

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

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**This Brochure provides information about the qualifications and business practices of Cornerstone Real Estate Advisers LLC (hereinafter “Cornerstone” or “Firm” or “we”). If you have any questions about the contents of this Brochure, please contact the Firm’s Chief Compliance Officer, William E. Bartol, at (860) 509-2233 or [bbartol@cornerstoneadvisers.com](mailto:bbartol@cornerstoneadvisers.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.**

**Additional information about Cornerstone is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Cornerstone is 106468.**

## **Item 2. Summary of Material Changes**

This Brochure is prepared in accordance with Rule 204-3 of the Investment Advisers Act of 1940. Accordingly, we will ensure that clients receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of the Firm's fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. The Brochure may also be viewed on the SEC's website.

The following material changes have been made in this March 26, 2014 revision:

Under Item 4, Advisory Business, *Funds Business*, deleted Cornerstone Real Estate Fund IX, LP; added Cornerstone/LAZ Parking Fund, LP, Cornerstone Real Estate Fund X, LP, Cornerstone High Yield Venture LP, and Cornerstone/NAHT Enhanced Preservation Fund 2013-1 LLC.

Under Item 14, Brokerage Practices, Allocation of Real Estate Opportunities (Private Debt and Equity), the Firm's 2013 Debt and Equity Allocation Policies were replaced with the Firm's revised 2014 Policies.

**Item 3. Table of Contents**

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#### **Item 4.        Advisory Business**

##### **Real Estate Advisory Services**

Cornerstone is a diversified, full service global advisory firm specializing in real estate related advisory and management services. Cornerstone provides advice to a client regarding investment of its funds based on the client's needs. Cornerstone is an indirect wholly-owned subsidiary of the Massachusetts Mutual Life Insurance Company (hereinafter "MassMutual"), and has been in business since 1994. Account supervision is guided by the stated objectives of the client (i.e., core, value added, opportunistic, growth and income, growth, income, or total return). Cornerstone offers advisory services in the following real estate related investment sectors:

##### **Public Real Estate Securities**

Cornerstone manages portfolios of public real estate securities (domestic and global, debt and equity) for mutual funds and institutional clients on a discretionary and non-discretionary business.

##### **Model Portfolios**

Cornerstone may participate in one or more unified managed account or other model based program(s) (collectively, "UMA program(s)") offered to investors by non-affiliated sponsors. In such relationships, Cornerstone provides its portfolio model to the sponsor who then, in accordance with the contractual relationship it has with its clients, makes trades for or recommendations to its clients.

Generally, Cornerstone does not have an advisory relationship with the UMA program clients. Delivery of this Form ADV Part 2A to any such client is for informational purposes only, and should not be construed to imply that any such advisory relationship exists.

##### **Equity Investments in Real Estate**

Cornerstone provides investment advisory services with respect to direct real estate equity investments and asset management services. Equity investments in real estate typically span all property types including, but not limited to, multifamily, affordable housing, retail, office, industrial, land, and hotels, as well as Section 42 affordable housing tax credit investments. Additionally, these properties may be completed (i.e., fully developed and operational) or in the development stage(s).

##### **Real Estate Debt Investments**

Cornerstone provides investment advisory services with respect to real estate related debt investments such as commercial mortgages, affordable housing mortgages, residential mortgages, syndicated commercial real estate debt, loan participations, mezzanine debt,

and preferred equity.

### Mortgage Loan Servicing

Cornerstone is a rated mortgage loan servicer capable of servicing public commercial mortgage backed securities. Cornerstone's servicing arm primarily provides private mortgage servicing in transactions where the Firm's affiliates, including MassMutual, and other advisory accounts and third-party investors co-invest.

### Funds Business

Cornerstone is the sponsor of various pooled investment vehicles to which we provide investment advice. Investors who elect to invest in or with these vehicles purchase an interest in one of the Cornerstone sponsored fund(s) (collectively, the "Funds") through an affiliated broker-dealer. In these cases, the fund is the Firm's client. These investors are accordingly not advisory clients of the Firm and do not impose restrictions on how we invest or manage the commingled fund. Some, but not all, of these Funds are offered under the exemptions found in Investment Company Act Rules 3(c)(1) and 3(c)(7), and therefore may be "Private Funds."

Below is a list of the current Open Pooled Investment Vehicles (i.e., currently raising capital for the funds):

**The Cornerstone Real Estate Fund X, LP ("CREF X")** is one of Cornerstone's most recently developed closed-end funds. Marketing is underway and its first closing has yet to occur. CREF X's strategy is to invest in assets where the opportunity exists to strategically add value due to market dislocation, physical condition, inadequate management, the need for capital resources, to take advantage of improving market fundamentals and/or repositioning and development opportunities in institutional grade properties primarily within the apartment, office, retail, industrial, and hotel property types.

**The Cornerstone/LAZ Parking Fund, LP ("Cornerstone/LAZ")** is one of Cornerstone's most recently developed closed-end funds. Marketing is underway and its first closing has yet to occur. The fund's strategy is to invest in cash flowing parking properties with capital appreciation potential in the U.S., targeting equity investments in three strategies: core urban, value add and infrastructure. Cornerstone/LAZ will mitigate risk using conservative leverage and by partnering with a "best in class" parking investor/operator.

**The Cornerstone Patriot Fund LP ("CPF")** is an open-end fund. The Fund's strategy is to invest primarily in stabilized, substantially leased real estate assets in the United States anticipated to provide income with the opportunity for appreciation. The investment strategy shall include investments in office, apartment, retail, industrial, and may include hotel assets. It will acquire properties as cash flow, including new investor

commitments, and new investment opportunities allow and consistent with the Fund's Investment Guidelines.

Below is a list of the current Closed Pooled Investment Vehicles (i.e., managed by Cornerstone, but closed to new investors):

**The Cornerstone High Yield Venture LP ("CHYV")** is a closed-end fund that invests in first mortgage and mezzanine debt secured by transitional real estate and in development mezzanine debt providing financing for the construction and stabilization of multifamily housing. CHYV provides financing for acquisition, reposition and development and may employ leverage on first mortgage positions to achieve target returns. Target assets will exhibit a business plan resulting in stabilization with the goal of sale or refinance to release added value. CHYV's investment period will terminate on November 4, 2014 unless extended pursuant to the terms of its governing documents.

**The Cornerstone Real Estate Fund VIII, LP ("CREF VIII")** is a closed-end fund focused on the strategic themes of distress and recovery. Specifically, CREF VIII makes real estate investments in the United States at attractive pricing arising from capital market distress or the effects of the recession. CREF VIII targets primarily investment in properties of institutional quality which are significantly leased and in generally good physical condition in markets that are expected to lead the current economic recovery. CREF VIII had its initial closing in March 2011 and completed its capital raising period February 29, 2012. CREF VIII's acquisition period ended February 28, 2014.

Also in 2011, Cornerstone formed Cornerstone Real Estate Fund VIII (PF), LP ("CREF VIII PF"), a Delaware limited partnership whose limited partners are 61 Cornerstone employees or former employees; as well as Cornerstone Real Estate Fund VIII (PF #2), LP ("CREF VIII PF2"), a Delaware limited partnership whose limited partner is a foreign pension plan. CREF VIII PF and CREF VIII PF2 invest side-by-side with CREF VIII.

**The Cornerstone/NAHT Enhanced Preservation Fund 2013-1 LLC** is a closed-end fund organized to provide investors with a credit-enhanced investment in low-income housing tax credit properties. The Fund is midway through its acquisition period.

**The Cornerstone/NAHT Enhanced Preservation Fund 2011-1 LLC** is a closed-end fund organized to provide investors with a credit-enhanced investment in low-income housing tax credit properties. The Fund has completed its acquisition period.

**The Cornerstone/NAHT Enhanced Preservation Fund 2010-1 LLC** is a closed-end fund organized to provide investors with a credit-enhanced investment in low-income housing tax credit properties. The Fund has completed its acquisition period.

**The Cornerstone Enhanced Mortgage Fund I LP ("CEMF I")** is a closed-end fund which invests in first mortgage debt secured by transitional real estate focusing on in-place operational cash flow. CEMF I provides financing for acquisition of high quality, well located properties with significant in-place cash flows or appropriate reserves.

Target assets will exhibit a business plan resulting in stabilization with the goal of sale or refinance to release added value. CEMF I's investment period expired February 22, 2014.

**The Cornerstone Core Mortgage Fund I LP ("CCMF I")** is a closed-end fund which invests in low-leverage first mortgage loan participations collateralized by commercial real estate properties located in the United States. CCMF I's investment objective is to generate attractive current and total returns to its limited partners through the realization of income and repayment of the principal balances of such mortgage loans. CCMF I has completed its investment period and is currently managing its portfolio of investments.

**Cornerstone Core Mortgage Venture I LP ("CCMV I")** is a closed-end fund which invests in low-leverage first mortgage loans collateralized by commercial real estate properties. CCMV I's investment objective is to generate attractive current and total returns to its limited partners through the realization of income and repayment of the principal balances of such mortgage loans. CCMV I ended its investment period August 2011 but with unanimous partners' consent permits additional investments subsequent to expiration of investment period.

**Babson Mezzanine Realty Investors LP** is a closed end fund which made debt and preferred equity investments in multi-family and commercial real estate transactions exhibiting value-added and opportunistic strategies. The fund has completed its investment period and is currently managing its portfolio of investments.

**Babson Mezzanine Realty Investors II LP** is a closed end fund which made debt and preferred equity investments in multi-family and commercial real estate transactions exhibiting value-added and opportunistic strategies. The fund completed its investment period in March 2012 and is currently managing its portfolio of investments.

**MassMutual/Boston Capital Mezzanine Partners II, L.P.** is a closed end fund which invested in commercial real estate and real estate debt transactions. The fund has sold all of its real estate investments, has no remaining debt investments, and is currently working on an orderly liquidation of its remaining investments.

**The Cornerstone Hotel Income and Equity Fund II, LP ("CHIEF II")** is a closed end hotel fund which focuses primarily on business class, upper upscale and luxury branded hotels and upper tier independent boutique hotels in the top 50 U.S. hotel markets (as defined by Smith Travel Research). CHIEF II was closed to additional investors in September 2008. Its Acquisition Period ended September 28, 2012.

Also in 2007, Cornerstone formed Cornerstone Hotel Income & Equity Fund II (PF), LP ("CHIEF II PF"), a Delaware limited partnership whose limited partners are 40 current or former Cornerstone employees. CHIEF II PF invests side-by-side with CHIEF II.

**The Cornerstone Apartment Venture III, LLC ("CAV III")** was closed to investors in 2007. It is a value-added strategy designed to develop a portfolio of apartment

properties to produce income and appreciation over the life of the fund. CAV III made its final investment in February 2011 and made its first sale in December 2011. The remaining real estate investments are currently projected to be sold before 2015, CAV III's maturity assuming all maturity extensions are exercised.

**The Cornerstone Apartment Fund I LLC ("CAF")** was closed to investors in 2000. It is a value-added portfolio exclusively focused on apartment development in markets with barriers to entry such as Boston, Washington, D.C., Philadelphia, Southern California and California's Bay Area. CAF is fully invested and the last real estate investment was sold in May 2011. CAF is in the stages of winding up its business.

Also in 2000, Cornerstone formed CAF One, Inc., a private real estate investment trust whose shareholders are MassMutual, a client foundation and 100 Cornerstone employees and family members. CAF One, Inc. invested side-by-side with CAF.

**The Cornerstone Apartment Venture I LLC ("CAV")** was closed to investors in July 2003. It is a value-added portfolio focused on apartment development in markets with barriers to entry such as New York City, San Francisco, Washington, D.C., Philadelphia, and Southern California. CAV is fully invested and the last real estate investment was sold in December 2010. CAV is in the stages of winding up its business.

Also in 2003, Cornerstone formed CAV I, Inc., a private real estate investment trust whose shareholders are MassMutual, a client foundation, and 100 Cornerstone employees and family members. CAV I, Inc. invested side-by-side with CAV.

**Cornerstone Hotel Income and Equity Fund ("CHIEF")** was closed to investors in January 2006. It is a hotel fund which focuses primarily on business class upper upscale and luxury branded hotels and boutique hotels in the top 50 U.S. hotel markets (as defined by Smith Travel Research). CHIEF is fully invested and is anticipated, subject to market conditions, to be fully liquidated by the end of 2014.

In its capacity of manager or general partner of these Funds, Cornerstone has created numerous limited liability companies or partnerships (SPEs) solely for the purpose of holding title to real property assets. These SPEs are ultimately owned by the Funds disclosed in this section or in relation to the Firm's separate account clients. In no case are fund investors allowed to directly invest in these SPEs.

#### *Affiliate Relationship(s)*

In connection with Cornerstone's management of discretionary advisory accounts, Cornerstone has an agreement with Babson Capital Management LLC ("Babson"), an SEC registered investment adviser and indirect wholly-owned subsidiary of MassMutual to provide trading functions as well as certain back office and administrative support services in connection with the U.S. and foreign public real estate securities for the MassMutual portfolios and certain other non-discretionary third-party clients.



Related to the Firm's public equity advisory business, Cornerstone has entered into an agreement with OppenheimerFunds, Inc. ("Oppenheimer"), an indirect wholly-owned subsidiary of MassMutual. Oppenheimer has been engaged to handle trading for non-MassMutual discretionary clients.

In connection with Cornerstone's Global Real Estate Securities products, Cornerstone has an agreement with Babson Capital Cornerstone Asia Limited (formerly known as Cornerstone Real Estate Advisers Asia Limited) ("BCC Asia"), licensed with the Hong Kong Securities and Futures Commission to provide investment advice and securities distribution services, to provide investment advice and research.

#### Sub-Adviser Relationship(s)

Oppenheimer is the investment adviser to the Oppenheimer Real Estate Fund and the Oppenheimer Global Real Estate Fund (the "Oppenheimer Funds"), regulated investment companies under the Internal Revenue Code. Under a sub-advisory agreement, Cornerstone has assumed day-to-day responsibility for the investment management of the Oppenheimer Funds, and receives an advisory fee based on a percentage of the fees earned by Oppenheimer.

Cornerstone's portfolio trades for the Oppenheimer Funds are forwarded by the Portfolio Manager to Oppenheimer's trading desk, who manages the order flow and obtains execution in its capacity of adviser to the Oppenheimer Funds.

Babson serves as investment adviser under third-party client or MassMutual Accounts, pursuant to individual investment advisory agreements. Cornerstone has assumed responsibility for providing investment advisory and administrative services with respect to the Capital Markets Products in the Accounts, and receives an advisory fee based on a percentage of the fees earned by Babson.

Cornerstone may also, from time to time, enter into additional sub-advisory agreements with third party registered investment advisers as it deems appropriate and in the best interests of clients.

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

#### Real Estate Advisory Services

Cornerstone provides a variety of real estate advisory and management services, primarily to institutional clients. All fees are subject to negotiation. See below for information regarding the Firm's fees for such services.

### Public Real Estate Equity Securities

As disclosed in Item 4. above, Cornerstone manages portfolios of public real estate securities for institutional clients. Cornerstone does not have a set fee schedule; however, the Firm's fees are based on a percentage of assets under management and currently range from 25 basis points to 60 basis points. Fees are negotiable based, in part, upon the specific investment strategy, account size, and client specific reporting and servicing requirements.

### Public Real Estate Debt Securities

As disclosed in Item 4. above, Cornerstone manages and/or advises portfolios of public real estate debt securities (principally CMBS and REIT debt) for institutional clients. Cornerstone does not have a set fee schedule; however, the Firm's fees are based on a percentage of assets under management and currently range from 7.26 basis points to 30.0 basis points. Fees are negotiable based, in part, upon the specific investment strategy, account size, and client specific reporting and servicing requirements.

### Equity Investments in Real Estate

As disclosed in Item 4. above, Cornerstone provides advice with respect to real estate equity investments and asset management services. Cornerstone does not have a set fee schedule. All client relationships are negotiated and clients may be charged one or more of the following types of fees in the management of the client's direct real estate investment:

Cornerstone may charge an asset management fee based on a percentage of the aggregate purchase price or market value of the investments acquired ranging from 45 basis points to 110 basis points, a percentage of the investment's net income ranging from 6.5% to 7.0%, or a combination thereof. In addition, Cornerstone may receive incentive fees based on performance measures.

Cornerstone may charge a property acquisition fee equal to a percentage of the acquisition cost of an asset. Acquisition fees generally range from 0 to 75 basis points of the gross purchase price of the property.

Additionally, Cornerstone may charge a disposition fee equal to a percentage of the net sales proceeds of a property, ranging from 0 basis points to 25 basis points.

### Real Estate Debt Investments

As disclosed in Item 4. above, Cornerstone provides advice with respect to real estate related debt investments. Cornerstone does not have a set fee schedule, as fees are negotiated on a case by case basis. Broadly speaking, Cornerstone charges between 30 and 150 basis points of outstanding loan balances for ongoing asset management fees, depending on product strategy.

### Mortgage Loan Servicing

For mortgage loan servicing clients, Cornerstone charges the following fees:

Cornerstone charges a master or primary servicing fee, based on the amount outstanding under the mortgage loan on an annual basis that typically ranges from 0.01% to 0.10%.

In addition to the master or primary servicing fee, Cornerstone also charges a special servicing fee when mortgage loans that Cornerstone services go into default. Special servicing fees are based on the amount outstanding under the mortgage loan on an annual basis, and typically range from 0.15% to 0.25%. All such fees are typically negotiated on a case-by-case basis.

### Funds Business

When a client purchases an interest in a Cornerstone sponsored fund, fees are charged in accordance with the schedule set forth in the fund's offering documents. Client fund investments are not subject to fee schedules outside of those set forth in the offering documents.

### Fees in General

Depending on the particular arrangement with each client, we will either invoice clients or directly debit their custodial accounts.

Most fees are billed in arrears at the end of each quarter, based upon the billable balance on the last day of the previous calendar quarter, pro-rated for additions and withdrawals.

Fees and account minimums for all services are negotiable based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, service and reporting needs, etc.).

We may group certain related client accounts for the purposes of determining the account size and/or annualized fee.

Cornerstone will not collect fees in excess of \$1,200 per client six months or more in advance of services rendered.

### Incentive Fees

In some instances, Cornerstone may charge an incentive fee. Incentive fees will be disclosed to the client before entering into a written advisory agreement.

Unless otherwise set forth in the clients advisory agreement, clients who elect to terminate their contracts will be charged an incentive-based fee based on the performance

of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-based fee was last assessed.

In measuring the client's assets for the calculation of performance-based fees, Cornerstone shall include: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period.

In some circumstances, the incentive fee may potentially create an incentive for Cornerstone to recommend investments which could be viewed as riskier or more speculative than those which would be recommended under a different fee arrangement. Cornerstone recognizes its fiduciary duty to its advisory clients and strives to act in their best interest at all times. Cornerstone has procedures to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Cornerstone urges clients to review advisory agreements to ensure they fully understand the proposed method of compensation and its risks prior to entering into the contract.

INCENTIVE FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS.

#### Account Termination

Advisory agreements with our clients may generally be terminated by either party, pursuant to the notice requirements specified in their respective management agreements. Cornerstone is typically entitled to a pro-rata portion of the earned fees, generally inclusive of the notice period. Refunds will not typically apply as fees are generally paid in arrears.

#### Brokerage and Custodian Fees

In addition to advisory fees paid to the Firm, clients will also be responsible for all transaction, brokerage, and custodian fees incurred as part of their account management.

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

Please see Item 5. above for information relating to incentive fees.

Please see Item 4. above for information relating to side-by-side management.

## **Item 7. Types of Clients**

Cornerstone generally provides advisory services to pension and profit sharing plans, investment companies, pooled investment vehicles, municipalities, insurance companies, corporations, and banking and thrift institutions.

For strategies currently managed, Cornerstone has determined that \$1,000,000 is the minimum investment required to effectively manage to its U.S. REIT and Global Real Estate Securities strategies. Similarly, the Firm generally imposes a \$20,000,000 minimum gross portfolio value for consideration of potential direct real estate portfolios. Cornerstone reserves the right to waive such minimums where the actual strategy provided, or specific client needs and characteristics warrant such waiver.

The above minimums apply to debt and equity separate accounts managed by Cornerstone. Funds managed by Cornerstone are sold under a private offering memorandum which sets forth the terms of the offering, including investment minimums, which vary by fund.

To help Cornerstone meet applicable anti-money laundering laws, rules, and regulations, its policy is to attempt to obtain and maintain supporting client documentation for each client relationship, including each client's financial background and investment objectives. Cornerstone may request from each client/investor its name, address, government issued identification number, and other information that will allow Cornerstone to identify each client/investor. Supporting client/investor information will be obtained during the account opening process for each client/investor. Advisory personnel should be familiar with the client documents required by the Firm and ensure that all necessary information is obtained and verified with supporting documents. Cornerstone may also verify client/investor identity through non-documentary means, such as through the comparison of the information provided by a client/investor with information provided by public databases or other sources.

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

The Firm employs, among other approaches, fundamental and cyclical analysis as part of its investment decision-making process to help formulate client recommendations.

Fundamental Analysis: Fundamental analysis of a business involves analyzing its income statement, financial statements and health, its management and competitive advantages, and its competitors and markets. Fundamental analysis school of thought maintains that markets may mis-price a security in the short run but that the "correct" price will eventually be reached. Profits can be made by trading the mis-priced security and then waiting for the market to recognize its "mistake" and re-price the security. However, fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating

the stock. Therefore, unforeseen market conditions and/or company developments may result in significant price fluctuations that can lead to investor losses.

Cyclical analysis: In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security. Since cyclical analysis is based on examination of rising and falling trends, investors bear the risk of mis-timing, with a specific trend lasting longer or shorter than expected.

### Investment Analysis and Process

Investment decisions made by Cornerstone incorporate analysis of real estate research taking into account macro issues (i.e., business cycles and property sector cycles, capital flows, identification of target markets, and investment vehicles) and micro issues (i.e., property submarket dynamics, rent and occupancy trends, characteristics of property leases including lease role exposures, tenants credit worthiness, and capital needs). Such research is incorporated into the decision making on both direct real estate and public real estate securities strategies.

The investment process is managed by Cornerstone's Investment Committees, which rely on a number of different information sources to make investment decisions. A primary source of investment information is developed by Cornerstone's Research Group. Macro and micro market information is compiled and analyzed by this Group to determine fundamental space market and capital market trends, risks, and opportunities. The Research Group utilizes to a number of national data sources, including, but not limited to: CoStar, CBRE-Econometric Advisers, Moody's Analytics, Smith Travel Research, Standard & Poors, Dunn & Bradstreet, Axiometrics, Real Capital Analytics, Lodging Econometrics, Claritas, and the Department of Commerce, among others. Data is scrubbed and imbedded in Cornerstone's proprietary database product, The Analyst. The Analyst provides current and forecast data and market analysis to every investment professional in the organization. In addition, all major financial decisions (i.e., acquisitions, dispositions, capital expenditures, and major leases) are analyzed with sophisticated computer modeling tools such as Argus, which are used for all property level valuations.

Cornerstone's equity investment strategy revolves around the premise that real estate is cyclical in nature, and as a result, different property types and economic regions respond independently to market dynamics. This implies that there generally are opportunities in real estate, provided the investor is sensitive to change and can alter its investment strategy based on the appropriate level of research and knowledge of market dynamics. Cornerstone's investment strategy focuses on barrier markets, as barrier markets (those markets in which it is difficult to add new supply) have the potential for higher income growth over time that is not always reflected in current pricing. The strategy is balanced by investing in rotational markets that respond more quickly to job growth. Inherent in any strategy is a discipline to sell assets when appropriate.

Cornerstone's private equity investment philosophy is a value-based approach based on well informed purchases of undervalued real estate, analyzing investment fundamentals and with a focused strategy supported by research and hands-on market knowledge. Growth in revenue is achieved through aggressive asset management by Cornerstone's regional office property teams, based in Chicago, Illinois, Santa Monica, California, and Glastonbury, Connecticut, which work closely with select, local property management companies. The investment process is based on a thorough and ongoing knowledge of client needs, objectives, and risk tolerances.

Cornerstone's debt investment strategy has a fundamental value orientation wherein it seeks to determine where value exists within and between markets, based on bottom up analysis of individual investments and how they compare to alternatives in a risk/reward framework. Cornerstone seeks to capitalize on market inefficiencies that may affect individual investments, and attempts to capture incremental return advantages to provide more consistent long-term investment results. Prudent diversification is employed to safeguard against unforeseen adverse events. Investment decision-making is straightforward and is concentrated directly in the hands of an experienced staff of investment professionals. Cornerstone's debt business is supported by regional offices in Glastonbury, Connecticut, Chicago, Illinois, Newport Beach, California, Dallas, Texas, and Washington, D.C.

Risks for all forms of security analysis: Our investment analysis relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

With respect to its public securities business, the Firm employs the following investment strategies to implement investment advice given to clients:

Long-term purchases: We primarily purchase securities with the idea of holding them in the clients account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular sector over time, regardless of the current projection for this sector.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our forecasts are incorrect, a security may decline in value before we make the decision to sell.

Short-term purchases: At times, we may also purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Options: Certain portfolios allow for equity and index options trading. Cornerstone from time-to-time will trade options within the client guidelines and risk parameters set forth by the client and Cornerstone.

***Clients should understand that investing in any security involves a risk of loss of both income and principal that clients should be prepared to bear.***

#### **Item 9. Disciplinary Information**

Cornerstone has no reportable disciplinary events to disclose.

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

Cornerstone Real Estate Advisers Inc., a wholly-owned subsidiary of Cornerstone, holds a corporation real estate license from the California Department of Real Estate.

As disclosed in Item 4. above, Babson Capital Securities LLC (“BCS”) is a registered broker-dealer and wholly-owned indirect subsidiary of MassMutual. Certain employees of Cornerstone are registered with the Financial Industry Regulatory Authority (“FINRA”) as registered representatives of BCS. The employees of Cornerstone who are registered will not be engaged in the retail sale of securities. Rather, they will be involved in the marketing and sale of interests in various pooled investment vehicles offered as private placements under Regulation D of the Securities Act of 1933 and other applicable exemption(s). BCS sometimes receives compensation for its fund distribution services related to Cornerstone's privately offered funds.

BCC Asia (an affiliated entity wholly-owned by Babson), located in Hong Kong, is licensed with its local securities regulator to provide investment advice and securities distribution services. This entity currently provides to Cornerstone investment advice and research relating to Cornerstone's Global Real Estate Securities products.

BCC Asia, together with Cornerstone and Cornerstone Real Estate Advisers Europe Finance LLP, a Cornerstone U.K. subsidiary (licensed with the Financial Conduct Authority to offer investment advice and distribute securities), form the platform for Cornerstone's global growth initiative through which Cornerstone intends to develop and offer real estate securities and advisory products to a global clientele.



As mentioned in Item 4. above, Cornerstone entered into sub-advisory relationships with Oppenheimer, a wholly-owned indirect subsidiary of MassMutual. Oppenheimer is the investment adviser to the Oppenheimer Funds, regulated investment companies under the Internal Revenue Code. Under the sub-advisory agreement, Cornerstone has assumed day-to-day responsibility for the investment management of the Oppenheimer Funds, and receives an advisory fee based on a percentage of the fees earned by Oppenheimer.

Cornerstone has also retained Oppenheimer in a sub-advisory capacity to handle the trading function in connection with the U.S. and foreign public real estate securities traded for the Firm's clients.

As disclosed in Item 4. above, Babson is an SEC registered investment adviser and wholly-owned indirect subsidiary of MassMutual. Cornerstone has engaged Babson to handle certain trading functions in connection with the public real estate securities portfolios managed by Cornerstone for MassMutual and unaffiliated third party clients.

Cornerstone has numerous business relationships with its ultimate parent, MassMutual, a mutual life insurance company and SEC registered investment adviser. Cornerstone provides investment advisory services relating to MassMutual's real estate equity and debt portfolio. Additionally, Cornerstone may be the sub-adviser for various third party clients who have executed advisory agreements with MassMutual or with Babson (including registered investment companies and separate accounts).

Additionally, Cornerstone is a full service real estate capital provider, with real estate and debt products for commercial mortgage origination including, permanent mortgages, mezzanine and high-yield products, affordable housing, and related activities. Cornerstone manages real estate debt assets and funds for institutional clients worldwide.

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

### *Code of Ethics*

Cornerstone has adopted a Code of Ethics which sets forth high ethical standards of business conduct required by all employees, including compliance with Rule 17j-1 of the Investment Company Act of 1940 and Rule 204A-1 of the Investment Advisers Act. All employees of Cornerstone must certify compliance with the Code of Ethics annually. Furthermore, the Firm's Code of Ethics also requires "Covered Persons" (generally, Assistant Vice President or higher level officers, or any other employee designated by the Chief Compliance Officer) to report securities holdings at hire and annually thereafter, and to report securities transactions on a quarterly basis. Covered Persons are prohibited from buying securities which may be purchased for clients. Additionally, the Firm's Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. A copy of the Firm's Code of Ethics is available to clients and prospective clients upon request to

William E. Bartol, Chief Compliance Officer, at the Firm's principal office address.

The Firm or individuals associated with the Firm may buy or sell securities identical to those recommended to customers for their personal accounts; however, as indicated above, Covered Persons are prohibited from buying any real estate securities which are included in our composite indices. In addition, any related person(s) may have an interest or position in certain security(ies) which may also be recommended to a client.

As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities are fulfilled:

1. No person employed by the Firm may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.
2. No principal or employee of the Firm may buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, from his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of the Firm may put his or her own interest before that of the advisory client.
3. The Firm maintains a list of all securities holdings for the Firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed by the Compliance Department.
4. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where the Firm is granted discretionary authority.
5. All of the Firm's principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. Any individual not in observance of the above may be subject to termination.

#### Participation in Client Transactions

Cornerstone may invest client assets in securities or other investments that are also held by (i) Cornerstone or its affiliates, including MassMutual, (ii) other Cornerstone advisory accounts, (iii) funds or accounts in which Cornerstone or its affiliates or their respective employees have an ownership or economic interest, or (iv) employees of Cornerstone or its affiliates. Cornerstone may also, on behalf of its advisory clients, invest in the same or different securities or instruments of issuers in which (i) Cornerstone or its affiliates, including MassMutual, (ii) other Cornerstone advisory accounts, (iii) funds or accounts in which Cornerstone, its affiliates, or their respective employees have an ownership or

economic interest or (iv) employees of Cornerstone or its affiliates, have an ownership interest as a holder of the debt, equity or other instruments of the issuer.

Cornerstone or its affiliates may also recommend that clients invest in registered or unregistered investment companies, including private placement investment funds such as hedge funds, private equity funds or structured funds (i) advised by Cornerstone or an affiliate, (ii) in which Cornerstone, an affiliate or their respective employees has an ownership or economic interest, or (iii) with respect to which Cornerstone or an affiliate has an interest in the entity entitled to receive the fees paid by such funds.

## **Item 12. Brokerage Practices**

As set forth previously, Cornerstone is contracted by Oppenheimer to sub-advise the Oppenheimer Funds. While the agreement provides that Cornerstone is responsible for the day-to-day investment management of the Oppenheimer Funds, particularly with respect to investment decisions, Oppenheimer, as the Oppenheimer Funds' adviser, retains both statutory and contractual supervisory authority over the management of the Oppenheimer Funds, including decisions concerning the securities to be bought and sold, and the amount of such transactions.

Additionally, Cornerstone provides sub-advisory services to MassMutual, on behalf of a Massachusetts Mutual Life Insurance Company separate investment account, the Oppenheimer Funds, and advisory services to other third-party REIT client(s). In executing its responsibilities under the relevant agreements, Cornerstone has contractually delegated its advisory trading responsibilities to Oppenheimer (in relation to transactions for Cornerstone's U.S. and Global real estate strategies for non-affiliated discretionary client accounts) and to Babson (in relation to MassMutual accounts and certain non-discretionary accounts). As a result, Cornerstone does not select the brokers to execute the trades for these accounts, although it does retain the right to direct trades in order to direct order flow if necessary or beneficial to the client to do so.

### **Real Estate Brokers**

Cornerstone's real estate investments (private debt and equity) are identified primarily through three industry relationships: (1) direct relationships with institutional holders of or investors in real estate; (2) direct relationships with brokers who source potential investment opportunities; and (3) direct relationships with other institutional investment (equity or debt) partners. From time-to-time, we may also purchase real estate related assets at auctions.

When utilizing a broker, there is often a fee to be paid. While some real estate investments (equity and debt) may be made without the utilization of a broker, the majority of transactions are brought to market through one or more brokers. The fees of the broker vary, and any fee to be paid is factored into the analysis and underwriting of each potential investment.

Factors considered by Cornerstone when selecting the counterparty from which to purchase Debt include Cornerstone's familiarity and past business experience with the counterparty, the counterparty's reputation and professionalism, and the quality of the counterparty's past execution.

When selecting brokers to market a client holding, Cornerstone considers the broker's local market knowledge, asset class expertise, market reach and visibility, fee, and other factors specific to the broker, client and property, directed to effect the most favorable transaction in consideration of the totality of the circumstances

#### Aggregation and Allocation Procedures

On behalf of its clients, Cornerstone invests in public real estate securities, including initial public offerings ("IPOs"). In the case of all public real estate securities, including IPOs, consistent with each participating client's investment advisory agreement, Cornerstone may batch orders for more than one account prior to transmitting such orders to the affiliated trading desk for order management. Generally, orders are batched to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges.

When decisions are made to purchase or sell the same security simultaneously for more than one account, Cornerstone may aggregate several contemporaneous client trade orders for a specific security into a block order via any trading system maintained by the applicable affiliated trading desk. Cornerstone will not aggregate orders placed with different affiliated trading desks. Because Cornerstone typically trades in low volume as compared to a security's float or daily trading volume, the majority of its orders are completed on the day of entry. In such cases, trades are fully allocated based on the aggregated trades, at an average share price as calculated on each desk.

When purchasing or selling securities with relative liquidity challenges, Cornerstone may activate the aggregated ticket only on one trading desk (either Oppenheimer or Babson) so as not to place the two trading entities in competition with each other in the market. For larger orders (typically involving 100,000 shares or more), Cornerstone may transmit a percentage of the entire trade (anywhere from 10% to 50%) first to one desk to be completed. Once that determined percentage is finished, trading is shifted to the other desk. This alternating between trading desks is continued until the entire order is filled. Which desk begins trading is determined in a manner that, over the long term, seeks to ensure that no client is advantaged or disadvantaged, and takes into consideration the relative number of shares to be traded, the current holdings of the security, account cash positions, market conditions, and trading characteristics of the security.

Cornerstone may use pro rata allocation when a batch order cannot be fully executed in a single day. "Partial fills" are generally allocated pro rata among the participating accounts based on the size of each account's order and may be subject to rounding in order to achieve "round lots." Unexecuted orders will continue to be worked until the

block order is completed or until all open orders have been canceled. New orders for the same security will be aggregated with any remaining unexecuted orders. The applicable trading system will be updated to reflect partial executions until the block order is completed or to reflect that outstanding orders have been canceled. Cornerstone will generally apply a minimum order allocation amount of 100 shares, which may be adjusted based on market convention associated with the particular security or prevailing market conditions. If remaining positions are too small to satisfy the minimum order amount, Cornerstone may decide to allocate the remaining shares to those accounts seeking large positions which were unfilled. Cornerstone may also decide to allocate remaining shares to those accounts whose orders would be completed as a result of the allocation.

Cornerstone may also use percentage ownership allocation to conform clients' exposure to a particular security, regardless of the size of the purchase or sell order. In these instances, the order will be allocated among accounts based upon the relative exposure each account has in that security. For example, Cornerstone determines to purchase 100 shares of ABC Stock, a security that is already held in client accounts. Ten percent of Portfolio A consists of ABC Stock, but only five percent of Portfolio B consists of ABC Stock as the account was opened at a later point in time. Additional purchases of ABC Stock will be allocated to Portfolio B before additional shares are allocated to Portfolio A. Percentage ownership allocation may be used to conform new accounts to Cornerstone's recommended weightings.

Cornerstone may use a combination of percentage and pro rata allocation where it places a large order to purchase or sell a particular security. Such orders may be allocated initially based upon percentage allocation in order to conform clients' relative exposure to the security and then the balance on a pro rata basis among all clients. In addition, Cornerstone will endeavor, whenever practical and suitable and subject to Cornerstone's current position in a security, taking into account among other factors the current price, to purchase for new client accounts securities held for other existing accounts. In such instances, allocation to a new account will be given priority in allocation over existing accounts. Additional purchases of the allocated security on the same trading day may be allocated using one of the allocation strategies set forth above. Trades ordered for the purpose of conforming new client accounts, unless part of a larger aggregated order, will be at the price(s) executed and not on an average price basis with other trades in the same class of security on the same trading day.

Cornerstone may also consider the following when allocating trades: (1) cash flow changes (including available cash, redemptions, exchanges, capital additions and capital withdrawals) may provide a basis to deviate from a pre-established allocation as long as it does not result in an unfair advantage to specific Accounts or types of Accounts over time; (2) Accounts with specialized investment objectives or restrictions emphasizing investment in a specific category of securities may be given priority over other Accounts in allocating such securities; and (3) for bond trades, street convention and good delivery may dictate the minimum size and par amounts.

Cornerstone's Securities Group or Capital Markets Group, as appropriate, will maintain appropriate documentation of the rationale for any allocation decisions which vary from Cornerstone's standard pro rata or percentage ownership allocation methods.

*Allocation of Real Estate Opportunities (Private Debt and Equity)*

Allocation Policy – Debt:

Cornerstone uses an allocation matrix for the purpose of determining to which portfolio a new investment opportunity should be offered (the "Allocation Matrix"). The allocation process for debt investments (each an "Investment Opportunity") is managed as follows:

- A. Each proposed Investment Opportunity is circulated to all the Cornerstone debt portfolio managers (each a "Portfolio Manager"), who evaluate the potential opportunity versus their portfolios' investment objectives. Each Portfolio Manager advises the Cornerstone party designated to maintain the Allocation Matrix (the "Allocation Process Administrator") as to their portfolio's interest in the Investment Opportunity.
- B. Once all Portfolio Managers have responded to the circulated Investment Opportunity, the Allocation Process Administrator utilizes the Allocation Matrix to determine the relative ranking of the interested portfolios.
- C. The Allocation Matrix utilizes a rotation methodology to rank portfolios based upon the date of the last allocation of an Investment Opportunity (generally the portfolio with the longest time elapsed since a previous allocation will be the highest in rank priority), provided however, that all allocation decisions are made in consideration of any applicable deal exclusivity arrangements, of which each affected client shall be given notice.
  - 1) If only one interested portfolio has funds designated for the type of Investment Opportunity presented, the Investment Opportunity is allocated to that portfolio at the earlier of (a) the time at which Cornerstone receives a term sheet executed by the borrower, or (b) the time at which Cornerstone receives a due diligence deposit from the borrower.
  - 2) If more than one interested portfolio has funds designated for an Investment Opportunity of the type offered, the Investment Opportunity is allocated to the portfolio with the highest ranking in the Allocation Matrix at the earlier of (a) the time at which Cornerstone receives a term sheet executed by the borrower or (b) the time at which Cornerstone receives a due diligence deposit from the borrower.
  - 3) Once a proposed Investment Opportunity has been allocated to a portfolio, that portfolio moves to the bottom of the ranking order

(since it has the most recent allocation date). All other portfolios which had previously been ranked behind that portfolio move up in the rotation.

- 4) If a Portfolio Manager subsequently declines the allocated Investment Opportunity for their portfolio, or the Investment Opportunity is canceled or terminated, as of the date that said Investment Opportunity is declined, canceled or terminated, said portfolio will be assigned the date of its previous active allocation and re-ranked accordingly.
  - a) The previously allocated Investment Opportunity, if declined by a Portfolio Manager, will be offered to the portfolios that previously expressed interest in the order of their rankings at the time said Investment Opportunity was initially circulated.
  - b) A portfolio that has more than one active Investment Opportunity allocated to it will be assigned a ranking based on the date of its most recent active allocation (unless and until such active allocation is subsequently declined, canceled or terminated).
- 5) If a previously allocated Investment Opportunity, which had been canceled or terminated by the borrower, is subsequently reintroduced by the borrower, then it will be treated as follows:
  - a) If the borrower re-offers the Investment Opportunity to Cornerstone, then the Investment Opportunity will be re-allocated to the original portfolio. If the borrower has changed any of the particulars regarding the Investment Opportunity which makes it materially different from that which was originally evaluated, or a significant amount of time has passed since the Investment Opportunity was originally submitted to Cornerstone (generally more than six months), then the Investment Opportunity will be re-circulated to all Portfolio Managers.
  - b) If the borrower re-offers the Investment Opportunity to Cornerstone and the original portfolio declines the Investment Opportunity, then the Investment Opportunity will be offered to the portfolios that previously expressed interest in the order of their rankings at the time said Investment Opportunity was initially circulated.
  - c) If the borrower presents the Investment Opportunity to the market for re-bidding, then the Investment Opportunity will be re-circulated to all of the Portfolio Managers.

- 6) New portfolios will be added to the Allocation Matrix based on timing of initial capital availability, which is generally defined as the date of:
  - a) Full-execution of an Investment Management Agreement (IMA) for any new separate accounts;
  - b) First closing for any new closed-end commingled funds; and
  - c) First contribution for any new open-end commingled funds.
- 7) A new portfolio is added to the Allocation Matrix in the last position, provided that, when two or more new portfolios enter an Allocation Matrix at the same time, they will be placed in the Allocation Matrix (relative only to each other) by account size, with larger accounts ranking higher.
- 8) A separate Allocation Matrix will be maintained and operated for each debt strategy. Any portfolio with multiple strategy mandates will maintain one position in each applicable Allocation Matrix. Cornerstone currently maintains separate Allocation Matrices for the debt strategies; one for core mortgage loans, and another for high yield debt strategies.
- 9) A portfolio is excluded from an Allocation Matrix upon the earlier to occur of:
  - a) IMA termination for separate accounts; or
  - b) Investment period termination for commingled funds.

D. The Chief Executive Officer, the Chief of Investment Strategy, and/or the Portfolio Management Head of Cornerstone approve all allocations. The Allocation Process Administrator manages and maintains the documentation related to each allocated Investment Opportunity for each debt strategy and provides a copy to the Chief Compliance Officer. The Chief Compliance Officer also receives a summary of all changes made to the allocation rankings.

#### Allocation Policy - Equity:

Cornerstone uses an allocation matrix for the purpose of determining to which portfolio a new investment opportunity should be offered (the "Allocation Matrix"). The allocation process for equity investments (each an "Investment Opportunity") is managed as follows:

- A. Each proposed Investment Opportunity is circulated to all the Cornerstone equity portfolio managers (each a "Portfolio Manager") following the reviews of both the applicable Regional Director and the Chief Investment Officer – Equity, generally no less than five business days prior to the Investment



Committee presentation of said potential opportunity. Portfolio Managers evaluate the potential opportunity versus their portfolios' investment objectives. Each Portfolio Manager advises the Cornerstone party designated to maintain the Allocation Matrix (the Allocation Process Administrator) as to their portfolio's interest in the Investment Opportunity.

- B. Portfolio Managers generally respond to the circulated Investment Opportunity within 48-hours. The Allocation Process Administrator utilizes the Allocation Matrix to determine the relative rankings of the interested portfolios and the Investment Opportunities are allocated as soon as possible thereafter, normally at the standing, twice per week, allocation meetings (see "D").
- C. The Allocation Matrix uses a rotation methodology to rank portfolios based upon the date of the last allocation of an Investment Opportunity (the portfolio with the longest time elapsed since a previous allocation will be the highest in rank priority).
  - 1) If only one interested portfolio has funds designated for the type of Investment Opportunity presented, the potential Investment Opportunity is allocated to that portfolio.
  - 2) If more than one interested portfolio has funds designated for an Investment Opportunity of the type offered, the Investment Opportunity is allocated to the portfolio with the highest ranking in the Allocation Matrix.
  - 3) Once a proposed Investment Opportunity has been allocated to a portfolio, that portfolio moves to the bottom of the ranking order (since it has the most recent allocation date). All other portfolios which had previously been behind that portfolio move up in the ranking.
  - 4) If a Portfolio Manager subsequently declines the allocated Investment Opportunity for their portfolio, or the Investment Opportunity is canceled or terminated, as of the date that said Investment Opportunity is declined, cancelled or terminated, said portfolio will be assigned the date of its previous allocation and re-ranked accordingly.
    - a) The previously allocated Investment Opportunity, if declined by a Portfolio Manager, will be offered to the portfolios that previously expressed interest in the order of their rankings at the time said Investment Opportunity was initially circulated.
    - b) A portfolio that has more than one active Investment Opportunity allocated to it will be assigned a ranking based on the date of its most recent active allocation (unless and until

such active allocation is subsequently declined, canceled or terminated).

- 5) If a previously allocated Investment Opportunity, which had been canceled or terminated by the seller, is subsequently reintroduced by the seller, then it will be treated as follows:
  - a) If the seller re-offers the Investment Opportunity to Cornerstone, then the Investment Opportunity will be re-allocated to the original portfolio. If the seller has changed any of the particulars regarding the Investment Opportunity which makes it materially different from that which was originally evaluated, or a significant amount of time has passed since the Investment Opportunity was originally submitted to Cornerstone (generally more than six months), then the Investment Opportunity will be re-circulated to all Portfolio Managers.
  - b) If the seller re-offers the Investment Opportunity to Cornerstone and the original portfolio declines the Investment Opportunity, then the Investment Opportunity will be offered to the portfolios that previously expressed interest in the order of their rankings at the time said Investment Opportunity was initially circulated.
  - c) If the seller presents the Investment Opportunity to the broader market for re-bidding, then the Investment Opportunity will be re-circulated to all of the Portfolio Managers.
- 6) New portfolios will be added to the Allocation Matrix based on timing of initial capital availability, which is generally defined as the date of:
  - a) Full-execution of an Investment Management Agreement (IMA) for any new separate accounts;
  - b) First closing for any new closed-end commingled funds; and
  - c) First contribution for any new open-end commingled funds.
- 7) A new portfolio is added to the Allocation Matrix in the last position, provided that, when two or more new portfolios enter the Allocation Matrix at the same time, they will be placed in the Allocation Matrix (relative only to each other) by account size, with larger accounts ranking higher.
- 8) A portfolio is excluded from the Allocation Matrix upon the earlier to occur of:

- a) IMA termination for separate accounts; or
  - b) Investment period expiration for commingled funds.
- D. Allocation meetings are held twice per week to review the Allocation Matrix and determine recommended deal allocations with the Allocation Process Administrator, Portfolio Management Head, Chief Investment Officer – Equity and Portfolio Managers (as applicable) and the Allocation Matrix is updated accordingly.
- E. The Chief Executive Officer, the Chief of Investment Strategy and/or the Portfolio Management Head of Cornerstone approve all allocations. The Allocation Process Administrator manages and maintains the documentation related to each allocated Investment Opportunity and provides a copy to the Chief Compliance Officer. The Chief Compliance Officer also receives a summary of all changes made to the allocation rankings.

### Soft Dollars

Cornerstone currently receives brokerage and research services ("Soft Dollar Services") from various firms, including third parties which provide research or brokerage services by or through brokerage firms, that are paid for with credits earned ("Soft Dollars") through commissions generated in trading client portfolios.

It is Cornerstone's policy to use Soft Dollars to pay only for those services contemplated under the safe harbor found in Section 28(e) of the Securities Exchange Act of 1934. Such services may include research reports on companies, industries, securities, economic and real estate data, portfolio analytics, and security quotation services (Bloomberg).

The research and/or brokerage services provided may be used for some or all client accounts managed by Cornerstone, not just those accounts whose commissions were used to acquire the products and services. Accordingly, the accounts which provide the brokerage commissions which pay for the Soft Dollar Services may not necessarily receive a direct benefit of the services. In accordance with the Section 28(e) safe harbor, Cornerstone clients may not pay the lowest possible commission rate in effecting portfolio transactions. This may occur when Cornerstone, or its affiliate traders, determine in good faith that the commission costs are reasonable in relation to the value of the Soft Dollar Services obtained therewith.

### Directed Brokerage and Similar Transactions

In situations where a client has instructed the Firm to use specific broker-dealers, or where other client imposed restrictions require certain trades to be handled separately from other orders, Cornerstone generally will not be in a position to negotiate commission rates or spreads freely or, depending on the circumstances, to select brokers or dealers based on the most favorable execution for a transaction. Additionally,

transactions for a client in such circumstances may lose certain advantages such as not participating in the Firm's block trading, and so may be executed after or following any blocked orders. Moreover, because market conditions and trading activity in a particular security may vary materially before or after the Firm executes its block trade, accounts that do not participate in the block trade may experience less favorable price or execution than is received by the accounts participating in the block trade.

#### Model Portfolios

Cornerstone does no trading with respect to its participation in UMA programs. However, the model portfolios are delivered to UMA program sponsors according to a schedule agreed upon with the sponsor and in a manner intended to minimize the trading impact on the Firm's other accounts. Because Cornerstone does not control the sponsor's trading in its UMA program accounts, it is possible that such accounts may be trading contemporaneously with Cornerstone's discretionary separate accounts and such UMA program accounts may experience trade execution more or less favorable than Cornerstone's separate account clients.

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

#### Real Estate Related Advisory Services

Cornerstone's senior management team (hereinafter "Senior Management") continuously monitors the underlying securities and investments in client accounts and perform at least annual reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Economic and macroeconomic specific events may also trigger reviews.

#### Equity Investments in Real Estate

The review of client accounts is conducted by various functional groups in the Firm which ultimately report up to the Investment Committee, the Firm's Senior Management body. Portfolio Managers are responsible for the oversight, review and reporting of client objectives, strategy and performance within the accounts. Portfolio Managers work closely with regionally based Asset Managers to monitor the performance of direct real estate investments in order to ensure client strategies are executed and to identify portfolio problems.

While the review is ongoing (the Investment Committee meets weekly), the following scheduled processes are integral to the investment review:

- 1) Annual Business Plans and Budgets are developed for each property jointly by Portfolio and Asset Managers and are reviewed by the Regional Directors and the Investment Committee.
- 2) The Portfolio Management Group prepares quarterly client reports with input from Asset Managers (who conduct monthly income/expense variance analysis), and Property and Fund Accountants (who prepare financial statements and performance results and report to the Managing Director – Investment Accounting).
- 3) Property valuations are reviewed periodically (usually no less than quarterly) by a Cornerstone employed MAI, a professional designation of the Appraisal Institute.

Cornerstone communicates investment performance and major events to investors with regular meetings and reports. Quarterly reports are prepared that provide a thorough review of the portfolio including its objectives, performance (on an absolute basis and against plan), potential challenges, and investment returns. The Cornerstone Research Group independently prepares reports on the markets and submarkets in which properties are located that are generally included in the quarterly reports. Annual strategy documents are prepared to communicate strategy both internally and externally.

#### Real Estate Debt Investments

Client accounts are reviewed regularly. Account level reviews are generally performed by the account Portfolio Manager or team responsible for account management, who review portfolio holdings and monitor compliance with, to the extent applicable, any client-mandated investment guidelines. Their review is supplemented by other Cornerstone support professionals that monitor valuations, credit quality, duration, spread and market activity and other factors, as applicable.

Client reports are tailored to meet the needs of the respective client, and vary in scope, approach, and timing in accordance with the client's requirements.

#### Public Real Estate Securities

The Portfolio Manager is primarily responsible for the review of each client's portfolio. The Portfolio Manager is assisted by Analysts who are responsible for covering the individual property sectors or investment products that comprise the Firm's investment universe. These groups of individuals review the composition of our client's portfolios on a daily basis to insure adherence to our current strategy and the client's investment objectives.

Equity Securities portfolio performance is reviewed independently by specific members of the Investment Committee–Securities Group on a daily basis and the strategies are periodically reviewed by the Committee in a formal meeting.

Clients receive quarterly investment reports that provide updates on market fundamentals and forecasts, investment strategy, and our outlook for the real estate securities markets. In addition, clients receive performance updates for their portfolios and relevant benchmarks. Clients also receive detailed portfolio composition reports that list holdings by their respective property sectors.

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

The Firm does not receive any additional compensation from third parties for providing investment advice to its clients. Cornerstone's policy is not to engage unaffiliated third parties as placement agents. Cornerstone does have agreements with certain of its affiliates for the cross marketing of Cornerstone's and its affiliates' products and services.

Cornerstone's indirect parent, MassMutual, has in its subsidiaries a global asset management and distribution organization. In an effort to leverage the product distribution efforts of the entity, Cornerstone has entered into various agreements with its affiliates to market each other's products and services in the jurisdictions in which the subsidiaries are qualified to do business. Included in this effort are solicitation agreements between Babson and Cornerstone pursuant to SEC Rule 206(4)-3.

#### **Item 15. Custody**

Clients will receive quarterly statements from qualified custodians that hold and maintains clients' investment assets. Cornerstone urges all of its clients to carefully review and compare their quarterly statements to the account statements that Cornerstone may provide. Cornerstone statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

#### **Item 16. Investment Discretion**

For clients granting Cornerstone discretionary authority over their account(s) or authority to determine which securities and the amounts of securities that are to be bought or sold for their account(s), investment guidelines and restrictions must be provided to Cornerstone in writing. Clients may change/amend these limitations as desired. Such amendments must be submitted to Cornerstone by the client in writing, as outlined in the executed agreement.

## **Item 17. Voting Client Securities**

Cornerstone has adopted proxy voting policies and procedures (the “Proxy Policy”) in accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (“Advisers Act”), and has designed the Proxy Policy to ensure compliance with that Rule as well as with other applicable fiduciary obligations of Cornerstone under other State and Federal laws including, but not limited to, the Employee Retirement Income Security Act of 1974, as amended. The Proxy Policy may be amended from time-to-time at the sole discretion of Cornerstone.

### *General Proxy Policy*

Cornerstone follows this Proxy Policy for each of its clients as required by law, unless expressly directed by a client in writing to refrain from voting that client’s proxies or to vote in accordance with the client’s proxy voting policies and procedures. Additionally, certain circumstances may exist whereby Cornerstone is unable (or believes it to be unreasonable due to the expense of voting) to vote a proxy. Such cases include: (1) where the expense of voting a proxy exceeds the potential value to be gained by voting; (2) where the security is no longer held by a client; (3) where the security is subject to a securities lending arrangement (if any) which prohibits voting; or (4) where Cornerstone is prohibited by law or contract from exercising its voting rights with respect to a particular security. In such cases, Cornerstone will refrain from voting such proxies.

In all other cases, Cornerstone’s Proxy Policy is to vote proxies in accordance with the client’s best interest. Cornerstone believes that the client’s best interest means the client’s best economic interest over the long term—that is, the common interest that all clients share in seeing the value of a common investment increase over time. Clients may have differing political or social interests, but their best economic interest is generally uniform. Additionally, to the extent consistent with economic interests, Cornerstone considers a company’s good corporate governance to be important to proxy voting decisions.

### *Use of an Independent, Third-Party Proxy Voting Service*

In order to discharge its duties under this Proxy Policy, Cornerstone receives proxy voting research, analysis and recommendations from ISS an MSCI Brand (“ISS,” formerly “RiskMetrics Group, Inc.”), an independent third party. Cornerstone generally follows the recommendations of ISS, although, in unique circumstances, where Cornerstone has knowledge of additional information, for example, regarding a proposed director and believes that the individual is not suited to be a director of the respective company, Cornerstone may not follow the recommendation of ISS. All decisions with respect to proxy voting, including decisions to override an ISS recommendation, may be made only by Cornerstone’s Proxy Administrator (“PA”) in consultation with the Portfolio Manager(s) whose clients hold the securities in question.

### Conflicts of Interest

Cornerstone recognizes that there may be times when its interests (or the interests of one or more Cornerstone employee(s)) may conflict with those of its clients. Cornerstone will not allow a “material conflict of interest” to interfere with its proxy voting decisions. Material conflicts of interest may exist where: (1) the company soliciting the proxy, or a person known to be an affiliate of such company, is a Cornerstone client or is known by the PA to be a client of a Cornerstone affiliate; (2) the company soliciting the proxy, or a person known to be an affiliate of such company, to the knowledge of the PA, is being actively solicited to be a Cornerstone client or the client of a Cornerstone affiliate; (3) a client or client-supported interest group actively supports a proxy proposal; or (4) Cornerstone (or a Cornerstone officer) has personal or other business relationships with participants in proxy contests, corporate directors or candidates for corporate directorships, or in any other matter coming before shareholders. Where such a conflict may exist, the Cornerstone individual in conflict shall not participate in the decision whether or not to follow the ISS recommendation. Moreover, if Cornerstone, as a company, has a conflict with respect to the proposed vote, it will follow the recommendation of ISS. As discussed above, only Cornerstone’s PA may determine to override an ISS recommendation. To the extent Cornerstone’s PA believes that he or she may have a conflict of interest with respect to a potential override, the PA will follow the recommendation of ISS.

### Proxy Procedures

Once a client account is established for which Cornerstone has proxy voting authority, the PA is responsible for receiving and processing proxies for securities held in each such account and ensuring that votes are cast. With respect to each client proxy, Cornerstone receives electronically (either directly or through an affiliate) from ISS relevant proxy materials and ISS’s recommendations for each particular proposal. The PA logs in any proxy materials received, matches them to the securities to be voted and confirms that the correct amount of shares, as of the record date, is reflected on the proxy. The PA then reviews ISS’s recommendations and, unless conflicted, determines whether to accept ISS’s recommendation or override. Any ballot issue under consideration for an override of ISS's recommendation will be forwarded to the relevant portfolio manager(s) for review and recommendation. The PA will forward the decision to ISS (either directly or through Cornerstone's affiliate) for execution.

To the extent any client may instruct Cornerstone to follow the client’s own proxy voting policies with respect to that client’s account, the PA is responsible for monitoring compliance with such client policies.

### Recordkeeping

Cornerstone’s PA, either internally or through ISS, compiles and maintains information, for each client for which Cornerstone votes proxies, showing the issuer’s name, meeting date and manner in which it voted on each proxy proposal. Cornerstone’s PA will



maintain records of all proxies voted. As required by Rule 204-2 (c) under the Advisers Act, Cornerstone's proxy voting records will include: (1) a copy of this Proxy Policy; (2) a copy of any document created by Cornerstone that was material to making a decision how to vote proxies on behalf of a client or that memorializes the basis for that decision; and (3) each written client request for proxy voting records and Cornerstone's written response to any (written or oral) client request for such records. Cornerstone will either maintain its own proxy statements and records of votes cast or, as permitted by Rule 204-2(c), such records may be maintained by a third-party service provider such as ISS. To the extent that Cornerstone relies on a third-party service provider, it will undertake to obtain from that third-party copies of such records promptly upon request. Proxy voting records will be maintained in an easily accessible place for five years, the first two in Cornerstone's office.

#### **Item 18. Financial Information**

Cornerstone will not collect fees in excess of \$1,200 per client six months or more in advance of services rendered.

Registered investment advisers are required to provide certain financial information or disclosures about their financial condition. Cornerstone has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients.