - Voting Client Securities

Newport does not, nor will it, accept authority to vote client securities.

Item 18 - Financial Information

Newport Investment Management has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of bankruptcy proceeding.



Brochure Supplement - Part 2B of Form ADV

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Derrick E McGavic
Jana L Langston

This Brochure Supplement provides information on our personnel listed above and supplements the Brochure. You should have also received a copy of the Brochure.

Additional information about our personnel is available on the SEC's website at www.advisorinfo.gov.

Brochure Supplement prepared on March 25, 2016

Derrick McGavic

Mr. McGavic is the Firm's Managing Principal and he serves on the Firm's Management and Investment Committees.

Mr. McGavic has over 25 years of institutional and private real estate experience. Prior to founding the Firm, Mr. McGavic was a Managing Director with RREEF where he ran five separate co-mingled funds and two separate accounts with total AUM in excess of \$3.5 billion. Mr. McGavic also led initiatives involving RREEF's Structured Debt group and Client Relations. Prior to joining RREEF in 2000, Mr. McGavic was with JE Roberts Companies and LaSalle Partners (twice each) in acquisitions, portfolio management, M&A, loan workouts and asset management. Over his career Mr. McGavic has executed in excess of \$3.8 billion of real estate transactions.

Mr. McGavic is a member of PREA, ICSC and serves on Oregon State University School of Business Advisory Board. He participates in PREA's Valuations and Reporting Affinity Group.

Mr. McGavic holds a M.S. from the University of Southern California and a B.S. in Business Administration and Naval Science from Oregon State University. Mr. McGavic is a former Officer of Marines.

Jana Langston

Ms. Langston is a Managing Director and Head of Asset Management / Property Management. She serves on the Firm's Management and Investment Committees and is the Firm's Managing Broker.

Ms. Langston has over 30 years of institutional and private real estate experience. Prior to joining the Firm, Ms. Langston was a full time consultant for Harvard University Foundation's \$3.0 billion real estate portfolio, focused on portfolio management systems and procedures. Ms. Langston was also a Founder and Principal for Sight on Site, LLC providing asset management services for clients such as Syndicated Equities, Blue Vista, Newcastle, Grubb & Ellis, and the State of Illinois. Prior to forming Sight on Site, Ms. Langston was Director of Asset Management/Chief Administrative Officer for MB Real Estate. Ms. Langston was with Jones Lang LaSalle/LaSalle Investment Management (LIM) for 18 years as a Senior Vice President/Chief Administrative Officer for LIM. She was also an Asset Manager and Portfolio Manager for CalPERS, Dai-ichi, T. Rowe Price, Unisys, two commingled funds, and directly managed properties totaling in excess of \$2.4 billion. Over her career, Ms. Langston has overseen more than 45 million square feet of assets.

Ms. Langston is a member of ICSC, WIRE and REFF and recently served on the board of CREW Chicago. She has also served on the Friends of the Wheaton Public Library Board and has been an adjunct faculty member for The Real Estate Center at DePaul University.

Ms. Langston holds both an M.B.A. and a B.A. from The University of Texas in Austin.