

**Part 2A of Form ADV: Firm Brochure**

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This brochure provides information about the qualifications and business practices of Long Wharf Real Estate Partners LLC ("Long Wharf"). If you have any questions about the contents of this brochure, please contact us at [John.Barrie@lwrep.com](mailto:John.Barrie@lwrep.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 Long Wharf is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Long Wharf is an SEC registered investment advisor. An investment advisor's registration with the SEC does not imply a certain level of expertise, skill or training. The registration does not imply a recommendation by the SEC or any state securities authority.

This Cover Page constitutes Item 1 to the Long Wharf Firm Brochure, Form ADV, Part 2A.

Item 2. Material Changes

N/A

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Item 4. Advisory Business

- A. Long Wharf Real Estate Partners LLC ("Long Wharf", the "Firm", "we", or "our") is a Boston-based private equity real estate investment manager established in 2011. It invests in sectors and markets across the United States principally on behalf of institutional clients, including corporate and public pension funds, endowments and foundations as well as high net worth individuals. Long Wharf is a wholly owned subsidiary of Long Wharf Real Estate Holdings LLC, a privately held Delaware limited liability company.

Long Wharf has a team of more than 20 experienced professionals focused exclusively on value-added real estate investing throughout the U.S. Our six senior principals, who comprise the Long Wharf investment committee, average over 20 years of industry experience and 13 years of experience working together. The Firm employs an opportunistic approach to value-added commercial real estate investment, pursuing opportunities across a wide array of markets, sectors and strategies.

The Managing Directors of Long Wharf are Michael L. Elizondo, Jeffrey S. Gandel, Jeffrey M. Tapley and John R. Barrie, who collectively have over 85 years of commercial real estate investment and management experience. The depth of experience of the senior principals has translated into a broad network of industry relationships including local operating partners, lenders, brokers and other owners who are integral to sourcing value-added investments in a highly competitive environment.

We are an independent company that provides sub-advisory services to Pyramis Global Advisors Trust Company ("Pyramis"), the investment manager to Fidelity Real Estate Growth Fund II, L.P. ("FREG II") and to Fidelity Real Estate Growth Fund III, L.P. ("FREG III"), which were formed in 2003 and 2007, respectively, as value-added real estate funds. The Firm also currently manages specific real estate and real estate-related assets for two institutional investors as special arrangements. We have over \$950 million of assets under management as of March 31, 2011.

- B. Long Wharf provides investment advisory services for direct and indirect investments in commercial real estate and debt directly or indirectly secured by real estate. These investments include, without limitation, the acquisition, management, financing and disposition of: (i) equity and preferred equity interests in real estate related entities, (ii) fixed rate, variable rate and participating loans secured by real estate; (iii) fixed rate, variable rate and participating mezzanine loans secured by direct or indirect interests in real estate; (iv) fee simple and leasehold interests in real estate; and (v) real estate related securities. Long Wharf will not make private equity investments in operating entities or direct investments in publicly traded equity securities except in transactions effected under Rule 144A under the Securities Act of 1933, as amended.

As advisor or sub-advisor to commingled private real estate funds, we

- Identify and execute on investment opportunities, and

- Participate in the monitoring and evaluation of investments, including the implementation of value enhancement strategies.
- C. Long Wharf provides investment management services to clients through privately offered commingled vehicles (individually a “Fund” or, collectively, “Funds”), that invest in real estate or real estate related investments. Interests in Funds are exempt from registration under the Securities Act of 1933, as amended, and the Funds are exempt under the Investment Company Act of 1940, as amended. As such, the Funds are only offered via “private offering,” and are intended only for investment by “accredited investors.” The investment guidelines for the Funds are defined in the private placement memorandum and organizational documents for each fund.
- D. Long Wharf does not participate in wrap fee programs.
- E. As of March 31, 2011, Long Wharf managed over \$950 million of client assets on a discretionary basis, including approximately \$450 million of undrawn commitments. Except with respect to the real estate-related assets managed by us under special arrangements, Long Wharf does not manage any client assets on a non-discretionary basis.

#### Item 5. Fees and Compensation

- A. Compensation earned by Long Wharf for the provision of investment advisory services to Funds is generally comprised of fees based on (1) a percentage of capital committed and contributed for Funds that are in their investment periods, and or (2) a percentage of capital contributed, net of distributions of capital, for Funds that are no longer in their investment periods (“Management Fees”) plus performance-based interests (“Performance Fees”). Management Fees and Performance Fees vary by Fund and as such, Long Wharf does not have a fee schedule. Further, because Management Fees and Performance Fees of Funds are set and determined at the Fund level, Management Fees and Performance Fees for Funds are generally non-negotiable.

We are currently managing specific real estate and real estate-related assets for two institutional clients that we consider to be special circumstances. Our fees charged to these clients are fixed.

Management Fees are generally accrued and billed quarterly in arrears and are commonly paid from Fund or client assets and reflected in the Fund’s quarterly financial statements or the client’s account statement.

With respect to FREG II, the annual asset management fee is equal to 1% of contributed capital less distributions of returned capital. With respect to FREG III, during the Fund’s investment period the annual asset management fee is 1% of capital commitments, and after the Fund’s investment period, the annual asset management fee will be equal to 1% of contributed capital less distributions that constitute a return of capital.

Performance Fees are generally equal to a percentage of net realized profits after restoring any loss carried forward from prior years and achieving a threshold annual return on invested capital. Performance Fees are comprised of a distribution of the investment proceeds of the Fund and are referred to as the "Carried Interest."

The general partner of each of FREG II and FREG III, respectively, holds the Carried Interest and may pay certain principals and employees of Long Wharf Performance Fees from the Carried Interest. The Carried Interest of the general partner of FREG II is an amount equal to 20% of distributions after each partner of the Fund receives a 10% per annum cumulative preferred return, compounded annually, and a full return of the Partner's capital contributions. The Carried Interest of the general partner of FREG III is an amount equal to 17.5% of distributions after each partner of the Fund receives a 10% per annum cumulative preferred return, compounded annually, and a full return of the Partner's capital contributions.

Compensation to Long Wharf for investment advisory services to be provided to a Fund sponsored by Long Wharf will be outlined in the applicable Fund's private placement memorandum ("PPM") or organizational document.

- B. In addition to the Management Fees and Performance Fees outlined above, Long Wharf is generally reimbursed for start-up expenses ("Start-Up Expenses") associated with a commingled vehicle. Start-Up Expenses are typically limited and the amounts and eligible expenses are outlined in a Fund's offering documents.

Funds are expected to bear all expenses related to its operations ("Operating Expenses"), including travel costs, fees and other out-of-pocket expenses directly related to the investigation of investment opportunities (whether or not consummated) or visits to the Limited Partners, the applicable Fund's share of the acquisition, ownership, financing (including loan origination fees and cost and debt service payments), hedging or sale of investments, taxes, fees of auditors, administrators, custodians, appraisers and counsel, expenses of the Advisory Committee and the Investment Committee, insurance, litigation expenses, expenses associated with the preparation and distribution of reports to Partners and any extraordinary expenses. All Fund Operating Expenses are described in a Fund's offering documents.

- C. Long Wharf's clients do not pay fees in advance of their being incurred.
- D. Neither Long Wharf nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees.

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

Certain of Long Wharf's principals and employees may receive incentive compensation from Carried Interest payments directed to the general partner of FREG II and FREG III that is directly tied to the performance of the applicable Fund.

The existence of compensation based upon a Carried Interest may create an incentive for Long Wharf and the general partner of a Fund to cause a Fund to make more

speculative investments than would be the case if there were no Carried Interest. However, neither we nor the general partner may receive performance-based payments or a reduced performance-based payment if the partners in a particular Fund do not receive a return of their invested capital and a stated preferred return. We believe that the subordination of Performance based fees to Fund (and Partner) returns aligns our interest with those of investors in the Fund and temper this risk.

#### Item 7. Types of Clients

Long Wharf provides investment advice as a sub-investment advisor to two existing Funds and will provide investment and real estate advice to other Funds, all of which are or will be privately offered commingled investment vehicles. Investors in the commingled private real estate funds include public and private pension funds, endowments, foundations and high net worth individuals. Neither of the two Funds currently advised are accepting additional capital commitments. We expect that any new Fund that we sponsor will be a privately offered commingled investment vehicle and will generally require a minimum initial commitment by each investor of \$5 million. However, any such Fund's general partner will have has the discretion to waive or reduce the minimum initial commitment.

#### **Important Notice**

This Brochure may be provided to prospective investors ("Investors") in a Fund, together with the Fund's private placement memorandum ("PPM"), organizational documents and other related documents ("Governing Documents"), in connection with an investor's consideration of an investment in the Fund. While this Brochure may include information about the Fund, it does not represent a complete discussion of the features, risks or conflicts associated with the Fund. More complete information about the Fund is included in its PPM and other Governing Documents.

**In no event should this Brochure be considered an offer of interests in any Fund or relied upon in determining whether to invest in a Fund. It is also not an offer of, or agreement to provide, advisory services directly to any investor.** Rather, this Brochure is designed only to provide information about us to comply with regulatory requirements under the Investment Advisers Act of 1940. Information in this Brochure may differ from the information provided in the PPM or Governing Documents. If there is any conflict between the information in this Brochure and similar information in a Fund's PPM or Governing Documents, investors should rely on the information in the PPM or Governing Documents with respect to their investment in the Fund.

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

- A. Long Wharf employs an opportunistic approach to value-added investing that targets opportunities across an array of markets and sectors. The Firm focuses on investments in primary and secondary markets with positive fundamental trends that offer the opportunity to increase returns through the execution of a value-added

strategy. Our strategy is to acquire assets at discounts to replacement cost and comparable sales in primary and secondary markets that we believe offer the opportunity to increase returns through the execution of a value-enhancement strategy. Accordingly, such investments are expected to benefit not only from improving market conditions but also from the successful completion of each plan for value-enhancement. Long Wharf also targets opportunities that offer an attractive unlevered stabilized return on cost, where the potential total return is driven by stabilizing and improving a property's operations, as opposed to relying on trends in the broader capital markets.

Long Wharf employs an opportunistic approach to value-added real estate investing and uses a diverse set of individual strategies, all of which our Firm has significant experience. These strategies include among other things:

- *rehabilitation* – renovating functionally obsolete but well-located assets;
- *management turnaround* – applying aggressive management and leasing programs to previously neglected but well-located assets;
- *development* – capitalizing on unique sites by creating space that is justified economically by local supply and demand imbalances;
- *distress* – acquiring well-located but operationally impaired assets with distressed capital structures.

Each of these strategies require the combination of capital and fundamental real estate expertise, and many of the Fund's transactions incorporate elements of multiple strategies in each individual investment thesis.

To ensure a proper alignment of interests, local operating partners, when used, typically co-invest in the property. The amount of such investment is intended to be material enough so that the partner is concerned principally with the economic success of the property rather than with the ability to earn fees regardless of a positive outcome for the investment. The local operating partners are generally responsible for day-to-day property oversight; however, the Fund retains control over major decisions.

Long Wharf brings substantial experience to the process of underwriting a potential investment with each investment opportunity undergoing a thorough physical and financial evaluation by a team of in-house and third party professionals led or supervised by a Managing Director of the Firm.

In addition to underwriting the property, the market, and the operating partner, an important element of our due diligence process involves assessing the ultimate liquidity of a potential investment. Liquidity levels vary significantly across sectors and markets, and transaction volumes may very well decrease going forward. With this in mind, we maintain a strong bias toward investments with multiple exit strategies that can be successful in different market conditions. We attempt to formulate an exit strategy that can be accomplished in 3 to 7 years.

In selecting and structuring investments, we attempt to compile a portfolio of assets that are each intended to provide the best opportunity to achieve the Fund's return objective, rather than seeking aggressively opportunistic types of returns. We are more concerned with an investment's downside risk than whether it has the potential



to earn a return far in excess of the Fund's target. This approach is intended to result in portfolios with less deviation from their investment objectives.

B. There can be no assurance that the use of any strategy for any Fund will achieve particular returns or avoid a loss. A Fund's ability to achieve returns will depend on a variety of factors, many of which are beyond its or Long Wharf's control.

- **Investment Risk:** A Fund's investments will involve a high degree of risk, including risks associated with investing in real estate, exposure to unfavorable business cycles, resistance from creditors and other uncertainties. There will be no assurances that a Fund will achieve its investment objectives.
- **Illiquidity and Pricing of Investments:** There may be little or no active market for many of a Fund's investments and, therefore, a Fund may not be able to dispose of an investment when it desires to do so or may dispose of an investment at a price that is not commensurate with the valuation assigned by a Fund to such investment.
- **Availability of Suitable Investments:** There can be no assurance that suitable investments will be available for investment by a Fund.
- **Dependence on Real Estate Team; Prior Performance:** A Fund is dependent to a substantial degree on the continued service of members of the Firm. Should all or some members of the Long Wharf discontinue their services to a Fund it may materially negatively affect the performance of a Fund.
- **Environmental Risks:** Environmental laws often impose responsibility for investigation and clean up of hazardous substances and materials found on real property on the owner and operator for a site without regard to culpability. Uncertainty as to whether properties in which a Fund has invested are in compliance with such laws could adversely affect the value of such investments.
- **Joint Venture Investments:** Investments in joint ventures often involve delegating significant discretion to operational issues to operating partners. Operating partners may have tax or financial goals that are different from those of a Fund, which could cause them to act in a manner not consistent with a Fund's objectives. Joint venture partners may be highly dependent upon one or a limited number of individuals, the unavailability of whom may adversely affect the value of the joint venture investment.
- **Distressed Debt Investments:** A Fund may invest in debt of issuers that have defaulted or are anticipated to default. Bankruptcy and other insolvency proceedings are expensive, highly complex and may result in unpredictable outcomes. There can be no assurances that a Fund will obtain favorable results in such proceedings.
- **Use of Leverage:** It is expected that a Fund will leverage its investments and that certain entities in which a Fund invests will themselves be borrowers, potentially resulting in substantial amounts of aggregate leverage relative to the underlying assets. While leverage may increase returns, it also will increase the risk of loss.
- **Lack of Liquidity for Units:** Interests in a Fund will not be listed for trading on any exchange or be transferable without the consent of the general partner. Investors should not expect to be able to liquidate their investment in a Fund prior to the liquidation of the Fund.
- **Other Funds Managed by Long Wharf:** The Long Wharf personnel responsible for making investments on behalf of the Fund are also responsible for making investments on behalf of other Funds.

- Incentive Compensation Arrangement: Due to the fact that the general partner of a Fund will be entitled to a “carried interest” in a Fund’s profits, the general partner may have an incentive to take more risk than would be the case in the absence of such incentive compensation agreement.
- C. Long Wharf does not primarily recommend a particular type of security for investment by clients.

#### Item 9. Disciplinary Information

Neither Long Wharf nor any management person has been involved in the past ten years in any legal or disciplinary event that would be material to a prospective investor or client in an evaluation of Long Wharf’s advisory business or the integrity of its management.

#### Item 10. Other Financial Industry Activities and Affiliations

- A. Neither Long Wharf nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or registered representative of a broker-dealer.
- B. Neither Long Wharf 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.
- C. Long Wharf is an independent company that sub-advises to Pyramis, a trust company that is a member of the Fidelity group of companies. Each of FREG II and FREG III is operated by a general partner that is a member of the Fidelity group of companies. Neither Long Wharf nor any of its management persons have any other relationship or arrangement with Pyramis that is material to its advisory business or to its clients.
- D. Neither Long Wharf nor any of its management persons recommend or select other investment advisers for our clients.

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

- A. We follow a Code of Ethics (“Code”) that is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (“Advisers Act”). A copy of our Code of Ethics is available to current and prospective investors upon request.

This Code establishes rules of conduct for all employees of Long Wharf and is designed to, among other things, govern personal securities trading activities in the accounts of supervised persons. In addition, our Code of Ethics includes safeguards designed to avoid conflicts of interests that could adversely affect our clients. In addition to requiring compliance with the applicable securities laws, our Code of

Ethics establishes policies and procedures designed to prevent the misuse of material, non-public information (including information regarding the Funds and Investors in Funds), and identifies activities that are either expressly prohibited or that require Chief Compliance Officer approval. Matters that could give rise to an appearance of impropriety, such as gift giving and solicitation, serving on boards of directors of public companies, and political contribution payments and solicitation also require prior approval by our Chief Compliance Officer.

The Code is based upon the principle that Long Wharf and its employees owe a fiduciary duty to our clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of those of our clients, (ii) taking inappropriate advantage of their position with Long Wharf, and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

Our Firm and its employees are subject to the following specific fiduciary obligations when dealing with a Fund and its investors:

- The duty to have a reasonable, independent basis for the investment advice provided;
- The duty to obtain best execution for a client's transactions where our Firm is in a position to direct brokerage transactions for the client;
- The duty to ensure that investment advice is suitable to meeting the client's objectives, needs and circumstances; and
- A duty of loyalty.

### **Interested Transactions**

No Long Wharf "access person" (a Managing Director, officer or other supervised person who has access to non-public information about client securities trading activities or portfolio holdings or who is involved in securities recommendations to clients or has access to securities recommendations) shall recommend any investment to a Fund without having disclosed to the general partner of the Fund his or her interest, if any, in such investment, including without limitation:

- Any direct or indirect beneficial ownership of any securities of a transaction party;
- Any contemplated transaction by such person in such investment;
- Any position with a transaction party or its affiliates; and any present or proposed business relationship or transaction between such transaction party or its affiliates and such person or any party in which such person has a significant interest, including, without limitation, Long Wharf or other funds sponsored by Long Wharf.

We have adopted the following principles governing personal investment activities by our employees:

- The interests of client accounts will at all times be placed first;

- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Supervised persons must not take inappropriate advantage of their positions.
- Purchases and sales of publicly traded securities of real estate companies by our supervised persons and certain of their family members require pre-approval by our Chief Compliance Officer.

Specific, detailed procedures have been put into place by Long Wharf to avoid any potential conflicts of interest. More information is available to clients in the Long Wharf Code of Ethics and Policies & Procedures Manual, copies of which are available upon request.

- B. Neither Long Wharf nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Long Wharf or a related person has a material financial interest. However, the general partner of any Fund sponsored by Long Wharf will commit to invest capital in such Fund.
- C. Neither Long Wharf nor any of its related persons invests in the same securities (or related securities, e.g., warrants, options or futures) that Long Wharf or a related person recommends to clients. However, (i) the general partner of any Fund sponsored by Long Wharf will commit to invest capital in such Fund, and (ii) certain Managing Directors and employees of Long Wharf hold or will hold Carried Interests (or share in a Carried Interest) in Funds that are advisory or sub-advisory clients of the Firm.
- D. Neither Long Wharf nor any related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that Long Wharf or a related person buys or sells the same securities for Long Wharf's (or the related person's own) account. However, the general partner of any Fund sponsored by Long Wharf will commit to invest capital in such Fund.

#### Item 12. Brokerage Practices

Except occasionally in connection with temporary short-term investments of cash received from Commitment fundings pending investment, and cash flow from operations or the sale or refinancing of assets pending further investment or distribution, we neither employ nor engage a securities broker-dealer for any transaction related to any investments. We do not have any soft dollar arrangements and do not expect to have this type of arrangement in the future.

#### Item 13. Review of Accounts

- A. Long Wharf's Managing Directors, investment and asset management teams monitor Fund performance and investments on a regular and current basis.
- B. Long Wharf monitors each Fund's performance and investments on a regular and current basis.

- C. Limited Partners or their designated representatives in Funds generally receive the following reports: (i) monthly reports containing information on Fund performance; (ii) quarterly reports containing operational summaries and estimates of valuations of the Fund's portfolio properties, (iii) annual audited financial statements for the Fund; (iv) information required for the preparation of investor tax returns; and (v) ad hoc reports as requested by a Limited Partner or its representative. Each Fund's Advisory Committee comprised of certain Fund Limited Partners or their representatives typically receives semi-annual reports including, but not limited to: (i) Fund performance; (ii) operational summaries and estimates of valuations of the Fund's portfolio properties, and; (iii) updates on operations at Long Wharf.

#### Item 14. Client Referrals and Other Compensation

- A. No person who is not a client of Long Wharf provides an economic benefit to the Firm from providing investment advice or other advisory services to Long Wharf's clients.
- B. Long Wharf does not provide compensation with respect to referrals of clients.

#### Item 15. Custody

We may be deemed to have "custody" within the meaning of Rule 206(4)-2 under the Advisers Act. Accordingly, the general partner of each Fund will provide each investor in its Fund with quarterly reports which will include capital balance and Fund performance statistics. Investors also will receive audited financial statements for the Fund that comply with U.S. generally accepted accounting principles within 120 days following the Fund's fiscal year end. Investors should carefully review the quarterly reports and annual audited financial statements for the Fund.

We do not have custody of the real estate-related assets that we are currently managing for two institutional clients under special arrangements.

#### Item 16. Investment Discretion

Under each Fund's investment management sub-advisory agreement, Long Wharf has investment discretion to manage the Fund's assets in accordance with the disclosure in the related private offering documents. With respect to any new Fund, the offering memorandum or investment management agreement or guidelines may place limits on the amount or types of investments made by the Fund. These documents are provided to investors prior to making an investment commitment and are evidenced by a subscription agreement or other written document.

#### Item 17. Voting Client Securities

To the extent that a Fund holds voting securities, Long Wharf's authority to vote proxies or corporate actions is set forth in the limited partnership agreements or its investment

management agreements. Generally, Long Wharf votes its proxies or corporate actions based on what it considers to be in the best financial interest of the clients.

Long Wharf clients may receive a copy of the Firm's proxy voting policies and procedures upon request.

Item 18. Financial Information

- A. Long Wharf does not require or solicit prepayment of fees six months or more in advance.
- B. Long Wharf has no financial commitment that is reasonably likely to impair its ability meet contractual and fiduciary commitments to clients.
- C. Long Wharf has not been the subject of a bankruptcy petition at any time during the past ten years.