

INVESTMENT ADVISER BROCHURE

ACORE CAPITAL, LP

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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of *ACORE Capital, LP*. If you have any questions about the contents of this Brochure, please contact us at (415) 595-8210. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

ACORE Capital, LP is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

Additional information regarding *ACORE Capital, LP* is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 **MATERIAL CHANGES**

ACORE Capital, LP is a new investment adviser and is filing Form ADV for the first time. As a result, there are no material changes to report.

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ITEM 4 ADVISORY BUSINESS

ACORE Capital, LP (“**ACORE**”) is a Delaware limited partnership and a registered investment adviser that began operations in April 2015. ACORE provides investment advisory services to its clients with respect to real estate debt and securities investments, which may include private investment funds (each an “**ACORE Fund**”) and separately managed accounts (“**Separate Accounts**”, each a “**Client**” and collectively, the “**Clients**”).

ACORE is controlled by its general partner, which, in turn, is controlled by a seven-member board (the “**Board**”). ACORE’s day-to-day investment management activities are undertaken by its principals (the “**Principals**”).

ACORE provides discretionary and non-discretionary investment advisory services to its Clients, in which it primarily originates, acquires and manages commercial real estate loans and securities and other commercial real estate-related debt investments. ACORE may provide investment advice with respect to real estate equity interests as well. ACORE’s investment advisory services to its Clients consist of identifying and evaluating investment opportunities, negotiating, managing, financing and monitoring investments and achieving dispositions for such investments.

ACORE’s investment advisory services to each Client are tailored in accordance with such Client’s investment strategy as set forth in the applicable private placement memorandum (or other applicable disclosure documents), partnership agreement or declaration of trust (or similar governing document) and/or investment management agreement (each a “**Governing Document**”, and collectively, the “**Governing Documents**”). ACORE’s advisory services are further described below under Item 8 “*Methods of Analysis, Investment Strategies and Risk of Loss.*”

ACORE Fund investors participate in the overall investment program for the applicable ACORE Fund, but may be excused or excluded from a particular investment due to legal, regulatory or other applicable constraints. ACORE may enter into other written agreements (“**Side Letters**”), subject to any applicable requirements or limitations in the respective Governing Documents, with certain ACORE Fund investors that have the effect of establishing, supplementing or altering rights under the applicable Governing Documents or an investor’s subscription agreement. Separate Account Clients negotiate the terms of their investments on a case-by-case basis.

Upon its registration, ACORE will not have any assets under management on a discretionary or non-discretionary basis.

ITEM 5 FEES AND COMPENSATION

The following provides a general description of fees, compensation and expenses for ACORE Clients. With respect to any particular Client, while the description below may be generally applicable, fees and expenses may vary as they are individually negotiated with each Client, and Clients or ACORE Fund investors should review the applicable Governing Documents for further information.

Fees for Separate Accounts

For its services provided to Separate Account Clients, ACORE generally is entitled to receive quarterly: (i) a fee based on the amount of the Client's commitment (the "**Commitment Fee**"), which is payable in arrears and assessed at a stated rate during the investment period; (ii) a management fee based on the cost or value of the investments managed, which shall be payable in arrears based on a stated rate; and (iii) if and to the extent earned, an incentive fee (the "**Incentive Fee**") which is based on the performance of the applicable investments, in each case, calculated in accordance with the terms and conditions set forth in the applicable Governing Documents.

Separate Account Client fees are either deducted from an investor's assets invested with ACORE at the payment date, withheld from distributions or invoiced at an appropriate time. Management fees generally are prorated for any quarterly period that is less than a full three months.

Further, the Incentive Fee charged by ACORE may, in some instances, be subject to a clawback, depending upon the performance of the applicable investments following the payment of such Incentive Fee. Such clawback provisions, where applicable, are further described in detail in the applicable Governing Documents.

Fees for ACORE Funds

ACORE may receive similar management fees as well as performance-based fees and/or distributions in connection with providing investment advisory services to an ACORE Fund. Due to the illiquid nature of certain investment strategies, Separate Account Clients and ACORE Fund investors will generally have a limited ability to withdraw from their account or fund, as applicable.

ACORE may form co-invest vehicles that are not subject to management fees or carried interest. ACORE may also reduce management fees and/or performance-based fees and/or distributions for certain large or strategic investors through Side Letter arrangements. To the extent any fees would be charged or received by ACORE with respect to co-invest vehicles, such fees will generally be negotiated on a vehicle-by-vehicle basis, but may include commitment-

based fees, performance-based fees and/or distributions, expense reimbursements or other administrative fees similar to those described below.

Additional specific details of management fees, performance-based fees or distributions, fund expenses and fee waivers for ACORE Funds will be set forth in the ACORE Funds' respective private placement memoranda and partnership agreements.

Certain investors in an ACORE Fund or Separate Account, which would generally be related persons and employees of ACORE, may not pay management fees and/or be subject to performance-based fees and/or distributions in connection with their investment with ACORE.

Additional Fees and Expenses:

The fees described above are not inclusive of all the fees and expenses which Clients may bear. Following are examples of certain fees and/or expenses that Clients may also bear (directly or indirectly):

(i) all fees and expenses relating to the custody of a Client's assets; (ii) all expenses in respect of income taxes payable in respect of the investments made on behalf of a Separate Account; (iii) fees and expenses which are directly attributable to the enforcement of a Client's rights and remedies with respect to any investment having been made on behalf of a Client; (iv) attorneys' fees and expenses in connection with litigation with respect to any investments; (v) fees and expenses associated with borrowing and loan servicing fees; and (vi) research-related expenses, including news and quotation equipment and services.

The list above is not intended to be exhaustive; prospective and existing investors are advised to review the applicable Governing Documents for a more extensive description of the fees and expenses associated with an investment with ACORE.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under Item 5 "*Fees and Compensation*" ACORE may receive performance-based fees and/or distributions based upon the performance of an ACORE Fund or Separate Account. In any particular strategy, there may be differences in the terms of the performance-based fees and/or distributions. The fact that ACORE is in part compensated based on the performance of an ACORE Fund or a Separate Account may create an incentive for ACORE to make investments on behalf of Clients that are riskier or more speculative than would be the case in the absence of the performance-based compensation arrangement.

ACORE has also adopted policies and procedures to operate in a manner whereby all its Clients are treated fairly and equitably and to minimize the risk of any potential conflict of interest. In doing so, ACORE and its personnel will endeavor to ensure that all investors are

treated fairly as to the investments purchased or sold for their accounts and are treated fairly in the allocation of investments.

Otherwise, ACORE will allocate investments in a fair and reasonable manner among Clients based upon the following general criteria that include (but are not limited to): investment guidelines and strategy, different liquidity positions and requirements, tax and regulatory considerations, portfolio concentration considerations, investment time horizon, and the size and amount of the investment opportunity.

ITEM 7* **TYPES OF CLIENTS*

ACORE provides discretionary and non-discretionary investment advisory services to its Clients which may include ACORE Funds or Separate Accounts, and these Clients generally invest in debt interests in commercial real estate-related assets. ACORE Funds may include investment partnerships or other investment entities formed under U.S. or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the “**1940 Act**”). Investors in ACORE Funds, Separate Accounts or other real estate-related vehicles may include, but are not limited to, pension plans, endowments, corporate and business entities, foundations, trusts, sovereign wealth funds and high net worth individuals, as well as ACORE’s Principals and employees. Minimum Separate Account Client account balances and minimum capital commitments for investors in any ACORE Fund are established on a case-by-case basis but may be subject to waiver in certain instances. ACORE Fund interests generally will be offered and sold only to investors that are (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended and (ii) “qualified purchasers” as defined under Section 2(a)(51) of the 1940 Act.

ITEM 8* **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS*

General

ACORE is a private investment firm focused on providing investment advice related to debt investments backed by commercial real estate-related assets. ACORE’s investment advisory services to its Clients consist of identifying and evaluating investment opportunities, negotiating investments, managing, financing and monitoring investments, and achieving dispositions for such investments. ACORE identifies potential investment opportunities for its Clients through a variety of sources and bases a portion of its investment analyses on information obtained from working with industry professionals such as industry consultants, property management and leasing professionals, other investors, brokers, and other real estate specialists.

There can be no assurance that ACORE will achieve the investment objectives of its Clients and a loss of investment is possible.

Investment Strategy

ACORE intends to provide investors with attractive risk-adjusted returns through various real estate market cycles by primarily investing in public and/or private mortgage or other real estate-related debt and in controlling or non-controlling equity and other interests, in each case, in or relating to real estate-related investments.

ACORE's likely investment targets, either originated directly or acquired, include but are not limited to:

- First mortgage loans;
- Second mortgage loans;
- Mezzanine debt;
- Loan participations;
- Senior or subordinated mortgage loan components;
- Controlling and non-controlling equity;
- CMBS bonds;
- Public and private debt securities; and
- Preferred and non-preferred equity.

ACORE's investment team is responsible for evaluating lending and other real estate-related debt and equity investment opportunities, and making asset allocations and security selections on a daily basis for its Clients. The screening process for potential investments involves several steps, which vary depending on the type of asset being proposed for origination/acquisition. ACORE will pursue a disciplined investment strategy on behalf of its Clients, with a focus on fundamental research and bottom-up valuation. ACORE's investment analysis methods may include fundamental, technical and/or cyclical research. With respect to mortgage-related investments, ACORE will analyze the underlying collateral, including the fair market value, physical condition, projected cash flow and interest coverage, competitive position in the relevant market, and the abilities of the asset or property manager. In the normal course, ACORE will typically (1) meet with or interview local industry experts and local asset and property managers and professionals and (2) review industry periodicals and newsletters to develop its analysis for investment recommendations. ACORE generally will evaluate investment decisions by paying attention to underlying asset-by-asset valuation, potential downside protection, long-term supply-demand fundamentals, financial sponsorship, and the ability of the collateral to service the debt. In formulating its investment recommendations, a

written memorandum is typically prepared for the applicable Client's investment committee (each, an "**Investment Committee**") describing the due diligence conducted on the proposed origination/acquisition, and this summary is provided to such Investment Committee.

Subject to the foregoing, the applicable Investment Committee will generally meet as necessary to control, manage, direct and approve (i) all acquisitions of, or investments in, loans or properties, in each case in respect of the Separate Account Clients, ACORE Funds, any other related investment entities or any of their respective subsidiaries, and (ii) all debt or equity financings in connection with such acquisitions or investments.

ACORE may also make investment recommendations in cash management instruments from time to time for purposes of capital preservation or short-term re-investment.

Risks

Generally, investing in securities and other investment assets involve risk of loss of the principal amount invested. Clients and investors should be prepared to bear any risk of loss. Investing in the real estate sector may raise unique investment risks, as summarized below. The risk summary contained herein is intended solely as a summary and is not an exhaustive list of risk. Clients and ACORE Fund investors should review the applicable Governing Documents for additional information.

- ACORE's investment strategies and expertise rely on key professionals. The departure of any of these key professionals from ACORE could adversely impact ACORE's investment performance.
- Failure of ACORE Fund investors to fund commitments when due can adversely affect an ACORE Fund's ability to complete its investment program and, if substantial defaults on commitments, to continue operations.
- Real estate asset investing can include the use of leverage which, among other things, can increase the risk of loss during unfavorable economic conditions.
- Assets in which ACORE invests on behalf of its Clients are often illiquid, thus making them hard to value and liquidate, particularly in unfavorable market conditions. Additionally, interests in ACORE Funds are subject to restrictions on transfer pursuant to the Securities Act.
- There is risk of loss associated with mortgage loans and mortgage-backed securities. These instruments are subject to default, foreclosure timeline extension, fraud and commercial and residential price depreciation, unfavorable modification of loan principal amount and interest rate and amortization of principal. Any of the foregoing events can result in investment losses.

- To the extent assets may be backed by mortgage instruments, prepayment may adversely affect the total return from any debt investments.
- Some mortgage-related instruments may include distressed opportunities, which can increase the potential for risk of loss.
- There are risks related to a real estate investment vehicle's organization such as limitations prescribed by the 1940 Act in the case of an ACORE Fund.
- Investment strategies and analysis may not accurately project targeted returns because the considerations and assumptions underlying any projected returns are subject to uncertainty.
- The performance of investments in real estate-related assets can be influenced by the performance of counterparties under leases and other contracts, the performance of which will be dependent on the credit quality of such counterparties. Defaults by such counterparties could adversely affect the value of these assets and the ability of borrowers to service related debt.
- Real estate and real estate-related debt investments may be subject to risks not associated with investments in more liquid assets. For instance, real estate and real estate-related debt investments may experience fluctuations and cycles in value during any holding period. Some factors attributable to the marketability and value of real property and related debt include, but are not limited to, the following: (i) changes in general or local economic conditions; (ii) changes in supply or demand for the particular property type; (iii) fluctuations in occupancy and rents for real property; (iv) changes in interest rates; (v) government regulation related to land-use and zoning, environmental protection and occupational safety; (vi) unavailability of mortgage funds, making property disposition difficult; (vii) the financial condition of consumers of real property; (viii) insurance coverage; and (ix) natural disasters and threat of terrorism.
- Real estate-related investments are subject to certain environmental risks associated with environmental claims, environmental regulations and occupational safety issues and concerns.
- Any changes in the insolvency laws in a jurisdiction in which such assets are acquired could affect ACORE's ability to collect under personal guarantees and other types of borrower-specific credit enhancements.
- Real estate-related asset investing may lack a diversified pool of assets compared to other types of investment funds, such as funds that trade in publicly traded securities.
- Typically, distributions from and contributions by an investor to an ACORE Fund or an ACORE Separate Account Client account are denominated in U.S. dollars. Investments, however, may be denominated in currencies other than the U.S. dollar. Therefore, the value of these non-U.S. dollar denominated investments will depend in

part on the strength of the U.S. dollar relative to the value of the currency in which the investment is denominated at many points throughout the life of the investment.

Additional Risks

Interest Rate Risk

As outlined in Item 8 “*Methods of Analysis, Investment Strategies and Risk of Loss*” above, ACORE generally invests on behalf of its Clients in real estate-related debt investments. During periods of falling interest rates and/or contracting credit spreads, the values of real estate-related debt investments generally rise. Conversely, during periods of rising interest rates or increasing credit spreads, the values of real estate-related debt investments generally decline. Moreover, the prices of longer maturity debt securities are subject to greater market fluctuations as a result of changes in interest rates over time than is the case for shorter term investments. Real estate-related debt investments are also subject to the risk of an issuer’s ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to risks associated with market perception of the creditworthiness of the issuer/borrower and general market liquidity.

Interest Rate and/or Currency Hedging

ACORE may participate in interest rate hedging and/or currency hedging strategies on behalf of its Clients. Subject to any limitations in the applicable Governing Document, ACORE, on behalf of a Client, may enter into interest rate and/or currency forward contracts, futures contracts, swaps, swaptions, caps, collars, and other options contracts. In general, these hedging transactions are entered into with the expectation of mitigating to varying degrees the risks associated with future changes in either interest rates or currency exchange rates. However, there is no assurance that these hedging transactions will be effective as anticipated and investing in these instruments can increase the risk to the Client. Additionally, such hedging arrangements may also cause the Client to be exposed to the creditworthiness of the selected hedging provider(s) from time to time. If the hedging arrangements are terminated at any time in accordance with their terms, the Client may be liable to make a payment to or receive a payment from the hedging provider in connection with such termination reflecting the market value of the transactions comprising such hedging arrangements. If a Client is required to make such a payment, it may be required to liquidate investments to do so. If permitted by a Client’s Governing Documents, ACORE may also temporarily invest the Client’s assets in money market funds and/or other liquid, short term securities for cash management purposes.

Lack of Operating History and Experience

Although the Principals have significant experience in making investments consistent with ACORE’s investment strategy, ACORE is newly formed and has no operating history upon which a prospective Client may either evaluate ACORE’s performance or base its prediction of

ACORE's future success or failure. The performance of any of the Principals' prior investments is not necessarily indicative of the future results of ACORE's Clients.

ITEM 9 DISCIPLINARY INFORMATION

Neither ACORE nor any of its Principals or other management persons have been subject to any material legal or disciplinary events required to be discussed in this Brochure.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Three of the Board members are executives, board members or both of certain Separate Account Clients, as well as their parent companies. Such Board members have invested their personal capital and have equity ownership in ACORE and its related entities. One of such Board members, along with an employee of an affiliate of such Separate Account Clients, serve on ACORE's Investment Committee for such Separate Account Clients, and may participate on other ACORE Investment Committees, and therefore would participate in decisions such Investment Committees make with respect to investment opportunities for Clients. Please see Item 11, "*Code of Ethics, Participation or Interest in Client Transactions and Personal Trading*" for a fuller description of the conflicts of interest presented by these circumstances and how ACORE addresses such conflicts.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

ACORE has adopted a Code of Ethics and Securities Trading Policy and Procedures (the "**Code**"), which sets forth standards of conduct that are expected of ACORE's Principals and employees, and addresses conflicts that arise from personal trading. The Code requires certain ACORE personnel to report their personal securities transactions, requires ACORE personnel to obtain pre-approval from ACORE's Chief Compliance Officer in order to acquire, directly or indirectly, beneficial ownership of securities in a limited offering or initial public offering, and may prohibit ACORE personnel from directly or indirectly acquiring or disposing of beneficial ownership of certain securities without first obtaining approval from ACORE's Chief Compliance Officer. A copy of the Code will be provided to any Client or prospective Client upon request to ACORE's Chief Compliance Officer at (415) 595-8210. Personal securities transactions by employees who manage Client accounts are required to be conducted in a manner that prioritizes the Client's interests in Client eligible investments.

Material Nonpublic or Other Confidential Information

ACORE and its affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed,

might affect an investor's decision to buy, sell or hold a security. Under applicable law, ACORE and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a Client of ACORE. Accordingly, should ACORE or any of its affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, ACORE would be prohibited from communicating such information to Clients and may be prohibited from engaging in a transaction that it would otherwise undertake on behalf of a Client. ACORE will have no responsibility or liability for failing to disclose such information to, or undertake a transaction on behalf of, Clients as a result of following its policies and procedures designed to comply with applicable law.

Personal Trading

The Principals and other employees of ACORE may carry on personal investment activities for their own account and for family members, friends or others who are not ACORE Clients or who do not invest in any ACORE Funds. The investment advice that such Principal or other employees give to such persons may differ from advice given to, or securities recommended or bought for, any ACORE Clients even though their investment objectives may be the same or similar.

Differing Investment Advice

ACORE's Principals and employees may also give advice and recommend investments to one Client which may differ from advice given to, or investments recommended for, another Client, even though each Client's investment objectives may be the same or similar. ACORE will determine its investment advisory recommendations to Clients in a manner that it believes is fair and equitable and taking into consideration factors such as the following: the Client's investment restrictions and objectives (including those set forth in the relevant Client's Governing Documents, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition and cash level and applicable regulatory restrictions.

Performance-based Compensation

The fact that ACORE's performance-based compensation from its Clients is based on a percentage of profits may create an incentive for ACORE's Principals to cause Clients to make riskier or more speculative investments than would otherwise be the case.

Conflicts of Interest

In addition, certain members of the Board hold various executive-level positions and board memberships at companies that are Separate Account Clients of ACORE and their parent companies. Such members of the Board may have a conflict of interest in being incentivized to

allocate favorable investment opportunities to these Separate Account Clients rather than to other Separate Account Clients with whom they have no relationship. However, consistent with ACORE's fiduciary duty as a registered investment adviser, ACORE will, in its decision-making processes, see to it that all investors are treated fairly as to the investments purchased or sold for their accounts and are treated fairly in the allocation of investments.

ITEM 12 **BROKERAGE PRACTICES**

In certain instances, ACORE may have the authority, without obtaining specific Client consent, to buy or sell publicly traded commercial real estate securities, to determine the amount of such securities to be bought or sold, and to determine which broker or dealer is to be used to execute any securities transaction. Transactions in these types of securities are anticipated to be infrequent and ACORE does not have such authority with respect to its existing Separate Account Clients. However, to the extent ACORE does so in the future, it generally intends to follow the brokerage practices described below.

If ACORE sells publicly traded securities for an ACORE Client, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by ACORE. In such event, ACORE will seek to select brokers on the basis of best execution but ACORE will consider a number of factors when selecting a broker and is not required to obtain the lowest price. In selecting a broker to execute Client transactions, ACORE may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

Brokerage commissions on Client transactions may be directed to brokers in recognition of research furnished by them, although ACORE generally does not make use of such services at the current time and has not made use of such services since its inception. However, any such research services could include economic research, market strategy research, industry research, company research, fixed income data services, computer-based quotation equipment and research services and portfolio performance analysis.

To the extent that ACORE engages in any public securities transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. Where orders for ACORE Clients are completed independently, ACORE may also purchase or sell the same securities or instruments for several ACORE Clients simultaneously. From time to time, ACORE may, but is not obligated to, purchase or sell securities for several Client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating ACORE Client is favored over any other ACORE Client. When an

aggregated order is filled in its entirety, each participating ACORE Client generally will receive the average price obtained on all such purchases or sales made during such trading day.

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a pro rata basis to each ACORE Client participating in such buy or sell order in accordance with the amount of securities originally requested for such ACORE Clients.

Each ACORE Client generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to pro rata allocations are permissible provided they are fair and equitable to ACORE Clients over time.

ITEM 13 REVIEW OF ACCOUNTS

The investments made by ACORE on behalf of its Clients are generally private, illiquid and long-term in nature. Accordingly, ACORE's review process is not directed toward a short-term decision to dispose of securities. However, ACORE actively monitors and manages the assets and performance of its Clients, as well as evaluates potential exit strategies and other means of adding value for investors with respect to the invested assets. Reviews are incorporated into quarterly reports to ACORE's investors and such reports will typically contain financial information and summaries, performance, current investments, recent acquisitions, portfolio activity, detailed investment activity, and relevant developments in the property and financial markets.

ACORE will prepare reports to its Clients regarding their investments with ACORE in the form and containing such information as determined between the parties and agreed upon in the applicable Governing Documents.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, ACORE may enter into placement arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming an investor in an ACORE Fund or becoming a Separate Account Client.

Currently, ACORE does not have any placement agent payment obligations. Any fees and expenses payable to any such placement agents will be borne by ACORE either directly or, in the case of any ACORE Fund, indirectly through a dollar-for-dollar offset against the management fee as described in Item 5, "*Fees and Compensation*" above. Any such placement agents soliciting third-party investors in the U.S. will be registered as broker-dealers with the SEC and placement agents soliciting third-party investors outside the U.S. will be registered with a non-U.S. regulatory body to the extent such registration is required in the applicable non-U.S. jurisdiction.

ITEM 15 CUSTODY

Client funds and securities over which ACORE has custody shall be held by a qualified custodian, to the extent required by the Advisers Act. Separate Account Clients will receive quarterly account statements from the qualified custodian to the extent required by the Advisers Act.

ITEM 16 INVESTMENT DISCRETION

ACORE will provide discretionary and non-discretionary investment advisory services to its Clients in accordance with, and subject to, the investment guidelines, objectives, limitations, other provisions and terms set forth in the applicable Client's Governing Documents.

Additionally, ACORE may enter into Side Letters with certain ACORE Fund investors whereby the terms applicable to such investor's capital commitment may be altered or varied, including, in some cases, to provide for reduced fees or the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. ACORE Separate Account Clients may negotiate limitations on ACORE's authority on a case-by-case basis.

ITEM 17 VOTING CLIENT SECURITIES

ACORE has adopted proxy voting policies and procedures (the "**Proxy Policy**") to address how it will vote proxies, as applicable, for any Client's portfolio investments. The Proxy Policy seeks to ensure that ACORE votes proxies (or similar instruments) in the best interest of a Client including where there may be material conflicts of interest in voting proxies. ACORE believes that its interests are generally aligned with those of its Clients and therefore will not seek investor approval or direction when voting proxies. However, in the event that there is or may be a conflict of interest in voting proxies in a particular instance, the Proxy Policy provides that ACORE may address the conflict using several alternatives, including by seeking the approval or concurrence of the applicable Client or ACORE Fund's advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by ACORE when voting proxies on behalf of an ACORE Client. If you would like a copy of ACORE's complete Proxy Policy or information regarding how ACORE voted particular proxies, please contact ACORE's Chief Compliance Officer at (415) 595-8210 and the information will be provided to you at no charge.

ITEM 18 FINANCIAL INFORMATION

ACORE does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.