



SABAL INVESTMENT ADVISORS, LLC

SABAL INVESTMENT HOLDINGS, LLC

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SEC File #801-69766
CRD File #169572

Form ADV Part 2A

Client Brochure

October 23, 2018

This brochure (“Brochure”) provides information about the qualifications and business practices of Sabal Investment Advisors, LLC (“SIA”) and its relying adviser, Sabal Investment Holdings, LLC (“SIH” together with SIA, the “Advisers”). If you have any questions about the contents of this Brochure, please contact us at (877) 900-6272. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about the Advisers is also available on the SEC’s website at www.adviserinfo.sec.gov.

SIA and SIH each refers to itself as a “registered investment adviser” in materials distributed to current and prospective clients. As registered investment advisers with the SEC, SIA and SIH are subject to the rules and regulations adopted by the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration does not imply a certain level of skill or training.

This Brochure is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to purchase any interest in any entity, investment, or investment vehicle. Any such offer or solicitation will be made solely to qualified investors by means of a private placement memorandum and related subscription materials.

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Item 2 - Material Changes

Since the last annual update to SIA's Brochure filed with the SEC on March 27, 2018, SIA's affiliates, Sabal Capital Partners, LLC ("SCP") and Sabal Financial Group, LP ("SFG" previously together with SCP, the "Sabal Debt Platform") were restructured, which effective August 31, 2018, resulted in a change of control of the Advisers. Effective April 1, 2018, SFG transferred 100% of its assets to SCP Servicing, LLC, a newly formed Delaware limited liability company wholly-owned by SCP. SCP IM, LLC, a newly formed Delaware liability company acquired 75.5% of SIA and 100% of SIH.

Prior to August 31, 2018, SIA was majority owned and SIH was 100% owned by Pat Jackson, with minority interests in SIA held by each of John Bogler and Kevin McKenzie. Mr. Jackson currently holds a minority interest in Sabal Capital Holdings, LLC ("Sabal Capital Holdings"), which owns 100% of each of SCP and SCP IM. Mr. Jackson is responsible for the investment policies and strategies of the Advisers and serves as Chief Investment Strategist and Senior Investment Strategist of SCP IM. Mr. McKenzie retained his minority interest in SIA and holds a minority interest in Sabal Capital Holdings. Mr. McKenzie serves as Chief Investment Officer of the Advisers and SCP IM. Mr. Bogler sold his interests in SIA and is no longer professionally associated with SIA.

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Item 4 - Advisory Business

A. Description of the Firm

The Advisers are privately held Delaware limited liability companies registered as investment advisers with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Each is controlled by SCP IM which owns 75.5% of SIA and 100% of SIH. SCP IM and SCP with its subsidiaries, are each wholly-owned by Sabal Capital Holdings.

B. Specialization

The Advisers manage investments primarily in the commercial real estate ("CRE") lending and investing sector across a range of product types.

C. Advisory Services

Generally, the Advisers provide investment advice pursuant to, and subject to the strategy and restrictions, (if any) set forth in a client's offering memorandum, organizational documents, subscription agreements, advisory or investment management agreements and/or any side letter agreements negotiated with investors in the applicable client (to the extent applicable with respect to each client, collectively, "Organizational Documents"). An Adviser may add to, change or modify its investment strategies at any time in its sole discretion, provided that any such modification or change falls within the parameters of a client's Organizational Documents.

Fund Advisory Services

SIA provides investment advisory services to SIA Debt Opportunities Fund, L.P. ("Fund I"), which predominantly invests in pooled real estate investment vehicles primarily comprised of B-Piece certificates ("B-Piece Certificates") issued through securitized pools of mortgage loans.

SIH provides investment advisory services to the SIH Debt Opportunities Fund II, L.P. ("Fund II"), which predominantly invests in loans or debt instruments (and/or the investments derived therefrom) backed by senior secured small balance loans ("SBL") or other commercial debt instruments originated and serviced, in part, by SCP and its affiliates (SCP together with its affiliates, "Sabal"). The Fund may also invest some of its assets through the SIH Debt Opportunities REIT LLC, a real estate investment trust (the "REIT") of which Fund II is the sole member investor.

Each of Fund I and Fund II (together, the "Funds") is exempt from registration as an investment company under U.S. law by virtue of Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "1940 Act") and whose securities are exempt from registration under the Securities Act of 1933, as amended (the "Securities Act").

Each of SIA and SIH provide investment advice directly to Fund I and Fund II, respectively, (subject to the direction and control of the General Partner), and not individually to the investors in each Fund. The Advisers intend to manage the Funds pursuant to the investment strategy described in the Organizational Documents of the respective Fund for which each has investment management discretion.

D. Principals

Pat Jackson is Senior Portfolio Manager and Chief Investment Strategist of the Advisers responsible for overall company direction and oversight, investment sourcing and business development. He is also the founder of Sabal responsible for the direction, management and business development activities of the company and oversees strategic business initiatives in support of the financial services practice. He is responsible for the direction, management and business development activities of Sabal and its affiliates and

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oversees strategic business initiatives in support of the financial services practice. Mr. Jackson is the Chief Executive Officer and a Director of SFG and holds a controlling interest in SFG. Under Pat's leadership, Sabal has acquired nearly \$6 billion in assets on behalf of its clients and investors and has grown to include offices in 12 locations across the United States. Pat is the former CEO and founder of IndyMac Commercial Lending Corporation, which he developed, launched and grew into a leading nationwide small balance commercial and multifamily lending platform with an annualized production of \$1 billion. He has also served as President and COO of Unitek Miyachi Corporation and held senior leadership positions with Signet Scientific Company and Intecolor Corporation.

Pat obtained a Bachelor of Science in Business Administration from the University of South Carolina and a Master of Business Administration from Winthrop College Graduate School of South Carolina. Pat is an accredited Mortgage Professional with the Mortgage Banking Association.

Kevin McKenzie is Chief Investment Officer and Portfolio Manager of the Advisers responsible for investment and portfolio management. He chairs the Advisers' Investment Committee. Prior, he was also Head of Investments for Sabal having led Acquisitions, Portfolio Management and Servicing for Sabal's national real estate portfolio. He continues to serve Sabal as Senior Advisor. With more than 25 years' real estate experience, Kevin has served as a developer, principal investor, advisor, investment banker and architect, working on more than \$8 billion of property investments involving multifamily, industrial, office and retail properties. He provides executive management, acquisition, development, asset management and capital markets/workout expertise. Mr. McKenzie holds a minority interest in SIA.

Kevin was also a co-founder of Palisades Equity Partners, an opportunistic, value-based real estate investment firm. He previously served as president of Parker Properties, a Southern California developer of tenant-oriented office campus environments. While at Parker, Kevin developed more than 750,000 square feet of Class A office buildings, including three LEED-certified Silver buildings. He has also held senior positions with Buchanan Street Partners, AEW Capital Management and a venture of Goldman Sachs/J.E. Robert Companies.

Kevin earned his undergraduate degree from the University of Colorado and a Master of Business Administration from the Anderson School of Business at the University of California, Los Angeles. He is a full member of the Urban Land Institute, a LEED Accredited Professional and a licensed California Real Estate broker. Kevin also is an adjunct professor teaching Real Estate Capital Markets at the University of California, Irvine Paul Merage School of Business Center for Real Estate.

Messrs. Jackson and McKenzie (collectively, the "Principals") are each uniquely qualified in CRE lending and debt acquisition financing, with an aggregate of over 75 years of experience in the real estate debt asset class. Messrs. Jackson and McKenzie are each hold a minority interest in Sabal Capital Holdings, LLC.

The Advisers' total assets under management is \$300,408,163 million as of September 30, 2018.

Item 5 - Fees and Compensation

A. Types of Fees

Under each Adviser's investment management agreement with the Fund, the Advisers will receive an annual management fee (the "Management Fee") equal to a percentage of the account balance of each Fund investor. Each Adviser, in its discretion, may waive or reduce the Management Fee as to all or any of the investors in the Fund or agree with an investor to waive or alter the Management Fee as to that investor.

SIA and SIH are each "fee only" investment advisers, and other than their respective Management Fees described below, the Advisers nor its principals receive or accept any direct or indirect compensation related to investments that are purchased or sold for the Funds. This means that the Funds will not be sold products or services that create additional fees or compensation to benefit its Advisers, its principals or its affiliates other than those described in this Brochure. However, in addition to Management Fees, the Funds may also pay other fees or expenses to affiliated third-parties. For additional information on the conflicts of interest involved in

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retention of the Advisers' affiliates, please see Item 10 below.

B. Management Fees

Fund I

As compensation for investment advisory services rendered to Fund I, SIA is entitled to an annual Management Fee payable quarterly in advance, based on committed capital and remaining invested capital. The Management Fee will be paid directly by Fund I and will indirectly be borne by the Fund's investors.

Fund II

As compensation for investment advisory services rendered to Fund II, together with its investments in the REIT, if applicable, SIH is entitled to an annual Management Fee payable quarterly in advance, based on committed capital and remaining invested capital. The Management Fee will be paid directly by Fund II and will indirectly be borne by the Fund's investors.

C. Payment Method

Each Fund's Management Fee typically will be paid quarterly in advance by deducting from the assets held in the Fund's account on the first day of the calendar quarter. The investment advisory agreement between each Adviser and its respective Fund provides for a Management Fee equal to 1.5% times: (i) until the end of the Commitment Period, the Limited Partner's aggregate commitments to the Fund as of the first day of that calendar quarter; and (ii) after the end of the Commitment Period, the aggregate cost-basis of a Fund's investments that have not been realized or written off. (The Commitment Period, General Partner and Limited Partners, each have the definition as set forth in each Fund's Offering Memorandum.)

If either Adviser does not provide services for the full period in respect of which such Management Fees are paid, the Adviser will return a pro rata portion of such Management Fees calculated based on the number of days remaining in the applicable time period.

D. Other Fees and Fund Expenses

Carried Interest

In addition to the Management Fee, each Fund will pay a 20% carried interest ("Carried Interest") of all Fund assets in excess of capital contributions, payable to such Fund's General Partner as described in greater detail in Item 6 below.

Fund Operational Expenses

In addition to the Management Fee, a Fund generally bears all of its operating expenses, including legal, organizational, offering expenses and other expenses, and each investor bears its pro-rata portion of these expenses. A Fund's organizational expenses may include the out-of-pocket expenses of the Advisers, the General Partner and/or their affiliates incurred in the formation of the Fund, which are typically subject to a cap. The ongoing operating expenses of a Fund are set forth in the applicable Organizational Documents, and generally include, but may not be limited to, costs, fees and other out-of-pocket expenses related to: (i) all costs, fees and expenses of the General Partner related to the investigation, purchase, financing, refinancing, managing, sale, preservation or retention of assets by the Fund or the REIT, if applicable (including all fees, research expenses, travel costs, placement fees, all fees and expenses relating to the sale of such assets and all transfer taxes); (ii) all federal, state and local taxes and filing fees payable by the Fund or the REIT, if applicable (but not including taxes attributable to particular Limited Partners); (iii) all costs, fees and expenses relating to accountings and the preparation and mailing of financial, tax and performance reports, including the allocable share of the costs, fees and expenses relating to internal accounting and tax preparation functions should the General Partner determine not to use third-party providers for such services; (iv) all fees and disbursements of the General Partner's attorneys, accountants and consultants; (v) all filing and recording fees; (vi) all interest expenses of the Fund or the REIT, if applicable; (vii) any indemnification expenses of the Fund

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or the REIT, if applicable; (viii) all fees and expenses of a Fund's "partnership representative" any liquidation expenses, insurance and litigation expenses and broken deal expenses; and (ix) any other fees or expenses of the General Partner, a Fund or its affiliates which are reasonably incurred in connection with the operation of business and maintenance of a Fund.

The above list is not intended to be exhaustive; prospective investors in a Fund are advised to review the Fund's Organizational Documents for an additional description of the fees and expenses associated with investments in such Fund. By investing in a Fund, a limited partner is agreeing to the payment of all of the foregoing fees as set forth in such Fund's Organizational Documents.

To the extent that such expenses are incurred for the benefit of the Funds, the Advisers and/or the General Partner, as applicable and subject to the Fund's Organizational Documents, will make a good faith allocation of such expenses among the Funds. Certain Fund specific expenses (i.e., organizational expenses) may be paid by the Advisers and later reimbursed by the Fund based on the appropriate allocation methodology described below under "Allocation of Expenses Among Clients."

Other Fund Expenses

In connection with Fund I's investment in B-Piece Certificates, the Fund may elect, at its sole discretion, to purchase loans underlying the B-Piece Certificate with respect to a securitization pool to the extent such loans are nonperforming, for the sole purpose of restructuring or otherwise working out the loan. Under these circumstances, the Fund will bear the expenses, including special servicer and other fees incurred by Sabal in connection with restructuring such loans.

E. Allocation of Expenses Among Funds

The Advisers may have a conflict of interest in determining whether certain costs and expenses incurred in the course of operating the Funds should be paid by the applicable Funds, SIA, or SIH. While a Fund's Offering Memorandum typically identifies the costs and expenses to be paid by a Fund, questions of interpretation inevitably arise in connection with determining whether a certain cost or expense has, in fact, been so identified as well as whether newly-arising and/or unanticipated costs or expenses (including but not limited to costs and expenses arising from newly-imposed regulations and self-regulatory requirements) fit within the categories of costs and expenses described. The Advisers have adopted certain internal policies to mitigate these issues.

When expenses are incurred that benefit more than one Fund, the respective Adviser shall allocate such expenses in accordance with the relevant Fund's Organizational Documents and, to the extent not addressed in Organizational Documents or such agreement with a portfolio investment, then in the sole and absolute discretion of the Adviser, in each case taking into account such factors that it determines in its sole and absolute discretion to be relevant.

The appropriate allocation of expenses and fees generated in the course of evaluating potential investments which are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by the Advisers in their good faith discretion, consistent with the Fund's Organizational Documents, as applicable. If both Funds evaluate a potential investment that is not consummated, then the Advisers generally allocate fees and expenses generated in the course of evaluating such investment among such Funds pro-rata based on the anticipated investment of each Fund, subject to the Fund's Organizational Documents and any arrangements whereby a third-party is contractually obligated to reimburse an Adviser for such amounts. From time to time pursuant to the terms of a Fund's Organizational Documents, in the discretion of the Fund's General Partner, the General Partner may offer one or more investors, including a Fund and its respective investors, the opportunity to co-invest in investments alongside the Fund. Expenses may not be allocated to co-investment vehicles unless and until they are contractually required to invest in such investment. Subject to the Fund's Organizational Documents, each

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Adviser will make any corrective allocations and take any mitigating steps if it determines such corrections are necessary or advisable.

F. Separately Managed Account Fees

The Advisers may offer investment management services for securities portfolios of individuals, trusts, pension and profit-sharing funds and other institutions and will be entitled to an advisory fee based on a percentage of assets under management, generally payable quarterly in advance for such services. The management fee and other expenses will be negotiated on a case by case basis and will typically include legal, organizational, offering and other expenses, as applicable. A separately managed account client may also incur certain operating expenses, which will be set forth in such client's Organizational Documents. These fees will be exclusive of other fees that a client may bear, including brokerage commissions, transaction fees, custodian fees and other related costs and expenses. The Advisers shall not receive any portion of the commissions, other fees, or other costs other than as specified in the client's Organizational Documents.

Item 6 - Performance-Based Fees and Side-by-Side Management

The Advisers do not charge performance-based fees. However, in addition to the Management Fee, a Fund's General Partner may receive Carried Interest calculated as a percentage of such Fund's net profits. Such allocation of profits from a Fund is subject to (i) cumulative distributions to each Fund investors equal to all each such investor's contributed capital, and (ii) satisfaction of a preferred rate of return, compounded annually after recoupment of prior net losses, expenses and fees.

Each Fund's Offering Memorandum provides more detailed information regarding Carried Interest. Certain Fund investors may incur lower Carried Interest. Performance based compensation arrangements may create an incentive for each Adviser and each Fund's General Partner to recommend investments which may be riskier or more speculative than those which would be recommended under a different compensation arrangement. The size of the General Partner's commitment, the "total return" nature of each Fund's distribution waterfall and the General Partner's "claw-back" obligation should tend to reduce this incentive. Please refer to Item 10 for additional information on potential conflicts of interest.

From time to time pursuant to the terms of a Fund's Organizational Documents, the General Partner of a Fund may, in its discretion, offer to strategic or other investors, including Fund investors, a portion of any investment opportunity that is within a Fund's investment objective, and may give priority co-investment rights to certain Fund investors who meet certain criteria. The terms of any co-investment opportunity will generally be as determined by the General Partner in its discretion.

Item 7 - Types of Clients

Fund I

SIA is organized as a private Delaware registered limited liability company and provides investment advisory services to Fund I. Investors in Fund I generally must be "accredited investors" under Regulation D of the Securities Act of 1933, as amended ("Regulation D") who are also "qualified purchasers" within the meaning of Section 2(a)(51) of the Investment Company Act of 1940, as amended (the "Investment Company Act"). SIA also provides investment advisory services to the SIA Debt Opportunities Fund (Cayman), L.P. ("Cayman Feeder Fund I"), a Cayman Islands exempted limited partnership. Common shares of the Cayman Feeder Fund are offered to United States investors consisting primarily of tax-exempt entities, which are "accredited investors" under Regulation D and Qualified Purchasers under the Investment Company Act. Common shares of the Cayman Feeder Fund are not offered to members of the public in the Cayman Islands.

SIA generally requires investors in the Fund to make an initial minimum investment of at least \$5 million and maintain a minimum account balance of \$5 million in the Fund.

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Fund II

SIH is organized as a private Delaware registered limited liability company and provides investment advisory services to Fund II. Investors in Fund II generally must be “accredited investors” under Regulation D and Qualified Purchasers under the Investment Company Act.

SIH generally requires investors in the Fund to make an initial minimum investment of at least \$10 million and maintain a minimum account balance of \$10 million in the Fund.

The Advisers have sole discretion to waive the minimum contributions and investor requirements.

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

A. Method of Analysis

Investments in each Fund are identified and selected separately by each Fund’s Adviser pursuant to each Fund’s Organizational Documents. To meet the Funds’ investment objectives, the Advisers leverage their relationship with Sabal utilizing its established wholesale broker network, proprietary lending technology and institutional platform to opportunistically invest in debt instruments (and/or the securities derived therefrom).

Each Adviser has an Investment Committee (“IC”), which has primary responsibility for assessing loan quality and monitoring portfolio risk using proprietary risk monitoring strategies. In making an investment recommendation to the Funds, the IC leverages Sabal’s expertise in evaluating investments based on an intensive loan origination and underwriting due diligence process, including a thorough review of the agency and non-agency loan origination process for the loans underlying the securitizations that generate B-Piece certificates in which the Funds invest. The key strategic factors under review by the IC include: confirmation of underwriting standards, review of market risk and concentration, geographic concentration, confirmation of investment compliance with the Fund’s investment guidelines, and overall risk assessment of warranted risk/return for the Fund. Once the investment is made, the IC regularly monitors each investment and monitors updates to loan-level underwriting and proprietary scenario analyses modeling to assess default risk and to employ early loss mitigation strategies.

The Advisers may use commercially available information services and financial publications dealing with investment research, securities laws and taxation. Such information may be obtainable in print, via the internet or by some other means. Issuer-prepared materials (particularly loan origination guidelines), private placement due diligence materials, and research releases prepared by third parties are also utilized. The Advisers may also obtain information by meeting with an issuer’s management, customers or competitors, attending industry conferences and consulting with experts in the appropriate field.

B. Investment Strategies

The Funds predominantly invest in loans or debt securities collateralized by senior secured commercial real estate (“CRE”) loans. The Adviser leverages Sabal’s established wholesale broker network, proprietary lending technology and institutional platform to opportunistically invest in debt instruments (and/or the securities derived therefrom) originated and serviced, in part, by Sabal. These include, but are not limited to:

1. B-Piece investments in Freddie Mac securitizations of pools of Freddie Mac multifamily mortgage loans;
2. B-Piece investments in CRE small balance loan securitizations and equivalents of pools of non-Freddie Mac CRE small balance mortgage loans;
3. Value add/transitional senior secured lending investment opportunities in CRE assets originated by Sabal’s CRE lending platform (Fund II only); and
4. Special situation investments in low duration or non-performing debt and equity small balance loans.

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The Advisers intend to manage each Fund pursuant to the investment strategy described in each Fund's Organizational Documents. Pursuant to each Fund's investment management agreement, the Adviser has wide latitude to act upon any investment strategy or to change any investment strategy in furtherance of the Fund's investment objectives, subject to certain limitations set forth in each Fund's Organizational Documents.

C. Investment Strategy Risk

Acquiring interests in the Funds is intended for sophisticated investors who can accept a high degree of risk in their portfolio, do not need regular current income from their investment with the Advisers and can accept a potential loss of their entire investment. Investment risks specific to the investment strategy of each Fund are described in each Fund's Offering Memorandum. The Offering Memorandum should be reviewed carefully prior to making an investment. Such risks may include, but are not limited to:

Dependence on Sabal. There can be no assurance that Sabal will be able to source investment opportunities or effectively capitalize on inefficiencies in the markets. If Sabal is unable to effectively identify and capitalize on such inefficiencies in the markets, the Funds will be unable to achieve their investment objective without seeking other sourcing strategies.

Dependence on Key Personnel. The success of the Funds depends in substantial part on the experience and expertise of Sabal, the Advisers and its Principals. There can be no assurance that any individual will continue to be employed by the Advisers throughout the term of the Funds. The loss of key personnel could have a material adverse effect on the Funds.

Dependence on third parties unaffiliated with Sabal. The Funds' investment strategy is dependent on the Advisers' ability to purchase securities backed by CRE assets which may include debt and debt security instruments from loans originated by third parties unaffiliated with Sabal. Consequently, if the Advisers (and the General Partners) are unable to purchase such securities from third-party originators, the Funds may not be able to achieve their investment objectives.

Limitations on Exit Strategies. The Funds' investments in commercial debt instruments will be subject to the risk that the Advisers (and the General Partners) will be unable to implement their exit strategy in the open market at an attractive price before the end of the term of the Funds. Consequently, there can be no assurance that the Funds will achieve their investment objectives because the Funds may need to sell such investments at an additional discount or may need to extend the term of a Fund.

Risks of Prepayments and Sales of Mortgage Loans. The Funds may invest in commercial mortgage backed securities ("CMBS"). Prepayments of mortgage loans that underlie CMBS and the results of any hedging arrangements entered into with respect to CMBS are susceptible to capital losses due to: (i) principal that is not fully amortized at the time of payment; and (ii) lower yields in the case of interest only loans. Generally, the values of CMBS have an inverse relationship to interest rates. Like other interest-bearing securities, the values of CMBS generally fall when interest rates rise, and when interest rates fall, their potential for capital appreciation is limited due to the existence of the prepayment feature and the extent of any restrictions thereto. The rate of prepayments may accelerate due to a number of factors, including, without limitation, declining interest rates, economic vitality of the area in which the related properties are located, loan servicing, possible changes in tax laws, other opportunities for investment, the occurrence of casualties or natural disasters, and other economic, social, geographic, demographic and legal factors.

D. Investment Related Risks

The Funds invest primarily in commercial mortgage loans and CMBS and/or interests in other pools of commercial mortgage loans, including REITs and real estate mortgage investment conduits ("REMICs"). Risks specific to this type of investment may include, but are not limited to:

Failure to Meet Targeted Return. The Funds will make investments based upon the Adviser's projections of internal rates of return, which, in turn, will be based upon projections of future growth rates and interest rates of the Fund's investments and the applicable market, all of which are inherently uncertain. The

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actual performance of a Fund's investments will likely differ from the projections of the Advisers and may differ materially.

General Economic and Market Conditions. The success of a Fund's activities will be affected by general economic and market conditions, including but not limited to, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, disruptions in the global debt markets, changes in laws (including laws relating to taxation of a Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may adversely affect a Fund's ability to source attractive investment opportunities, the pricing of such investment opportunities, the value of investments held by a Fund and the Fund's ability to exit or monetize its investments.

A Fund's investments will be materially affected by conditions in the mortgage market, the commercial real estate markets and the financial markets and the economy generally. Delinquencies and losses with respect to commercial real estate loans generally have increased in recent years and may continue to increase. Although the Fund's investments may be acquired at favorable prices that already reflect these circumstances, a deterioration of the mortgage or real estate markets or the financial markets or the economy in general may nonetheless cause the Fund to experience losses related to its investments in real estate loans, CMBS investments and other real estate related assets.

Developments in Financial Markets and Government Intervention. In the past several years, market uncertainty and adverse market conditions in U.S. and other markets have increased dramatically. The financial markets continue to be subject to pervasive and fundamental disruptions and instability, including in the wake of the ongoing crisis of confidence over the ability of certain European countries to service their sovereign debt and fears over the future of the Euro. Extensive governmental and regulatory intervention is likely to continue.

Concentration of Investments. A Fund's portfolio of investments may be concentrated in a few relatively large investments and any single loss may have a significant adverse impact on the Fund's overall returns. In addition, a Fund's investments are not required to be diversified by industry, geographical region or type of security.

Debt Securities. The Funds primarily invest in B-Piece Certificates and other debt instruments. B-Piece Certificates are subject to credit risk, price volatility, and market risk. With bonds and other fixed-income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. The risk of B-Piece Certificates and other debt instruments varies significantly depending upon factors such as the issuer and maturity.

Credit Risk Retention Requirements. The Funds primarily invest in the most subordinate classes of securities in the capital structure of a CMBS pool and other types of securitizations and are the first classes to incur losses when the pool has insufficient funds to pay all contractual interest or principal due on its securities. Current credit risk retention requirements generally require at least one of the sponsors (or any of their majority-owned affiliates) in a securitization to retain a minimum economic interest in the pool for a minimum holding period. Practices may develop in the securitization markets that require the Funds to invest more capital in individual CMBS transactions and in more senior portions of the capital structure than may be desired. Also, the minimum holding period requirement may require that the Funds hold its B-piece investments for longer periods than desired. Any of the foregoing requirements may materially adversely affect a Fund's investment strategy and returns.

It is possible that over time, the credit risk retention requirements may affect the commercial real estate markets generally, including by reducing the amount of credit for commercial real estate transactions historically provided by CMBS. A contraction or reduced liquidity in the commercial real estate market could reduce opportunities for a CMBS Issuer to sell defaulted mortgage loans or real estate owned, which in turn could negatively impact the return on the CMBS and reduce the market value or liquidity of such CMBS. Any of these could have a material adverse effect on the Fund.

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Subordination and Dilution. The Funds primarily invest in B-Piece Certificates of CMBS and other subordinate instruments of collateralized pools. There can be no assurance that the proceeds of any sale of collateral or other realization on collateral will be adequate to repay a Fund's investment in full, or at all after the repayment of senior securities in the CMBS. In addition, B-Piece Certificates generally receive interest distributions only after the interest distributions then due to more senior classes have been paid. As a result, investors in B-Piece Certificates will generally bear the effects of losses and shortfalls on the underlying commercial mortgage loans and unreimbursed expenses of the securitization vehicle before the holders of other classes of CMBS with a higher payment priority, with the concomitant potential for a higher risk of loss for such B-Piece Certificates. In addition, the prioritization of payments of principal to senior classes may cause the repayment of principal of such B-Piece Certificates to be delayed and/or reduced. Generally, all principal payments received on the mortgage loans will be first allocated to more senior classes of CMBS, in each case, until their respective principal balances are reduced to zero, before principal is allocated to the B-Piece Certificates. Therefore, B-Piece Certificates may not receive any principal for a substantial period of time. In addition, generally B-Piece Certificates will be subject to the allocation of "appraisal reductions" which will restrict their ability to receive any advances of interest that might otherwise be made by the related servicer.

To the extent that B-Piece Certificates represent a small percentage of the CMBS issued in relation to the underlying collateral, a small loss in the value of such collateral may result in a substantial loss for the holders of such B-Piece Certificates and may impact the performance of a Fund.

Risks of Investments in Debt Investments Secured by Real Estate. The Funds invest in debt investments secured by real estate. Special risks associated with such investments include change in the general economic climate or local conditions (such as an oversupply of space or a reduction in demand for space), competition based on rental rates, attractiveness and location of the properties, changes in the financial condition of tenants and changes in operating costs. Real estate values are also affected by such factors as governmental regulations (including those governing usage, improvements, zoning and taxes), interest rate levels, the availability of financing and potential liability under changing environmental and other laws. Environmental risks may give rise to a diminution in the value of property (including real property securing any portfolio investment) or liability for cleanup costs or other remedial actions, which liability could exceed the value of such property or the principal balance of the related portfolio investment. In certain circumstances, a lender may choose not to foreclose on contaminated property rather than risk incurring liability for remedial actions. In addition, certain environmental laws also impose liability in connection with the handling of or exposure to toxic substances, pursuant to which third parties may seek recovery from owners of real properties for personal injuries associated with exposure to toxic substances. If a Fund becomes subject to significant environmental liabilities, the Fund's value could be materially and adversely effected.

Risks of Investments in Commercial Mortgage Loans, CMBS and Other Pools of Commercial Mortgage Loans. Most of the Funds' investments are expected to be allocated to commercial mortgage loans and CMBS and/or interests in other pools of commercial mortgage loans. CMBS and other pools of commercial mortgage loans in which the Funds invest are subject to all of the risks of the respective underlying commercial mortgage loans, including a greater risk of loss to the lender due to the size of loan attributable to a single borrower or groups of related borrowers, and the ability of the related real estate project to (i) generate income sufficient to pay debt service, operating expenses and leasing commissions and to make necessary repairs, tenant improvements and capital improvements, and (ii) in the case of commercial loans that do not fully amortize over their terms, retain sufficient value to permit the borrower to pay off the loan at maturity through a sale or refinancing of the mortgaged property.

Investments in CMBS and other pools of commercial mortgage loans are susceptible to the risk of the underlying borrower's ability to repay the loan. The borrower's ability to repay commercial mortgage loans typically depends upon the successful operation and/or, if applicable, construction or rehabilitation, of the related real estate project and the availability of financing. Several factors can affect the ability of the project to generate sufficient cash flow and can have a material adverse effect on the value of such loans. In addition, commercial properties often involve a single user or tenant or relatively few tenants. Commercial property

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specifications tailored to the requirements of particular users or tenants may result in a property that is difficult, costly and time consuming to liquidate or attract new tenants.

Some mortgaged properties securing commercial mortgage loans may not be readily convertible (or convertible at all) to alternative uses if those properties were to become unprofitable for any reason. Converting commercial properties to alternate uses generally requires substantial capital expenditures and in the case of designated historical sites, may require certain governmental approvals. The liquidation value of any mortgaged property can be substantially less than would be the case if the property were readily adaptable to other uses.

The CMBS pools may include a substantial amount of U.S. commercial mortgage loans with balloon payments that will come due over the next few years. Certain of such mortgage loans may have balloon payments in excess of their current property values. The foregoing factors may result in an increased rate of maturity defaults on commercial mortgage loans underlying CMBS which include such mortgage loans.

In addition, some of the underlying mortgage loans are secured in whole or in part by mortgaged properties for which limited, or no historical operating information is available. As a result, it may be difficult for the Fund, as an investor in CMBS, to analyze the historical performance of those mortgaged properties underlying the CMBS.

General Real Estate Risks. The value of real estate fluctuates depending on conditions in both the general U.S. and local economy and the real estate business. The factors that affect the value of real estate investments include, among other things: national, regional and local economic conditions; the condition of financial markets; developments or trends in a particular industry; competition from other available space; local conditions such as an oversupply of space or a reduction in demand for real estate in the area and, in the case of retail properties, the ongoing consolidation in the retail sector and increasing consumer purchases through the Internet; management of properties; the development and/or redevelopment of properties; changes in market rental and occupancy rates; the timing and costs associated with property improvements and rentals; changes in operating expenses; the financial condition of tenants; availability of obtaining financing on acceptable terms; fluctuations in interest rates; changes in zoning laws and taxation; government regulation; potential liability under environmental or other laws or regulations; and acts of God, terrorist attacks, social unrest and civil disturbances. The value of a Fund's investments in debt secured by real estate may decline as a result of adverse changes in any of these factors. In addition, adverse changes in the real estate market increase the probability of default, as the equity in the underlying property declines.

Investing in real estate-related instruments is subject to cyclicalities and other uncertainties. There can be no assurance as to a Fund's performance in a weaker market or weakened economy. The cyclicalities and leverage associated with real estate-related investments have historically resulted in periods, including significant periods, of adverse performance, including performance that may be materially more adverse than the performance associated with other investments.

Concentration. The Funds' concentration of investments in the real estate industry, loans secured by property types, and/or geography may increase the volatility of a Fund's returns and will increase a Fund's exposure to the risk of downturns to a greater extent than if its portfolio were diversified across other sectors, other types of debt securitizations, and geography.

General Risks of Debt Investments. The Funds are expected to acquire performing, sub-performing and/or non-performing debt interests, and may acquire debt interests that become sub-performing or non-performing in the future. There are no restrictions on the credit quality of the properties and/or other collateral securing the Funds' loan investments. In addition to the risks of borrower default, the collateral may be mismanaged or otherwise may have declined in value and/or may in the future decline or further decline in value. Investments in debt are subject to the risk that, upon maturity of the real estate loans, replacement "takeout" financing will not be available. This is a significant risk for the Funds because depending upon the level of volatility of the U.S. credit markets, it may prove difficult for borrowers to refinance loans during the term of the Funds. In addition, the Funds may be exposed to additional risk arising from borrowers seeking bankruptcy protection against enforcement of foreclosure, and/or bringing claims for lender liability in response to actions to enforce loan obligations. Lender liability claims against a CMBS issuer or service provider may

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result in losses or shortfalls on the related CMBS. Often the exercise of remedies will not be led or controlled by the Fund but may be led or controlled by a holder of a different class of securities which may be in conflict with the interests of the Fund. As a lender, the Fund may also be subject to penalties for violations of state usury limitations, which may result in penalties assessed against the Fund or other liability to the Fund.

A Fund's investments in loans may involve workout negotiations, restructuring, the possibility of foreclosure and/or a discounted payoff. The Funds' investments may be exposed to risks of a substantial reduction in the interest rate and/or a substantial write-down of the principal of such loans, each of which may also have adverse tax consequences. A Fund may be unable to collect on guarantees and/or recover deficiencies from foreclosed borrowers or may be otherwise restricted from obtaining a deficiency judgement or enforcing a personal guaranty, which could have a material adverse effect on the Fund's anticipated return on certain loans.

In addition, a Fund, in connection with its investments in B-Piece Certificates, may elect to purchase non-performing loans underlying such B-Piece Certificates solely for purposes of restructuring or otherwise working out the loan. In such cases, the Funds will hold the loans directly, consequently, any risks associated with holding loans directly will be imputed to the Fund.

Any of the foregoing risks could materially adversely affect the return on a Fund's investments and could cause the loss of all or part of Limited Partners' investments in a Fund.

Risk of Lack of Liquidity of the Fund's Investments. Investments in CMBS, loans or other assets that are thinly traded or that are subject to legal or other restrictions on transfer are generally difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. There is no active secondary market for certain types of securities or loans that the Fund intends to make or acquire or for certain equity or debt participation rights of the kind that the Fund might acquire and no such markets are expected to develop. The market prices, if any, for such assets tend to be volatile, and may fluctuate due to a variety of factors that are inherently difficult to predict. In the absence of market comparisons, the Fund will be required to resort to other pricing methodologies. Such methodologies may not prove to be accurate and the Fund's inability to accurately price securities or assets may adversely affect the return on the Fund's investments. There can be no assurance that the Adviser's assessment of the fair values of the Fund's investments in CMBS or other illiquid assets will be accurate or generate positive returns for the Fund.

The Fund also cannot predict the length of time needed to find a willing and suitable purchaser. A Fund may not be able to sell assets when the Fund desires to do so or to realize what the Fund believes to be the fair value of its assets in the event of a sale. Investments in illiquid assets and restricted securities may delay or restrict the disposition of a Fund's investments or reduce the amount of proceeds that a Fund might otherwise realize, which may adversely affect returns to investors in a Fund or cause a loss of all or a portion of Limited Partners' investments in the Fund.

Risk of Delinquency, Foreclosure and Bankruptcy. Commercial mortgage loans that a Fund may indirectly own are secured (directly or indirectly) by multifamily or commercial property and are subject to risks of delinquency and foreclosure. With respect to CMBS purchased on the secondary market, certain of the underlying mortgage loans may include mortgage loans that are either delinquent or have been delinquent in the past and may be at risk of future delinquencies. Certain mortgaged properties may have been previously involved with loan defaults or restructuring or bankruptcy proceedings. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property, which is subject to the risks related to the ownership of real estate, as described above. In the event of any default under a real estate loan indirectly held by the Fund or its affiliate, a Fund will bear a risk of loss of to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the real estate loan, which could have a material adverse effect on the Fund's cash flow from operations and limit amounts available for distribution to the Fund's investors.

It is likely that the servicers may find it necessary or desirable to foreclose on some, if not many, of the real estate loans a Fund may indirectly hold. The foreclosure process is often lengthy and expensive. The expense and delay associated with foreclosure of a mortgage loan could have a substantial negative effect on the Fund's anticipated return on the foreclosed mortgage loan.

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The bankruptcy of a real estate loan borrower can involve substantial legal, professional and administrative costs, be subject to unpredictable and lengthy delays and negatively impact the underlying property and consequently, on a Fund's return. The debt of entities in bankruptcy will, in most cases, not pay current interest and may not accrue interest during bankruptcy, and their assets may suffer an erosion of value. Such investments can result in a total loss of principal.

Availability of Insurance. There are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes, terrorism or acts of war, that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors, including terrorism or acts of war, also might make the insurance proceeds insufficient to repair or replace a property if it is damaged or destroyed. Under these circumstances, the insurance proceeds received might not be adequate to restore the Fund's economic position with respect to the affected property. Any uninsured loss could result in the loss of cash flow from, and the asset value of, the affected property. Adverse market or economic conditions in a particular country, state or region where the Fund has significant investments may disproportionately increase the risk of higher vacancy rates and lower rental rates at properties, that tenants do not pay their rent and/or that borrowers in that country, state or region are unable to make their loan payments. In addition, the market value of the real estate securing the investment could be adversely affected by adverse market and economic conditions in that country, state or region. Any sustained period of increased foreclosures, losses or payment delinquencies caused by adverse market or economic conditions or natural disasters in that country, state or region could adversely affect the value of the Fund's investments.

Underlying Collateral Vulnerable to Natural Disasters; Adequacy and Availability of Insurance Coverage. The debt investments in which the Funds may invest will be secured by commercial property and related assets and will be subject to risks relating to natural disasters and catastrophes or other casualty event risks. While the servicer who services these loans will generally require that the borrower have adequate insurance coverage to fully repair and/or replace the collateral securing the investments, there can be no assurance that such insurance coverage will provide the borrower and/or the lender with sufficient insurance proceeds to fully repair and/or replace the collateral. Moreover, the insurance carrier(s) providing the insurance could contest payment in the event of a casualty event and resolving any such dispute may result in delays in recovering insurance proceeds and losses to the Fund.

Also, the absence of affordable insurance coverage may adversely affect the general real estate lending market, lending volume and the market's overall liquidity and may reduce the number of suitable investment opportunities available to the Funds and the pace at which a Fund is able to make investments. If the properties underlying a Fund's investments are unable to obtain affordable insurance coverage, the value of those investments could decline, and in the event of an uninsured or inadequately insured loss, a Fund could lose all or a portion of its investment.

Projections. The Funds may rely upon projections developed by the General Partners or the Advisers concerning a Fund's portfolio investment's future performance and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of the General Partners, the Advisers and the Fund's portfolio investment. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values and cash flow.

Investment Due Diligence and Investment Research. When conducting due diligence and investment research, a General Partner may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may assist the General Partner in the due diligence and investment research process to varying degrees depending on the type of investment. The due diligence investigation and investment research that a General Partner carries out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, may lead to inaccurate or incomplete conclusions, or may be manipulated by fraud. Moreover, such an investigation will not necessarily result in the investment being successful.

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Item 9 - Disciplinary Information

The Advisers do not have any legal, financial or other disciplinary items to report.

Item 10 - Other Financial Industry Activities and Affiliations

A. Material Relationships with Affiliates

See Item 7 above. Each Adviser or its related person is the General Partner of each Fund that it manages. Investors in a Fund must understand that each Fund was formed as an investment product to be managed by the Adviser, and that the Adviser does not intend any Fund to terminate its investment relationship with the Adviser absent the Adviser's liquidation or bankruptcy. However, the Advisers have a fiduciary duty to act in the best interest of each Fund that it manages, and investors in each Fund have the right to withdraw from the Fund at any time subject to any notice requirement, lock-up period or other withdrawal limitations described in each Fund's Organizational Documents. An Adviser may from time to time enter into a side letter agreement with one or more investors in a Fund which may, among other terms, provide for (i) withdrawal rights that are more favorable than rights granted to all other Fund investors, (ii) a reduced Management Fee and/or performance-based compensation, or (iii) greater or more frequent transparency with respect to the Fund.

In addition, neither Adviser nor its related persons are obligated to allocate any specific amount of time or investment opportunities to a particular Fund. The Adviser and its related persons intend to devote as much time as they deem necessary for the conduct of each Fund's operation and portfolio management.

The Advisers' primary business is providing investment advisory services to the Funds by leveraging Sabal's substantial experience and history to source and evaluate investment opportunities originating both within and outside of the Sabal companies.

B. Sabal's Affiliate Services

Sabal's affiliates will receive various other fees from the securitization of pools which have issued the B-Piece Certificates in which a Fund may invest. Such fees are typically paid by the manager of the securitizations and from the fees that these managers receive from the securitization pools. Servicing fees paid to Sabal's affiliates by these managers might range from 15 to 25 basis points of the unpaid principal balances of the loans in the securitization vehicle, and special servicing fees could range from 25 to 100 basis points when troubled or distressed loans are involved.

Sabal's affiliates might also be engaged to act as sub-servicer or special servicer for B-Piece Certificates in securitizations of loans that were not originated by Sabal. Servicing and special servicing fees could range from 25 to 100 basis points depending on the nature of the services and underlying loans involved.

Prior to the sale of Sabal originated CRE loans out of the warehouse vehicle in which the loans are typically held prior to securitization, a Sabal affiliate will act as servicer for fees similar to those described above. Sabal obtains warehouse financing of its originated loans prior to securitization by entering into "repo" financing arrangements with a warehouse bank. The profit and loss shares of the warehouse bank and Sabal respectively is a matter of negotiation between them. The Funds have no share of any such profit or loss.

Should circumstances arise which require a Sabal affiliate to perform other services on behalf of a Fund which are not covered by the Management Fee, the Adviser will charge the Fund an arm's length fee and seek the approval of the Fund's board of advisors, comprised of representatives of investors (the "Board of Advisors") selected by the General Partner, to pay the same (it being understood that any fees received directly from the securitization pools as described above shall not require prior approval unless specified otherwise by a Fund's Organizational Documents).

None of these fees and profits will inure to the benefit of the Funds nor offset the Management Fee unless indicated otherwise by a Fund's Organizational Documents.

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C. Potential Conflicts of Interest

Investors should be aware that, over the term of a Fund's investments, potential and actual conflicts of interest may arise between investors in a Fund, on the one hand, and the General Partner, the Adviser and/or their respective affiliates, on the other. The foregoing is not intended to be exhaustive; prospective investors in a Fund are advised to review the applicable Offering Memorandum for additional potential conflicts of interest associated with and specific to an investment in a Fund.

Carried Interest. The existence of a 20% carried interest may create an incentive for the General Partner to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such performance-based compensation. The size of the General Partner Commitment, the "total return" nature of the Fund's distribution waterfall and the General Partner's claw-back obligation should tend to reduce this incentive.

Management Fees. Management Fees will be paid to the Adviser without regard to the overall success of or income earned, by the Fund. As a result of this fee structure, the General Partner may have an incentive to hold on to investments for a longer period of time than it otherwise might have in the absence of such fee structure.

Other Fees. Affiliates of the General Partner and the Sabal affiliates may receive asset management fees, servicing and other fees in connection with services provided by such affiliates with respect to the CMBS which issue the B-Piece Certificates to be purchased by the Fund, either directly or indirectly through the REIT. Such services will be provided in the ordinary course of business and on terms deemed to be on an arm's length basis and no less favorable than could be obtained from an unaffiliated third party. But because the Fund is expected to be a ready buyer for the B-Piece Certificates, Sabal may be incentivized to make more loans for acquisition by the CMBS which might not otherwise be made absent a ready buyer for these B-Piece Certificates. In addition, because affiliates and/or one or more of their beneficial owners of Sabal may own direct or indirect interests in the Fund, the REIT, the General Partner, and/or the Adviser, there is an inherent conflict of interest that may arise in certain circumstances. Such affiliates may be paid and shall be entitled to retain all compensation received by them on such terms and there shall be no reduction of the Management Fees as a consequence thereof.

Dedication of Sabal Personnel Time to the Fund. Subject to the terms of the Organizational Documents, the investment professionals and other employees of the Adviser and the Sabal affiliates will be permitted to spend a portion of their business time on activities other than the Fund and, if applicable, the REIT, portfolio investments, including, without limitation, the activities related to the management of other funds managed by the Adviser with different investment strategies as the Fund (collectively, the "Other Sabal Funds") and/or any successor funds of the Fund. As a result, such persons may spend less time on Fund activities than may be required under certain circumstances.

Diverse Limited Partner Group. A Fund's Limited Partners are expected to be diverse and may include taxable investors and tax-exempt investors, U.S. governmental plan investors, benefit plan investors and other regulated investors. A Fund's Limited Partners may include both natural persons and entities. Given the possible diverse nature of the Fund's Limited Partners, it is possible, even likely, that the Limited Partners will have conflicting tax, regulatory and other objectives in respect of the Fund's investment program. These conflicting interests may relate to or arise from, among other things, the nature of investments selected by the Fund, the structure of such investments and the Fund's exit from such investments. As a result, certain investments and investment structures selected by the General Partner on behalf of the Fund may be more advantageous to certain Limited Partners than others. In selecting and structuring investments for the Fund, the General Partner will be guided principally by the overall investment objectives of the Fund and interest of the Partners as a whole and it will not be obligated to consider the tax, regulatory or other objectives of any particular Limited Partner (or group of Limited Partners).

Board of Advisors. A Fund's Board of Advisors is comprised of representatives of investors selected by the General Partner. The General Partner may (but is not required to) consult the Board of Advisors, as appropriate, with respect to certain material issues involving actual or potential conflicts of interest between the

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interests of the Fund, on the one hand, and the General Partner, the Adviser and/or their respective affiliates, on the other, to the extent required by the Fund's Organizational Documents. The General Partner will not consult with the Board of Advisors if it has been advised by counsel that disclosure of such conflicts or potential conflicts is, or is reasonably likely to be, prohibited for regulatory or legal reasons, in which case, where the conflict cannot be satisfactorily resolved, the applicable transaction may not be consummated. The Board of Advisors will consist of members representing specific Limited Partners and will not owe any duties to other Limited Partners, whether individually or as a group.

Transactions with Affiliates. The Fund, either directly or indirectly through the REIT, may participate in transactions in which the General Partner, the Adviser and/or their respective officers, employees, partners or affiliates are, directly or indirectly, interested. In connection with such transactions, the Fund, on the one hand, and the General Partner, the Adviser and/or their respective officers, employees, partners or affiliates, on the other, may have conflicting interests. The General Partner may request that a Fund's Board of Advisors review and approve such transactions, but it is not required to do so.

Affiliated Transactions and Fees

Affiliated Transactions. The Fund, either directly or indirectly through the REIT, may acquire CMBS that has been structured through transactions involving Sabal affiliates ("**Related Transactions**"). Therefore, Sabal affiliates may play one or more of the following roles in respect of Related Transactions:

- One or more Sabal affiliate may originate loans that become part of a CMBS pool in which a Fund invests, thus making a Sabal affiliate or one of its subsidiaries a "sponsor" in respect of such CMBS transaction; and
- A Sabal affiliate may act as special servicer in respect of CMBS in which a Fund invests.

The involvement of Sabal affiliates in Related Transactions in which a Fund participates presents certain actual or potential conflicts of interest. As a B-piece purchaser in Related Transactions, the Fund's participation in such CMBS transactions enables the CMBS transaction to occur and for Sabal affiliates to earn compensation therefrom.

Section 206(3) of the Advisers Act provides that it is unlawful for any investment adviser, directly or indirectly "acting as principal for his own account, knowingly to sell any security to or purchase any security from a client, or acting as broker for a person other than such client, or knowingly to effect any sale or purchase of any security for the account of such client, without disclosing to such client in writing before the completion of such transaction the capacity in which he is acting and obtaining the consent of the client to such transaction." Because of the potentially extensive involvement of Sabal affiliates in certain of the Related Transactions, the acquisition of interests by a Fund in certain Related Transactions may constitute principal transactions or raise conflicts of interest similar to those that arise with respect to principal transactions (each such transaction, a "**Conflicted Transaction**")

The factors that the General Partner is expected to consider when determining whether a Related Transaction is a Conflicted Transaction include, but are not limited to:

- The portion of the loans in such Conflicted Transaction originated or sponsored by a Sabal affiliate;
- Whether the Fund is seeking to purchase the B-piece or the vertical eligible interest in such Conflicted Transaction and, if it is seeking to purchase the B-piece, whether it will be the sole buyer of the B-piece; and
- Whether a Sabal affiliate serves as loan servicer in respect of the CMBS pool in such Conflicted Transaction.

In order to mitigate concerns relating to such conflicts and to satisfy the disclosure and consent requirement of Section 206(3) of the Advisers Act, if and when applicable, the Fund has adopted certain procedures to be used in connection with the Fund's acquisition of a portfolio investment that constitutes a

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Conflicted Transaction. In that connection, the Subscription Agreement of each Limited Partner provides that such Limited Partner consents and agrees that if the General Partner determines that any Conflicted Transaction either is, or should be treated as if it is, subject to the disclosure and consent requirements of Section 206(3) of the Advisers Act, such requirements will be satisfied with respect to the Fund if the following procedures are followed.

With respect to any Conflicted Transaction in which the General Partner has determined, in its sole discretion, that consent should be sought, the Fund's Board of Advisors will grant or deny the consent request. The Board of Advisors will be asked to confirm that the price to be paid for the relevant portfolio investment is no less favorable to the Fund than would be the case if unaffiliated third parties were to serve in roles comparable to those of Sabal or one or more of its affiliates. The Adviser will generally provide the Board of Advisors with sufficient information to analyze the transaction resulting in the Conflicted Transaction. The Board of Advisor's consent will be based on its review of the Adviser's document package relating to the Conflicted Transaction, approximate cash flow models and any proposed prices relating to the proposed portfolio investment. The Board of Advisors will also be empowered to request additional information and ask questions of the Adviser regarding the Conflicted Transaction if it determines that its confirmation will require such additional data.

D. Resolution of Conflicts of Interest

A Fund's Organizational Documents typically govern conflicts of interest and resolution thereof and the Adviser has the duty to comply with the procedures described in such agreements with respect to potential conflict of interest situations. Such Organizational Documents may explicitly permit certain transactions that involve a conflict of interest, in which event the Adviser may (or cause a Fund to) enter into such transactions. Additionally, a Fund's Board of Advisors will meet periodically to advise and consult with the Adviser concerning, among other things, issues involving potential conflicts of interest.

In the event a Fund's Organizational Documents does not address conflicts of interest, the Adviser shall, in its best judgement, resolve the conflicts using those factors it determines to be relevant, taking into account its fiduciary duty and disclosure obligations. The Advisers may seek the advice of certain other persons (including internal legal counsel, external legal counsel, or senior principals) to assist in identifying, assessing, mitigating, resolving and monitoring actual, potential or perceived conflicts of interest.

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

The Advisers have adopted a Code of Ethics pursuant to the Advisers Act Rule 204A-1 (the "Code"), which sets forth fiduciary principals and certain standards of business conduct that must be followed by, among others, all directors, officers or partners (or any person performing similar functions) or any person directly or indirectly controlling or controlled by the Advisers, including officers, managers, members, and employees (collectively, "Access Persons"). The Code provides guidelines for professional conduct and personal trading procedures, including pre-clearance and reporting obligations and regarding adherence to securities laws generally. Access Persons and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold for a Fund, subject to the terms of the Code. Under the Code, Access Persons are also required to file certain periodic reports with the Adviser's Chief Compliance Officer as required by Rule 204A-1 under the Advisers Act.

In addition, the Code requires that all Access Persons report Code violations and provides the potential for sanctions for such violations. Access Persons who violate the Code may be subject to remedial actions, including, but not limited to, profits discouragement, fines, censure, demotion, suspension or dismissal. Access Persons are required to promptly report any violation of the Code of which they become aware. Access Persons are also required to undergo training on the Code and certify compliance with the Code annually. A copy of the Code shall be provided to a client or prospective client upon its request and such information will be provided free of charge.

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Item 12 - Brokerage Practices

The Advisers do not currently have a contractual relationship with or utilize the services of any securities broker-dealers in connection with the real estate debt investments in which it engages on behalf of the Funds or REITs. The Adviser's advisory business generally does not involve securities broker-dealers or directing clients to execute transactions (through broker dealers or otherwise), nor does the Fund direct the Adviser to engage securities broker dealers.

The Advisers and its affiliates do not engage in any trade aggregation practices. The Adviser does not receive "soft dollars" in connection with any of a Fund's investments. The Advisers do not use a Fund's commission money to compensate or otherwise reward any brokers for client referrals.

The investment strategies pursued by the Advisers do not result in extensive trading on behalf of the Funds. Nevertheless, the Advisers may engage in certain activities related to the trading function that are governed by policies and procedures required or suggested by Rule 206(4)-7 (the SEC's general compliance rule). For example, the Advisers will be mindful of the following non-exhaustive list of trading issues:

- Best execution related sales transactions
- The mitigation or elimination of any conflicts of interest associated with trading processes
- Trade ticket/order memoranda must be created to document the intent of the Investment Company in executing securities transactions as required by Rule 204-2(a)(3) (the SEC's trade ticket rule)

Item 13 - Review of Accounts

A. Periodic Account Review

The Adviser's Investment Committee is responsible for oversight of a Fund's investment and financing strategies. The Adviser's investment portfolio on behalf of a Fund is private, illiquid and long-term in nature, accordingly the Adviser's review of it is not directed towards a short-term decision to dispose of its holdings. However, the Adviser's investment professionals provide ongoing oversight and supervision of those individuals responsible for the asset management and ongoing operations of the investments. The Adviser's investment professionals periodically review the investments held by a Fund to ensure compliance with the applicable investment guidelines and restrictions.

Each Fund has a committee of representatives of investors, which meets from time to time upon request of the General Partner, but in any event, at least once a calendar year, to consult with the General Partner on various matters, including: (i) investment and financing strategies; (ii) variations from Client investment guidelines; (iii) status of outstanding investments; (iv) transactions involving the General Partner or other conflict situations, including transactions subject to Section 206(3) of the Advisers Act; (v) asset valuations and valuation methodologies; (vi) co-investment opportunities; and (vii) financial statements and reporting format.

B. Fund Reporting

Subject to a Fund's Organizational Documents, Fund investors typically receive, among other things, a copy of the Fund's audited financial statements within 120 days after fiscal year end. The Advisers and/or the General Partner will from time to time, in their sole discretion, provide additional information relating to a Fund's portfolio to one or more Fund investors as they deem appropriate.

Item 14 - Client Referrals and Other Compensation

The Advisers may enter into agreements with independent marketers. The agreements shall provide for the representative to receive a fee from the Adviser that is based upon a portion of the Adviser's investment management fees if the representative is responsible for introducing the client to the Adviser. The fee paid to a representative varies depending on the agreement but in no instance does the fee arrangement increase the fee that a Fund pays. These agreements contain provisions to ensure compliance with applicable provisions of the

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Advisers Act and specifically Rule 206(4)-3 thereunder. In particular, the Adviser will ensure that each solicitor provides clients with a current copy of the Adviser's Brochure and the solicitor's written disclosure document. Such agreements provide for full disclosure to a Fund of any fee-sharing arrangements.

Item 15 - Custody

The Advisers have entered into an arrangement with an independent public accountant pursuant to which each Fund will be subject to an annual audit. In addition, as described in Item 13 B above, the Adviser will provide a copy of the audited financial statements to investors for each Fund in which they are invested. In accordance with Rule 206(4)-2, copies of the Fund's financial statements are distributed to the Fund's investors within 120 days of the Fund's fiscal year end.

Item 16 - Investment Discretion

The Adviser's maintains authority to manage the Fund's assets on a discretionary basis, subject to the overall supervision of the General Partner, in accordance with the investment guidelines, limitations, other provisions and terms set forth in a Fund's Organizational Documents. Investment advice is provided directly to the Fund, and not individually to Fund investors, unless such investor has entered into a separate agreement with the Adviser for investment advisory services and fees that are separate and distinct from those the Adviser provides and charges to the Fund.

The Advisers may provide investment advisory services on a discretionary basis to clients other than the Funds subject to the strategy and restrictions set forth in such client's applicable Organizational Documents.

Item 17 - Voting Client Securities

The Adviser and its affiliated General Partner invest on behalf of the Funds solely in real estate debt instruments. It is not anticipated that the Adviser will be required to vote a Fund's securities by proxy. If the Adviser is required to vote proxies, it will do so consistent with the best economic interests of the Fund and pursuant to its proxy voting policies.

The Adviser maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting, monitoring corporate actions, and disclosing any potential conflicts of interest as well as making information available to a client about the voting of proxies for their portfolio securities and maintaining relevant and required records. Clients retain the right to direct the vote on any security or issue held in its account. A client who wishes to exercise the right to vote a proxy related to any security in its account, must contact the Adviser in writing.

Copies of relevant proxy logs identifying how proxies were voted in connection with a client and copies of the Adviser's voting policies and procedures are available to any client or prospective client upon written request to the Chief Compliance Officer, Sabal Investment Advisors, LLC, 4 Park Plaza, 20th Floor, Irvine, CA 92614 and such information will be provided at no charge.

Item 18 - Financial Information

Form ADV, Part 2 requires an investment adviser to disclose any financial condition reasonably likely to impair its ability to meet its contractual commitments to clients. The Advisers have not been the subject of a bankruptcy petition at any time since its formation. At this time, the Advisers do not believe there are any financial conditions that are reasonable likely to impair their ability to meet contractual commitments to the Funds.

Item 19 - Requirements for State-Registered Advisers

The Advisers are registered with the SEC and is not required to be registered at the State level.

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End of ADV Part 2A