

**Jamestown, L.P.**

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**March 30, 2017**

This brochure provides information about the qualifications and business practices of Jamestown, L.P. If you have any additional questions about the contents of this Brochure, please contact us at 770-805-1000. 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.

Jamestown, L.P. is a registered investment advisor. Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about Jamestown, L.P. is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

## **Item 2. Material Changes**

This brochure dated March 2017 has been prepared according to the requirements and rules promulgated by the United States Securities and Exchange Commission ("SEC").

### Summary of Changes

Jamestown is a registered investment adviser and has submitted a prior ADV Part 2 to regulators, clients and prospective clients in March 2016.

Jamestown has made the following material changes from the prior version of this Brochure:

- Included the following additional Private Funds:
  - Jamestown Latin America Fund, L.P. which had an initial closing date of January 1, 2016
  - Jamestown 30 L.P. & Co. geschlossene Investment KG was formed and began accepting capital contributions in 2016
- German Investor Real Estate Fund/Non-Alternative Fund, Jamestown Co-Invest 4, L.P., was dissolved on November 1, 2016

This brochure should be reviewed in its entirety as some changes may be material to some readers and immaterial to others.

Currently, our Brochure may be requested by contacting Jana Nawrocki at 770-805-1007 or emailing your request to [jana.nawrocki@jamestownlp.com](mailto:jana.nawrocki@jamestownlp.com).

Additional information about our firm is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 4. Advisory Business**

### **A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).**

Jamestown, L.P. ("Jamestown") is a privately owned federally registered investment advisor that provides investment management services to pooled investment vehicles and other funds, as further described below. Jamestown is a Georgia limited partnership founded in 1983 as an investment and management company focused on income-producing real estate in the United States. Since inception Jamestown has expanded from a regional property investor into a national, vertically integrated real estate operator with U.S. offices in Atlanta, New York, Boston and San Francisco, along with offices in Columbia, South America and Cologne, Germany. Jamestown's owners include: Christoph A. Kahl, Ute Kahl, Matt Bronfman and Michael Phillips.

### **B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.**

Jamestown provides investment management services consisting of portfolio management and investment management services for pooled investment vehicles and other funds. As used herein, "Fund" refers to Private Funds (also referred to as pooled investment vehicles in the ADV Part 1) and Non-Alternative Investment Funds (all of which are considered "clients" in the ADV Part 1). Non-Alternative Investment Funds are those that were organized and syndicated prior to July 22, 2013 and not subject to the Alternative Investment Fund Managers Directive. Jamestown specializes in private equity investments in the office, retail, multi-family and mixed-use real estate sectors either directly or through majority owned subsidiaries. Jamestown or an affiliate acts as the general partner for each Fund who identifies and recommends investment opportunities for the Funds, monitors and evaluates the investments of the Funds, and makes recommendations regarding the purchase and/or sale of investments by the Funds. Jamestown's vertical integration comprises most real estate disciplines including acquisitions, capital markets, property management, asset management, retail leasing, design, development, construction, creative, tax, accounting, legal, sustainability and risk management.

A related party currently owns, and may own from time to time in the future, investments directly in and or outside of any Fund or through a proprietary account. Jamestown does not advise such accounts with regard to investing in, purchasing, or selling securities and does not maintain custody over such assets. These proprietary accounts are included in the total assets under management in item 4.E. of this ADV Part 2 but not included in Regulatory

Assets under Management or reported in dollars in custody and are not considered “clients” in the ADV Part 1.

Jamestown also advises and sponsors two German Investor closed-end timber funds and one closed-end institutional timber fund (“Timber Funds”). Jamestown’s Timber Funds are not included in Regulatory Assets under Management or reported in dollars in custody and are not considered “clients” in the ADV Part 1.

Jamestown serves as the investment adviser to each of eight pooled investment vehicles: Jamestown, 29 L.P. & Co. geschlossene Investment KG, Jamestown, 30 L.P. & Co. geschlossene Investment KG, Jamestown Latin America Fund, L.P., Jamestown Premier Property Fund, L.P., Jamestown Premier Property Fund (Class Q), L.P. and Cologne Holdings, L.P., and Jamestown Premier Property Fund (OP Feeder), L.P. and Jamestown Premier Property Fund (German Feeder), L.P., parallel funds of Jamestown Premier Property Fund, L.P. (the “Private Funds”) Jamestown 29 L.P. & Co. geschlossene Investment KG and Jamestown, 30 L.P. & Co. geschlossene Investment KG were syndicated in Germany and are subject to the supervision of the Bundesanstalt für Finanzdienstleistungsaufsicht (“BaFin”).

Jamestown serves as investment adviser to each of four Non-Alternative Investment Funds: Jamestown Co-Invest 5, L.P., Jamestown 27, L.P., Jamestown 28, L.P., and Jamestown Co-Invest 4, L.P. (which was dissolved on November 1, 2016 but included here to complement responses in our ADV Part 1).

**C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.**

Jamestown tailors its services to the specific needs of each particular Fund by complying with the terms of each Fund’s governing documents. Jamestown or its affiliates may enter into agreements that alter or supplement an investor’s economic, legal or other rights or obligations with respect to such investor’s investment in a Private Fund (commonly referred to as “side letters”). Such agreements involve, among other matters, certain investors receiving different economic returns, agreements to permit certain transfers of interests in the Private Funds, and modifications to subscription agreements. Such agreements are solely at the discretion of Jamestown or such affiliates.

**D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts and (2) explain that you receive a portion of the wrap fee for your services**

Jamestown does not participate in wrap fee programs.

**E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date “as of” which you calculated the amounts.**

As of December 31, 2016, Jamestown managed \$9,931,912,809 in assets based on gross asset value for the funds including uncalled but committed capital. This amount differs from Regulatory Assets under Management in ADV Part 1 because it includes assets that are not securities or securities portfolios and proprietary accounts which are not considered investment advisory clients but are under common ownership and control with Jamestown. Jamestown managed \$9,010,424,641 in assets on a discretionary basis and \$921,488,168 in assets on a non-discretionary basis.

## **Item 5. Fees and Compensation**

### **A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.**

Jamestown charges Funds asset management fees for its services. Asset management fees are calculated in accordance with each Fund's limited partnership agreement and are generally a percentage of capital contributions or a percentage of net asset value. The Jamestown Premier Property Fund limited partnership agreement allows for a range of asset management fees based on the aggregate amount of capital contribution and grants aggregation benefits to investors advised by the same advisors. Jamestown Premier Property Fund Management Co-Investment (a limited partner of Jamestown Premier Property Fund, L.P.) comprises a group of Jamestown employees and pays the lowest asset management fee available to investors. As contemplated in the Latin America Fund partnership agreement, if Jamestown or a Jamestown affiliate receives asset level management fees from project entities in Latin America, the fund level asset management fees will be reduced on a dollar for dollar basis.

Jamestown and Jamestown affiliates also receive incentive based compensation (as outlined in more detail under Item 6).

Certain Jamestown Funds are offered exclusively to German investors and senior management. These closed-end Funds, which invest in real estate in the United States (the "German Investor Real Estate Funds"), generally provide for the fees listed below in addition to the asset management and incentive fees discussed above:

With respect to German Investor Real Estate Funds, Jamestown or a Jamestown affiliate receives a subscription fee or commission which is calculated as a percentage of capital contributions paid to the Fund in order to cover commissions paid to third party salespersons.

With respect to certain Funds, Jamestown or a Jamestown affiliate receives a syndication fee as a percentage of capital contributions paid to the Fund or are otherwise reimbursed for marketing costs, prospectus preparation and reviews, organizational expenses, printing costs for the prospectus, and fees paid to escrow agents.

Jamestown receives an acquisition fee equal to a percentage of the asset purchase price at the time of acquisition or is otherwise reimbursed for acquisition costs for each asset purchased.

With respect to German Investor Real Estate Funds, Jamestown receives disposition fees equal to a percentage of the gross sales price of a property at the time of sale, less brokerage commissions payable to third parties.

With respect to German Investor Real Estate Funds, Jamestown or a Jamestown affiliate receives annual fund administration or fund management fees during the Fund's investment period which is calculated as a percentage of capital contributions or a percentage of average net asset value for the relevant Fund.

With respect to German Investor Real Estate Funds, Jamestown or a Jamestown affiliate receives a fee equal to all interest income earned by the Fund or its subsidiaries each year subject in certain cases to a minimum and maximum as compensation for assuming general partner liability and to assume the tax on the interest income and mitigate the burden associated with such income to German investors.

The Private Placement Memorandum and each Fund's governing documents include further details on fees and compensation and related matters.

**B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct fees.**

All fees and performance-based allocations (see below) are paid by the Funds directly to Jamestown or a Jamestown affiliate. Fees are payable upon initial subscriptions and additional capital calls to investors, asset acquisition, asset disposition, monthly, or quarterly and paid either as a result of a capital call to investors, as a property level expense, as a fund level expense or deducted from distributions to investors.

**C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.**

The following is a non-exclusive list of fees and/or expenses that the Funds pay directly to third parties from time to time: legal fees, regulatory filing fees, accounting fees, audit fees, custodial fees, appraisal fees, tax advisory fees, depositary fees and transaction fees.

With respect to certain Funds, Jamestown and its affiliates also receive property management fees, leasing commissions, construction management fees, development fees, sustainability consulting fees, marketing and design fees, architectural fees, graphic design fees, legal, tax and similar fees for services performed in lieu of hiring unaffiliated third parties to perform such services. To the extent permitted under the applicable Fund's

governing documents, Funds also reimburse Jamestown or its affiliates for the cost of providing legal, accounting, tax, architectural, marketing, design, creative and other professional services. Reimbursement generally includes personnel compensation and employment cost plus related overhead costs allocable thereto based on the time expended by the employees providing such services.

For more information, please see Item 6 (Performance-Based Fees and Side-By-Side Management).

**D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.**

Asset Management Fees for German Investor Real Estate Funds are generally paid at the beginning of the month by the applicable property. The fee is based on either estimated net asset value or invested, unreturned capital and is adjusted during a subsequent payment to reflect the actual amount due.

The fund administration or fund management fee for German Investor Real Estate Funds are generally paid monthly or quarterly. The fee is based on either estimated net asset value or contributed capital and is adjusted during a subsequent payment to reflect the actual amount due.

Asset Management Fees for Jamestown Latin America Fund, L.P. are paid at the beginning of the quarter by investors (for Jamestown Latin America Fund, L.P.) and are based on unfunded, committed capital and invested, unreturned capital. This fee is adjusted during the subsequent payment to reflect the actual amount due if capital is returned during the quarter.

**E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.**

Neither Jamestown nor its supervised persons accepts compensation for the sale of securities or other investment products.

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

**If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle)- disclose this**



**fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset –based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.**

All of the Funds are subject to performance-based fees.

Performance-based fees, including incentive fees, or carried interest profit allocations, are subject to regulation under Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Jamestown seeks to ensure that any Fund or investors in a Fund that are directly or indirectly assessed performance-based fees or are subject to carried interest profit allocations satisfy the qualifications of Rule 205-3 and have been advised of such fees or allocations and their risks.

The Funds pay performance-based fees to the general partner if certain performance hurdles are met after the limited partners have received a certain return. The manner of calculation and the application of performance-based distributions or carried interest profit allocations are disclosed in the Funds governing documents which provide for such distributions.

The existence of the performance-based fees may create an incentive for the general partners to make riskier or more speculative investments on behalf of the Funds than would be the case in the absence of such arrangements or may influence the general partner’s decision-making with respect to the timing of dispositions.

Funds with specified investment objectives which are similar may be managed in a similar way and may invest in the same assets. Investment opportunities which satisfy the investment parameters of more than one Fund will be allocated in accordance with Jamestown’s policies and procedures and in accordance with the applicable provisions of the Fund’s governing agreements (the offering memorandum and/or the Fund’s governing documents). Jamestown’s policies and procedures for the allocation of investments are monitored by Jamestown’s Chief Compliance Officer.

## **Item 7.   Types of Clients**

**Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.**

Jamestown provides services to Private Funds and Non-Alternative Investment Funds. Jamestown has the discretionary authority, subject in certain cases to approval requirements of the Advisory Committee or the delegated external

Kapitalverwaltungsgesellschaft (“KVG”, a German regulated investment manager), to buy or sell, or determine the assets to buy or sell, without the prior consent of investors in the Funds (except with respect to its two non-discretionary Funds, which have each acquired interests in two real estate assets). Client investors typically include individuals, public pension plans, insurance companies, private pension plans, sovereign wealth funds or foreign institutions as well as non-U.S. persons residing in Germany.

Jamestown has no minimum requirements for opening or maintaining an account; however, certain Funds themselves require that investors in the Funds meet a minimum capital commitment. Such minimums are set by the Funds and their general partners. The minimum capital commitments required by each Fund differ.

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

**A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.**

As more fully described in each Fund’s offering documents, Jamestown invests in real estate and in equity interests in entities holding interests in real estate for the benefit of its Funds. Jamestown’s investment strategy for its Funds consists of acquiring real estate, actively managing, repositioning and otherwise adding value to such real estate, and selling such real estate. In some cases, Jamestown also adds value by developing land acquired by its Funds and by modifying and improving buildings owned by its Funds. Jamestown’s extensive investment process is led by experienced senior professionals in acquisitions, capital markets, asset management, risk management, leasing design, marketing, construction and development, sustainability and portfolio management to contribute to every stage of an investment, from underwriting through disposition.

Each Fund’s offering documents include more detailed disclosure of the risks of investing in the relevant Fund, and any prospective investor is urged to read such documents carefully before making an investment in any Fund.

Jamestown also acquires, manages and sells timber properties for Jamestown’s Timber Funds, concentrating on sites featuring pine stumpage in the southeastern U.S. Jamestown seeks to maximize the gain derived from the sale of both timber and the underlying real property for its Timber Funds.

**B. For each significant investment strategy or method or analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs**

**and taxes. C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.**

In addition to specific risks described in each Fund's offering documents, each Fund's investments entail the following risks:

The Funds generally invest in real estate and in equity interests in entities that own real estate. Accordingly, the marketability and value of the investments in which the Funds invest depend on many factors beyond the control of Jamestown, including changes in general or local economic conditions; changes in supply of or demand for properties; changes in legal, fiscal and regulatory regimes; the availability of financing; changes in interest rates; changes in real estate tax rates and other operating expenses; the financial condition of tenants, buyers and sellers of properties; technological innovations that dramatically alter space requirements and demand; competition based on rental rates; the promulgation and enforcement of government regulations, including rules relating to land-use and zoning restrictions, rent control, environmental protection, and occupational safety; ongoing need for capital improvements; energy and supply shortages; acts of God and natural disasters; and civil unrest, acts of war, or terrorism.

Investors in the Funds rely on the ability of Jamestown to identify and analyze each potential investment. There can be no assurance that Jamestown will be able to identify investments for the Funds on satisfactory terms or that any investment will produce a positive return or will not result in losses.

There can be no assurance that insurance will be sufficient to cover any particular risk. Certain risks are not generally insured against or are not generally fully insured against because it is not deemed economically feasible or prudent to do so. Accordingly, a Fund may incur material losses in excess of insurance proceeds.

The Funds are subject to risks normally associated with debt financing, including the risk that cash flow will be insufficient to meet required payments of principal and interest.

The Funds may invest in joint ventures or partnerships with third parties. Such third parties may have certain approval rights over major decisions, and may have economic or other business interests or goals that are inconsistent with the business interests or goals of the Funds.

Additional general risks include illiquidity of real estate assets and the corresponding limitation on the ability of a Fund to sell its assets; actions of competitors; the risk of unspecified investments; concentration in the real estate sector; risks of dependence on rental income; risks of fluctuations in capitalization rates; use of leverage; limited rights and dependence on the general partner; dependence on key personnel; incentive distributions (as discussed in Item 6); use of valuation estimates for purposes of issuance and redemption

and calculating general partner compensation; indemnification obligations and exculpation; and various tax and regulatory risks.

In addition to risks listed above in this Item 8.B., investors in the Jamestown Latin America Fund face the following risks due to the investment strategy of investing in for-sale residential development projects and commercial properties in Latin America through a Canadian limited partnership: development risks; multi-jurisdictional investment holding structure; political and sovereign risks; investment and repatriation risk; legal framework and corporate governance risk; currency and exchange rate risk; inflation risk; environmental law risk; risk in construction standards causing delay in the project; dilution from subsequent admission or increased capital commitments; defaults by limited partners; or possible loss of limited liability protection.

In addition to risks listed above in this Item 8.B., investors in the German Investor Real Estate Funds face the following risks: exchange rate risk; risks due certain fund's indirect investment in US properties through a Fund governed by German law; risks arising from the exercise by investors of rights under German consumer protection laws that could result in losses to the Fund; legal framework and corporate governance risk; or depositary bank change risk.

The Funds (other than the Timber Funds) invest in assets primarily in the office, retail, multi-family and mixed-use real estate sectors. The focus of the investment strategy of the Funds in these sectors may expose the Funds to the risk of economic downturns to a greater extent than if the portfolio also included assets across one or more other sectors. As a result, such downturns could have an adverse effect on the financial condition of the Funds.

## **Item 9. Disciplinary Information**

**If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events**

Jamestown is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of Jamestown or the integrity of Jamestown's management. There are no material legal or disciplinary events to disclose related to Jamestown's business or its management.

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

**A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.**

Jamestown is not affiliated with any particular broker-dealer, nor does Jamestown have personnel who are registered representatives of a broker-dealer.

**B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities, disclose this fact.**

Neither Jamestown nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor.

**C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.**

- 1. Broker-dealer, municipal securities dealer, or government securities dealer or broker**
- 2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)**
- 3. Other investment adviser or financial planner**
- 4. Futures commission merchant, commodity pool operator, or commodity trading advisor**
- 5. Banking or thrift institution**
- 6. Accountant or accounting firm**
- 7. Lawyer or law firm**
- 8. Insurance company or agency**
- 9. Pension consultant**
- 10. Real estate broker or dealer**
- 11. Sponsor or syndicator of limited partnerships.**

JT Tax Services, L.P. was formed as a wholly owned subsidiary to provide tax services to Jamestown and certain other affiliates and, if the investors so elect, to provide personal tax return preparation services to investors in the German Investor Real Estate Funds for a fee. JT Tax Services, L.P. is owned by Jamestown Tax Services, Inc. and Jamestown as its general and limited partners, respectively.

Jamestown Realty Company, L.P. was formed as a subsidiary to provide real estate brokerage services to assets owned by the Funds for a commission. Jamestown Realty Company, L.P. is owned by Kristen Morris and Jamestown, L.P. as its general and limited partners, respectively.

Jamestown is subject to conflicts of interest when providing services from JT Tax Services, L.P. and Jamestown Realty Company, L.P. to Funds or assets in which the Funds invest for a

fee or commission. The amount of such fee or commission is permitted in each Fund's governing document.

Jamestown US-Immobilien GmbH, a sister company to Jamestown, serves as the syndicator for the German Investor Real Estate Funds and as the external delegated KVG for certain German Investor Real Estate Funds.

As indicated in 7 of ADV Part 1, Jamestown is affiliated with each pooled investment vehicle's general partner: Jamestown Latin America Fund GP, L.P. is a subsidiary formed to serve as the general partner of Jamestown Latin America Fund, L.P. Jamestown Latin America Fund GP, L.P. is owned by Jamestown Latin America Fund GP, Ltd and Jamestown Latin America, L.P. and its general and limited partners, respectively. Jamestown and an affiliate own 100% of these general and limited partners.

Jamestown Premier GP, L.P. is a wholly owned subsidiary formed to serve as the general partner of the Jamestown Premier Property Fund, L.P. Jamestown Premier GP, L.P. is owned by Jamestown Properties Corp. and Jamestown, L.P. as its general and limited partners, respectively.

Jamestown 29 Investment Services, L.P. is a wholly owned subsidiary formed to serve as the general partner of the Jamestown 29 L.P., & Co. geschlossene Investment KG. Jamestown 29 Investment Services, L.P. is owned by Jamestown Properties Corp. and Jamestown, L.P. as its general and limited partners, respectively.

Jamestown 30 Investment Services, L.P. is a wholly owned subsidiary formed to serve as the general partner of the Jamestown 30 L.P., & Co. geschlossene Investment KG. Jamestown 30 Investment Services, L.P. is owned by Jamestown Properties Corp. and Jamestown, L.P. as its general and limited partners, respectively.

**D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.**

Jamestown does not recommend or select other investment advisors. It does not receive compensation from any advisors.

As discussed in Item 11, Jamestown may engage in transactions with or alongside other Jamestown Affiliates which may give rise to a conflict of interest. Jamestown has policies and procedures to address such conflicts, as explained in Item 11.

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

**A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.**

Jamestown has adopted a Code of Ethics that complies with Rule 204A-1 under the Advisers Act. Jamestown believes that high ethical standards are essential, and that it has a fiduciary duty to its clients to act in or not opposed to the best interests of the Funds.

Among other things, the Code of Ethics requires certain employees to comply with Jamestown's personal securities trading procedures including pre-clearance of certain securities transactions, compliance with federal securities laws and reporting of personal securities transactions. In addition, all employees must comply with the conflict of interest policies, confidentiality requirements, and restrictions on making gifts to and accepting gifts from clients and restrictions on political contributions. Any violations of the Code of Ethics are required to be reported promptly to Jamestown's Chief Compliance Officer.

Each officer, director and employee is required to certify annually that he or she has read and understands the Code of Ethics. Jamestown will provide a copy of its Code of Ethics to any investor, Client or prospective Client upon request. Please contact Jana Nawrocki at [jana.nawrocki@jamestownlp.com](mailto:jana.nawrocki@jamestownlp.com) for a copy.

**B. If you or a related person recommends to clients, or buys or sells for clients accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

Jamestown advises Funds which have investment focuses which are similar to one another and may be presented with investment opportunities that would be suitable for more than one Fund. Jamestown will allocate investment opportunities or advisory recommendations on a fair and equitable basis, consistent with its fiduciary obligations and the underlying documents for the relevant Fund. Specifically, the Jamestown Premier Property Fund is the primary vehicle through which Jamestown invests in core and core-plus office, retail and mixed use assets in coastal cities in the U.S. as long as the Fund has sufficient capital and, based upon the discretion of the general partner, meets the diversification, rate of return and other key objectives; however, the German Investor Real Estate Funds may be offered the opportunity to co-invest in certain investments alongside the Jamestown Premier Property Fund to the extent that Jamestown has determined that such co-investment opportunities are available. Such co-investments will be structured in accordance with each Fund's offering documents. If Jamestown Premier Property Fund declines a particular investment, the then current German Investor Real Estate Fund may elect to proceed with such investment.

**C. If you or a related person invests in the same securities (or related securities, e.g. warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.**

Members of Jamestown's Investment Committee and certain other senior management have invested in JPPF Management Co-Investment, L.P., which is a limited partner in the Jamestown Premier Property Fund, L.P. Jamestown's Chairman, Christoph A. Kahl and his wife, Ute Kahl are the owners of all of the limited partnership interests in Cologne Investors, L.P. which in turn owns Cologne Holdings, L.P., a Private Fund owning a minority interest in two assets included in the Jamestown Premier Property Fund. Cologne Investors, L.P., while focusing almost exclusively on opportunistic investments, may also invest in assets similar to those of the Jamestown Funds. Assets are allocated in accordance with the process discussed in Item 11.B above. If each Fund that has capital available for an investment has declined an opportunity to invest, Cologne Investors, L.P. may elect to make the investment. While there may appear to be a potential conflict of interest, Jamestown's Chairman makes investment decisions consistent with his fiduciary obligations and he is further incentivized to follow the investment allocation procedures outlined above by the desire to continue to operate Jamestown as a successful investment manager as well as by the performance based fees outlined in Item 6.

**D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

See answers to 11.A, 11.B, 11.C above.

## **Item 12. Brokerage Practices**

**A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).**

Jamestown does not use brokers in connection with its advisory business.

## **Item 13. Review of Accounts**

**A, Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review. B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.**



Jamestown reviews Fund assets on an ongoing basis, both informally and formally through regularly scheduled meetings of Jamestown Investment Committees. The members of the Investment Committee for Jamestown Premier Property Fund are Christoph A. Kahl, Matt Bronfman, Michael Phillips, Chris Kopecky, Juergen Gerber and Jeffrey Beckham. The Investment Committee for the German Investor Real Estate Funds is composed of Christoph A. Kahl, Matt Bronfman, Michael Phillips, Chris Kopecky and Juergen Gerber. The members of the Investment Committee for Jamestown Latin America are Christoph A. Kahl, Matt Bronfman, Jeffrey Beckham and Mabel Delgadillo.

Investment models and capital markets are monitored on a continuous basis.

**C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.**

Jamestown prepares written semi-annual reports for the Private Funds and interim reports for investments made by the German Investor Real Estate Funds at least semi-annually, and the investment committee reviews such reports. The reports contain a detailed list of holdings, performance review, and general market information.

**Item 14. Fund Referrals and Other Compensation**

**A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.**

Jamestown does not receive any economic benefit from any third party for advice Jamestown rendered to the Funds.

**B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.**

Jamestown does not compensate third parties for referral of Funds to Jamestown as Clients.

**Item 15. Custody**

**If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other**

**qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.**

Jamestown has custody of the Non-Alternative Investment Funds. Jamestown does not have custody of funds of the Private Funds, but the general partner of the Private Funds, a related person and affiliate of Jamestown, has custody.

The Funds are subject to an annual audit performed by a nationally recognized public accounting firm prepared in accordance with generally accepted accounting principles. The Private Funds and their investors receive annual audited financial statements, generally within 120 days of the end of the Funds' fiscal year. Jamestown makes the annual audited financial statements for the German Investor Real Estate Funds available to investors within 120 days of the end of the Funds' fiscal year. Such statements are in accordance with the Handelsgesetzbuch as adopted in the Kapitalanlagegesetzbuch in effect in Germany which is substantially similar to U.S. GAAP. Jamestown also prepares quarterly financial statements for investors for certain of the Private Funds in accordance with the applicable limited partnership agreement.

## **Item 16. Investment Discretion**

**If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).**

With respect to most of the Funds, Jamestown exercises discretionary authority to select the securities to be bought or sold and the amount of securities to be bought or sold (as discussed in Item 7, Jamestown also advises two Funds on a non-discretionary basis). Details of this authority are detailed in each Fund's governing documents. Discretion is exercised in a manner consistent with the stated investment objectives, guidelines and restrictions set forth in the relevant Fund's governing documents.

## **Item 17. Voting Fund Securities**

**A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.**

**B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.**

The investment advisory business of Jamestown does not involve the trading of publicly offered securities and therefore Jamestown has not adopted proxy voting policies and procedures.

## **Item 18. Financial Information**

**A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.**

Jamestown does not require prepayment of fees six months or more in advance. Therefore it is not required to include a balance sheet with this Brochure.

**B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.**

Jamestown has no financial hardships or other conditions that might impair its ability to meet its contractual obligations to Funds.

**C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.**

Jamestown has not been the subject of a bankruptcy proceeding.

## **Item 19. Requirements for State-Registered Advisers**

This Item is not applicable to Jamestown.