

ITEM 1
COVER PAGE

PART 2A OF FORM ADV: FIRM BROCHURE

BASIS MANAGEMENT GROUP, LLC

June 22, 2017

BASIS MANAGEMENT GROUP, LLC
75 BROAD STREET, SUITE 2110
NEW YORK, NY 10004
212-842-5712
www.basisinvgroup.com

This brochure provides information about the qualifications and business practices of Basis Management Group, LLC (together with certain of its affiliates, “Basis” and in its capacity as manager of the Fund, the “Manager” or “Investment Adviser”, or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at 212-842-5712 or rcadigan@basisinvgroup.com. 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 securities authority.

The Investment Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Basis Management Group, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2

MATERIAL CHANGES

This Brochure of Basis Management Group, LLC (“Basis Management Group”, the “Investment Adviser”, or the “Firm”) is the first Form ADV Part 2A submitted to the SEC following certain amendments to the disclosure rules promulgated under the Investment Advisers Act of 1940, as amended, and to the form formerly known as Form ADV Part II. Accordingly, there are no material changes to report. If the Firm makes any material changes to this Brochure in the future, it will revise this section to include a summary of such changes.

ITEM 3
TABLE OF CONTENTS

ITEM 1 COVER PAGE

ITEM 2 MATERIAL CHANGES

ITEM 3 TABLE OF CONTENTS

ITEM 4 ADVISORY BUSINESS

- A. General Description of Advisory Firm.
- B. Description of Advisory Services.
- C. Availability of Customized Services for Individual Clients.
- D. Wrap Fee Programs.
- E. Assets Under Management

ITEM 5 FEES AND COMPENSATION

- A. Advisory Fees and Compensation.
- B. Payment of Fees.
- C. Additional Fees and Expenses
- D. Prepayment of Fees
- E. Additional Compensation and Conflicts of Interest

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

ITEM 7 TYPES OF CLIENTS

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

- A. Methods of Analysis and Investment Strategies
- B. Material, Significant or Unusual Risks Relating to Investment Strategies.
- C. Risks Associated With Particular Types of Securities

ITEM 9 DISCIPLINARY INFORMATION

- A. Criminal or Civil Proceedings.
- B. Administrative Proceedings Before Regulatory Authorities
- C. Self-Regulatory Organization (SRO) Proceedings

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. Broker-Dealer Registration Status.
- B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status.
- C. Material Relationships or Arrangements with Industry Participants
- D. Material Conflicts of Interest Relating to Other Investment Advisers

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

- A. Code of Ethics.
- B. Securities that the Investment Adviser or a Related Person Has a Material Financial Interest
- C. Investing in Securities that the Investment Adviser or a Related Person Recommends to Clients
- D. Conflicts of Interest Created by Contemporaneous Trading

ITEM 12 BROKERAGE PRACTICES

- A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.
- B. Order Aggregation

ITEM 13 REVIEW OF ACCOUNTS

- A. Frequency and Nature of Review of Client Accounts or Financial Plans.
- B. Factors Prompting Review of Client Accounts Other than a Periodic Review.
- C. Content and Frequency of Account Reports to Clients

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

- A. Economic Benefits for Providing Services to Clients
- B. Compensation to Non-Supervised Persons for Client Referrals.

ITEM 15 CUSTODY

ITEM 16 INVESTMENT DISCRETION

ITEM 17 VOTING CLIENT SECURITIES

- A. Policies and Procedures Relating to Voting Client Securities.
- B. No Authority to Vote Client Securities and Client Receipt of Proxies

ITEM 18 FINANCIAL INFORMATION

- A. Balance Sheet.
- B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients
- C. Bankruptcy Filings

ITEM 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

- A. Identity and Background of Principal Executive Officers and Management Persons
- B. Participation in Business Other than Giving Investment Advice.
- C. Performance-Based Compensation for Advisory Services
- D. Arbitration and Litigation
- E. Relationships or Arrangements with Issuers

ITEM 4

ADVISORY BUSINESS

Basis Management Group, LLC (“Basis Management Group”, the “Investment Adviser”, or the “Firm”) is a commercial real estate investment manager and an alternative asset management company primarily focused on debt and structured equity strategies. Basis Management Group (together with certain of its affiliates, “Basis”), was founded in 2009 by Tammy K. Jones in partnership with JEMB Realty Corporation (“JEMB”), a U.S. real estate company established over 30 years ago. JEMB owns and manages more than six million square feet of commercial real estate (“CRE”) assets in North America. The Firm is headquartered in New York, NY.

Basis Management Group, LLC is a Delaware limited liability company that has filed to be registered with the SEC as an investment adviser under the Advisers Act of 1940, as amended (“Advisers Act”). The Firm is majority owned by its President, Tammy K. Jones and Basis Investment Group, LLC.

Basis Management Group will provide discretionary investment management services through affiliated general partners of a private investment fund (the “Fund”). The Fund is a U.S. limited partnership that is not registered or required to be registered under the U.S. Investment Company Act of 1940, as amended (“1940 Act”) or the U.S. Securities Act of 1933, as amended (“Securities Act”), and offered and sold in reliance on certain private placement exemptions to qualified and accredited investors in the United States and elsewhere.

The Fund may also be referred to in this brochure as “the Client”. The Fund will originate, co-originate and acquire debt and structured equity instruments to fund acquisitions, refinancings, and recapitalizations of well-located CRE throughout the United States. The Fund will primarily pursue bridge loans, mezzanine investments, structured equity, distressed debt, CMBS B-notes, and other CRE high yielding investments (the “Investments”). Persons and entities that invest in the Fund are referred to in this brochure as “investors” or “limited partners.” The Firm provides investment advice and other services directly to the Fund and not individually to the investors in the Fund. As of June 2017, the Firm manages approximately \$57,500,000 in assets on a discretionary basis on behalf of its Client. The Client will be receiving additional commitments to bring assets under management on a discretionary basis in excess of \$100,000,000 by August 2017.

The Firm’s advisory services are tailored to the investment objectives of the Fund which are outlined in the Fund Documents. The investment objective of the Fund is to provide investors with attractive risk-adjusted returns through opportunistically investing in CRE debt and structured equity investments collateralized by U.S. commercial real estate assets. The Fund anticipates that it will originate and acquire a diverse portfolio of CRE debt across the capital stack of stabilized, transitional, and development assets throughout the United States that will include, without limitation, origination of floating rate bridge first mortgage loans, mezzanine loans, preferred equity investments, B-Notes, and selectively, B-Pieces (*i.e.*, equity tranche of fixed rate CMBS transactions). Investments may be made directly, in joint ventures with third parties or affiliates, or through investment vehicles sponsored by the Fund if these investments are accretive and satisfy the Fund’s risk profile.

Basis Management Group does not currently participate as manager in any wrap fee programs.

ITEM 5

FEES AND COMPENSATION

Basis Management Group will generally receive management fees in connection with the investment management and other advisory services the Firm provides to the Fund. Such fees paid by the Fund are indirectly borne by investors in such Fund.

The applicable fees and expenses are set forth in the Fund Documents, subscription agreement, side letters and/or other governing documents.

Asset Management Fees

From the date of the initial closing of the Fund until the end of the investment period, the Fund or its direct subsidiaries will pay management fees (“Management Fees”) to the Firm in an amount typically ranging from 1.25% to 1.5%, on an annual basis, of aggregate commitments of the limited partners. Thereafter, Management Fees will range from 1.25% to 1.5%, on an annual basis, of the capital contributions of the limited partners that remain invested in portfolio investments as of the beginning of each semi-annual period. Management Fees are subject to reduction as provided below under “Organizational Expenses.”

The precise amount of, and the manner and calculation of, the management fees for the Fund are established by the Investment Adviser and are set forth in such Client’s Fund Documents (as defined below), which will be received by each investor prior to investment in such Fund. The fee structures described above may be modified from time to time. Fees may differ among investors in the same Fund.

Expenses

The Investment Adviser will be responsible for all of the day-to-day operating expenses, including office overhead and compensation of employees.

Organizational Expenses

The investors in the Fund will bear all legal, accounting, printing, travel and other organizational expenses related to the formation of the Fund and to the offering and sale of limited partner interests in the Fund to prospective investors, which expenses will not exceed \$1,000,000 in the aggregate (“Organizational Expenses”).

Partnership Expenses

The Client will pay for all ordinary and extraordinary liabilities, costs and expenses incurred by or on its behalf, including all legal, accounting and reporting expenses, out-of-pocket expenses (including travel and reasonable and customary business entertainment expenses) relating to the development, acquisition, origination, servicing, financing, refinancing, holding and disposition of investments (regardless of whether the investments are consummated, but in any case only to the extent not reimbursed by any party), Management Fees, any administrative fee related to underwriting and processing individual transactions, any expense related to making temporary investments and any interest expense, liability insurance costs, indemnification expenses, custodian fees, interest on borrowed monies and brokerage fees and commissions, administrative expenses related to the operation of the Fund (including fees and expenses of

accountants, attorneys, and other professionals incurred in connection with legal compliance, financial reporting and tax return preparation), expenses of the advisory committee, any extraordinary administrative or operating fees or expenses (including litigation or indemnification expenses) and any taxes, fees or other governmental charges levied against the Fund. The foregoing expenses, which will not include rent, overhead expenses, and salaries in respect of the employees of the Firm and its affiliates in performing their duties specific to the Fund, are referred to as “Fund Expenses”. Fund expenses will generally be allocated among the Fund Investments on a basis that the General Partner determines is fair and reasonable.

Performance-Based Fees

Performance-based distributions or fees, if any, may be earned by the Fund based on achievement of specified investment returns or capital appreciation of the assets of the Client. Such fees are calculated and governed by the Fund’s offering documents and other governing documents (the “Fund Documents”).

Payment of Fees

Management Fees, calculated based on either the amount of the Fund’s committed equity or invested equity, and as further described in the Client’s Fund Documents, are payable quarterly in advance. Management Fees will be paid out of current income and disposition proceeds of the Fund and, to the extent necessary, from capital contributions which will reduce unfunded commitments.

Neither the Investment Adviser nor any of its supervised persons (as such term is defined for purposes of the Advisers Act) accepts compensation for the sale of securities or other investment products.

ITEM 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Fund is subject to a “carried interest” (a “Performance-Based Fee”), which is payable when the Fund has returned to its investors certain amounts of capital contributed by them to the Fund and a specified return thereon. The carried interest is calculated as a percentage of the Fund’s net profits and is payable to BIG Real Estate Fund I GP, LLC (the ”General Partner” of the Fund), which entity is an affiliate of Basis Management Group. The General Partner is not entitled to carried interest based on changes in investment valuations, but only in the event cash or other proceeds are realized by the Fund from underlying investment activity, and then only after certain distributions have been made to investors in the Fund.

Carried interest paid by a Fund is indirectly borne by investors in such Fund. The specific terms of such arrangements are established the Client’s Fund Documents and as received in writing by each investor prior to investment in the Fund.

A Performance-Based Fee may further be subject to clawback arrangements. Basis believes that its Performance-Based Fee arrangements can serve to better align our interests with those of our investors. The potential to receive a Performance-Based Fee, however, might create an incentive for us or our related persons to make riskier investments on behalf of investors than otherwise would be the case under a different fee arrangement. Moreover, Clients with different fee arrangements might have similar investment strategies. In the allocation of investment opportunities, these differences could create an incentive to favor Clients that have greater performance fee arrangements over other Clients that have lesser or no performance fee arrangements.

A number of factors mitigate these potential conflicts of interest. First, Basis is committed to fulfilling its fiduciary duty to its Clients and to treat them on a fair and equitable basis. Second, Basis’s principals will invest their own capital in every investment and would suffer losses from unwise investment decisions alongside Basis’s Clients. Finally, Basis’s ability to raise capital in the future is dependent on its delivering favorable results to all of its Clients. Basis will adopt appropriate procedures for the allocation of investments as necessary to ensure that all Clients are treated on a fair and equitable basis over time.

The Investment Adviser does not currently manage more than one Fund. Accordingly, there is no conflict of interest in allocating investment opportunities to Client accounts based on the likelihood that the Firm will earn Performance-Based Fees or the amount thereof.

ITEM 7

TYPES OF CLIENTS

The Fund, the Firm's client, is a pooled investment vehicle that is excluded from registration as an investment company under the Investment Company Act of 1940, as amended. Investment advice is provided to the Fund (subject to the direction and control of the general partner of each such Fund as applicable) and not individually to the investors in such Fund. Investors in the Fund may include, but are not limited to pension plans, endowments, trusts, sovereign wealth funds, financial institutions and other U.S. and non-U.S. corporations or otherwise highly sophisticated investors pursuant to certain exemptions from registration under applicable federal securities laws.

In general, the minimum initial investment in the Fund is \$5 million, although lesser amounts may be accepted in the discretion of the General Partner.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Fund Documents describe the methods of analysis and set forth the terms of the Fund's investment objectives along with risk factors. The Fund Documents also contain additional information on this specific risks associated with an investment in the Fund, and should be reviewed by prospective investors.

Investment Strategies

The Fund will originate and acquire a diversified portfolio of CRE debt across the capital stack of stabilized, transitional, and development assets throughout the United States.

The Fund will pursue a strategy focused primarily on middle market investments with stable cash on cash returns and equity like yields with debt protections. By investing in a mix of stabilized, transitional and development assets, the Fund will build a portfolio of real estate investments diversified by property type and life cycle, location, borrower and position within the capital stack. The strategy is designed to generate current income through investments in defensive, capital preservation structures.

The Fund will target investments with some or all of the following characteristics: (i) significant current income; (ii) secured by good quality real estate in primary and secondary markets; (iii) downside protection in the form of significant cash or market equity invested by experienced sponsors; and (iv) loan structures in place to maximize repayment potential.

The Fund anticipates that investment opportunities will be sourced primarily through its extensive number of relationships with national and regional loan brokerage firms, direct borrowers, domestic banks, insurance companies, investment banks, commercial mortgage backed securities ("CMBS" and/or Agency mortgage backed securities ("MBS") special servicers, as well as other financial institutions. The Fund has a competitive advantage by focusing on the middle market segment, which is less actively pursued by REITs and larger institutions and exhibits growing demand due to the aging out of "Baby Boomer" CRE owners and the ensuing property transfers caused by situational stress (retirement, health, death) that this aging population is experiencing. The Fund will pursue each investment at the optimal risk-adjusted tranche in the capital structure based on the underlying CRE asset and the evaluation by the Fund's credit committee, which will review, among other things, in place cash flow, market conditions, tenancy, relevant risk factors and anticipated contingencies in determining whether a proposed investment meets the Fund's targeted return and risk criteria. The Fund expects to build a diversified portfolio of real estate debt investments with a focus on generating current income through investments in defensive, capital preservation structures.

The Firm anticipates that, on average, the Fund's investments will have a last dollar of exposure of 75%-85% loan-to-value ("LTV"), with 15%-25% of equity cushion. The Fund believes that its investment strategy offers downside protection with little reliance on income growth or value appreciation. Subject to certain exceptions as disclosed in the Fund Documents and otherwise in compliance with the Client's conflicts policies, the Fund will be the Firm's exclusive vehicle for investing in U.S. CRE debt-related investments in the targeted strategies.

Methods of Analysis

Basis Management Group's balance sheet approach to investing was honed through the senior management team's investment experience over multiple market cycles. The underwriting process includes detailed investment and market analysis, investment valuation, and discounted cash flow analysis of the asset's historical and operating financials as well as current and projected cash flows, including a comprehensive analysis of rent rolls, leases, and lease abstracts (and an evaluation of tenants' credit).

The Firm's underwriting team reviews and approves all third party reports, conducts independent market research, and performs a site inspection. In addition, the Firm analyzes the sponsorship/borrower/seller profile, conducts reference checks on the sponsors, reviews the sponsor's financial condition and liquidity, and assesses the experience of the sponsor as it relates to the applicable asset type.

All deals are subject to consistent credit analysis and an extensive due diligence process, which identifies risks, mitigants and strengths of the transaction coupled with exit analytics from both a lender and owner's perspective.

The Firm also performs extensive legal due diligence, including zoning, title, insurance, and other issues, submitted by the Basis' compliance team, prior to committing to any investment. The Firm's investment approach is predicated on downside protection with little reliance on income growth or value appreciation.

Risk of Loss

Summary of Material Risks Fund

Investment considerations

An investment in the Fund is speculative and involves a high degree of risk. A prospective investor should carefully consider the risks described below, which could adversely affect the Fund's business, the value of its investments and the return to an investor in the Fund. No guarantee or representation is made that the Fund will achieve its investment objectives or that an investor in the Fund will receive a return of its capital. An investor should only purchase an interest in the Fund if the investor is able to withstand a total loss of its investment. The following discussion does not purport to be an exhaustive explanation of all of the risks and significant considerations involved in an investment in the Fund, and each prospective investor should consult with such investor's own advisors before investing.

• RISKS RELATING TO THE INVESTMENTS IN CRE

The Fund's target investments will consist of a diverse portfolio of CRE debt across the capital stack of stabilized, transitional, and development assets throughout the United States that will include, without limitation, origination and co-origination of floating rate bridge first mortgage loans, mezzanine loans, preferred equity investments, B-Notes, and, selectively, structured equity, enhanced equity and B-Pieces (*i.e.*, the equity tranche of fixed rate CMBS transactions). All such target investments will derive their cash flow and value from the performance of the CRE underlying such target investments and/or the owners of such real estate. Consequently, all of the target investments are subject to the risks of CRE.

CRE properties tend to be unique and are more difficult to value than residential real estate properties. In addition, CRE properties are generally subject to relatively greater environmental risks than noncommercial properties and to the corresponding burdens and costs of compliance with environmental laws and other regulations. Commercial mortgage lenders typically look to the debt service coverage of a loan secured by income-producing property as an important measure of the risk of default on such a loan. Commercial property values and net operating income are subject to volatility, which may result in net operating income becoming insufficient to cover debt service on the related mortgage loan. The repayment of loans secured by income-producing properties is typically dependent upon the successful operation of the related real estate project rather than upon the liquidation value of the underlying real estate. Furthermore, the net operating income from and value of any commercial property is subject to various risks described herein, including changes in general or local economic conditions and/or specific industry segments; declines in real estate values; declines in rental or occupancy rates; increases in interest rates, real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies; weather and other acts of God; terrorist threats and attacks and social unrest and civil disturbances. These may be especially true in the case of target investments secured by, or evidencing an interest in, a single mortgage loan or a relatively small or less diverse portfolio of real estate. A commercial property may not readily be converted to an alternative use in the event that the operation of such commercial property for its original purpose becomes unprofitable. In such cases, the conversion of the commercial property to an alternative use would generally require substantial capital expenditures.

CRE properties, and correspondingly the performance of real estate debt, are also subject to the effects of, among other things, (i) the ability of tenants to make lease payments, (ii) the ability of a property to attract and retain tenants, which may in turn be affected by local conditions such as oversupply of space or a reduction in demand for rental space in the area, the attractiveness of properties to tenants, competition from other available space and the ability of the owner to pay leasing commissions, provide adequate maintenance and insurance, pay tenant improvement costs and make other tenant concessions, (iii) interest rate levels and the availability of credit to refinance such loans at or prior to maturity, (iv) compliance with regulatory requirements and applicable laws, including environmental controls and regulations, and (v) increased operating costs, including energy costs and real estate taxes. Also, there may be costs and delays involved in enforcing rights of a property owner against tenants in default under the terms of leases with respect to commercial properties and such tenants may seek the protection of the bankruptcy laws which can result in termination of lease contracts.

Risks relating to commercial mortgage loans. Commercial mortgage loans have certain distinct risk characteristics. Mortgage loans on commercial properties generally lack standardized terms, which may complicate their structure and increase due diligence costs.

Commercial mortgage loans also tend to have shorter maturities than residential mortgage loans and are generally not fully amortizing, which means that they may have a significant principal balance or "balloon" payment due on maturity. Mortgage loans with a balloon payment involve a greater risk to a lender than fully amortizing loans because the ability of a borrower to make a balloon payment typically will depend upon its ability either to fully refinance the loan or to sell the property securing the loan at a price sufficient to permit the borrower to make the balloon payment. The ability of a borrower to effect a refinancing or sale will be affected by a number of factors, including the value of the property, the level of available mortgage rates at the time of sale or refinancing, the borrower's equity in the property, the financial condition and operating history

of the property and the borrower, tax laws, prevailing economic conditions and the availability of credit for loans secured by the specific type of property.

Commercial mortgage loans generally are non-recourse to borrowers. If the properties securing the mortgage loans do not generate sufficient income or have appropriate reserves to meet operating expenses, debt service, capital expenditure and tenant improvements, then the obligors under the mortgage loans may be unable to make payments of principal and interest in a timely fashion. Income from and values of commercial properties are also affected by such factors as the quality of the property manager, applicable laws, including tax laws, interest rate levels, the availability of financing for owners and tenants and the impact of and costs of compliance with environmental controls and regulations. In the event of foreclosure on a commercial mortgage loan, the value at that time of the collateral securing the mortgage loan may be less than the principal amount outstanding on the mortgage loan and the accrued but unpaid interest thereon.

The Fund's target investments are secured by various types of income-producing properties, and there are certain risks that are generally applicable to loans secured by all of those property types. Commercial lending is generally thought to expose a lender to greater risk than one-to-four family residential lending because, among other things, it typically involves larger loans.

The repayment of a commercial mortgage loan is typically dependent upon the ability of the applicable property to produce cash flow. Even the liquidation value of a commercial property is determined, in substantial part, by the amount of the property's cash flow (or its potential to generate cash flow). However, net operating income and cash flow can be volatile and may be insufficient to cover debt service on the loan at any given time.

The net operating income, cash flow and property value of mortgaged properties that secure commercial mortgage loans may be adversely affected by any one or more of the following factors:

- the age, design and construction quality of the property;
- perceptions regarding the safety, convenience and attractiveness of the property;
- the proximity and attractiveness of competing properties;
- the adequacy and effectiveness of the property's operations, management, maintenance and insurance;
- increases in operating expenses (including but not limited to insurance premiums) at the property and in relation to competing properties;
- changes in interest rates, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws and other governmental rules and fiscal policies;
- an increase in the capital expenditures needed to maintain the property, complete construction or make improvements;
- the dependence upon a single tenant, or a concentration of tenants in a particular business or industry;
- environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems or as to which inadequate reserves had been established;
- a decline in the financial condition of a major tenant;

- an increase in vacancy rates; and
- a decline in rental rates as leases are renewed or entered into with new tenants.

Other factors are more general in nature and in addition to those described herewith, may include:

- adverse changes in economic conditions (including plant closings, military base closings, industry slowdowns and unemployment rates);
- local real estate conditions (such as an oversupply of competing properties, rental space or multifamily housing);
- demographic factors;
- changes in availability of debt financing;
- decreases in consumer confidence;
- changes in prices for key commodities or products;
- changes in consumer tastes and preferences, including the effects of adverse publicity;
- retroactive changes in building codes; and
- acts of God and other uninsurable losses.

The volatility of net operating income for a property also may be influenced by many of the foregoing factors, as well as by matters such as:

- the length of tenant leases;
- the financial conditions of tenants and buyers and sellers of properties; changes in supply of or demand for competing properties in the area;
- the level of tenant defaults;
- the ability to convert an unsuccessful property to an alternative use;
- new construction in the same market as the mortgaged property;
- rent control laws or other laws impacting operating costs;
- the number and diversity of tenants;
- changing demographics; perceptions of prospective tenants of the convenience, services, safety and attractiveness of the Fund's investments;
- the availability of trained labor necessary for tenant operations;
- the rate at which new rentals occur; and
- the property's operating leverage (which is the percentage of total property expenses in relation to revenue), the ratio of fixed operating expenses to those that vary with revenues, and the level of capital expenditures required to maintain the property and to retain or replace tenants.

A decline in the real estate market or in the financial condition of a major tenant will tend to have a more immediate effect on the net operating income of properties with short-term revenue sources (such as short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under mortgage loans secured by such properties.

Additionally, if the debt service associated with a commercial mortgage loan is scheduled to increase during the term of a loan pursuant to an increase in the mortgage interest rate, the expiration of an interest-only period or otherwise, there can be no assurance that the net cash flow at the property will be sufficient to pay the additional debt service and, even if it is sufficient, the requirement to pay the additional debt service may reduce the cash flow available to the borrower to operate and maintain the mortgaged property.

Risk of Mezzanine Investments. Mezzanine or other subordinate loans, including B-notes and preferred and structured equity investments (collectively, "**Mezzanine Investments**"), will be made to borrowers whose capital structures have significant leverage ranking ahead of such investments, which are by their very nature subject to a higher degree of financial risk. While the Mezzanine Investments will usually benefit from the same or similar financial and other covenants as those enjoyed by the leverage ranking ahead of them and will usually benefit from cross-default provisions and security over the borrowers' assets, there is no guarantee that the lending documents relating to all Mezzanine Investments would contain all of these covenants or cross-default provisions. The exercise of its rights in respect of its Mezzanine Investments may be restricted by the terms of inter-creditor agreements between it (or its subsidiaries) and the debt ranking senior to a Mezzanine Investment. Accordingly, a relevant Client may not be able to take the steps necessary to protect the Mezzanine Investments in a timely manner or at all and/or the original borrower may not be in sole control and, consequently, there can be no assurance that the return objectives of the Client or any particular Investment will be achieved.

Subordinated nature of Mezzanine Investments. Due to the generally subordinated nature of Mezzanine Investments, there is an inherent risk between providers within the capital structure that any proceeds of sale following enforcement would be utilized by the senior lenders and insufficient funds may remain for full satisfaction of Mezzanine Investments made by a Client. An inter-creditor, co-lender or recognition agreement will usually be negotiated with any senior lenders to the Investments, which will likely limit a Client's ability to enforce its security following a breach by the borrower. These restrictions may include a right for any senior lender to block (at least for a period of time) the subordinate provider's right to receive payment from the borrower, following a default under the senior loan documents. The senior lender will however typically allow the subordinate provider to accept and retain non-accelerated, regularly scheduled payments of interest on the Mezzanine Investment, so long as there is no default under the senior lender's documents. The representations, covenants and warranties of the borrower in the Mezzanine Investment's documents will usually mirror those of the senior loan. However, by its nature, payment to the Mezzanine Investment provider following default by the borrower will only take place once all amounts owing under the senior loans and any associated hedging instruments have been repaid in full. Mezzanine Investments may also be secondarily subordinate to senior debt, in which case there may not be an inter-creditor and the Fund may have fewer rights *vis-a-vis* the senior lenders.

Risk related to possible lack of diversification. The Firm intends for each Client to have a diversified portfolio but there is no assurance as to the degree of diversification that will actually be achieved either by geographic region, borrower or asset type. If a Client makes an investment in a single transaction with the intent of financing, refinancing or selling a portion of the investment, there is a risk that the Fund will be unable to successfully complete such a financing, refinancing

or sale. This could lead to increased risk as a result of the Fund having an unintended long-term investment and reduced diversification. A limited degree of diversification increases risk because, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of even a single investment. Generally, investors have no assurance as to whether the degree of diversification in a Client's target investments will increase, with respect to asset category, borrower, geographic location or other risk exposure.

Risks Related to Construction, Development, Redevelopment, Renovation and Repairs at Mortgaged Properties. From time to time, certain of the investments may undertake construction, redevelopment, renovation or significant repair projects. There is an inherent risk in such investments that any current or planned construction, redevelopment, renovation or repairs will be completed, that such construction, redevelopment, renovation or repairs will be completed in the time frame contemplated, or that, when and if redevelopment or renovation is completed, such redevelopment or renovation will improve the operations at, or increase the value of, the subject property. Failure of any of the foregoing to occur could have a material negative impact on the related investment, which could affect the ability of the investment to perform. In the event that the related borrower or tenant fails to pay the costs for work completed or material delivered in connection with such ongoing construction, redevelopment, renovation or repairs, the related mortgaged property may be subject to mechanic's or materialmen's liens that may be senior to the lien of the related mortgage loan. The existence of construction or renovation at a mortgaged property may make such mortgaged property less attractive to tenants or their customers or other users and, accordingly, could have a negative impact on net operating income.

Environmental risks on real estate. In the event that a Firm Client owns or becomes an owner of real estate, through foreclosure or otherwise, the Client may be exposed to risk of loss from environmental claims arising with respect to such real estate, and the potential losses may exceed the Fund's investment therein. Additionally, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition and that could not have been foreseen.

Creditor risks. Most, if not all, of the target investments of a Firm Client are expected to be characterized as debt and as such the target investments will generally be subject to various creditor risks, including: (i) the possible invalidation of a target investment as a "fraudulent conveyance" under relevant creditors' rights laws; (ii) so-called lender liability claims by the issuer of the obligations; and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to any borrower to which the Firm Client (directly or indirectly) lends, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or distressed exchange, can significantly diminish the value of the target investments with respect to any such borrower.

Illiquid Investments

The illiquidity of certain of the target investments may make it difficult for a Client to sell such investments if the need or desire arises. Certain target assets such as mortgages, B Notes, mezzanine and other loans (including participations) are relatively illiquid investments due to their short life, their potential unsuitability for securitization and the greater difficulty of recovery in the event of a borrower's default. In addition, certain of the Client's investments may become less liquid after its investment as a result of periods of delinquencies or defaults or turbulent market conditions, which may make it more difficult for the Client to dispose of such assets at advantageous times or in a timely manner. Moreover, many of the loans and securities the Client invests in will not be

registered under the relevant securities laws, resulting in prohibitions against their transfer, sale, pledge or their disposition except in transactions that are exempt from registration requirements or are otherwise in accordance with such laws. As a result, many of the Client's investments will be illiquid, and if the Client is required to liquidate all or a portion of its portfolio quickly, for example as a result of margin calls, it may realize significantly less than the value at which it has previously recorded its investments. Further, the Client may face other restrictions on its ability to liquidate an investment to the extent that it or the Firm has or could be attributed as having material, non-public information regarding such business entity. As a result, the Client's ability to vary its portfolio in response to changes in economic and other conditions may be relatively limited, which could adversely affect the Fund's results of operations and financial condition.

Real Estate Debt Risks

Investment in real estate debt generally carries with it many if not most of the risks associated with direct real estate investment. Notwithstanding that the Firm and, ultimately, General Partner, will be responsible for the oversight and management of the Client's investments, the collateral for debt investments may be mismanaged or otherwise decline in value. There exists the risk that refinancing will not be available for assets serving as collateral for debt acquired by a Client. Further, investments operating under the close supervision of a mortgage lender are, in certain circumstances, subject to certain additional potential liabilities that may exceed the value of a Client's original investment therein.

There is a significant risk that a Client may experience losses on its debt investments because of defaults by the applicable borrowers. The factors that may result in borrower defaults and losses on a Client's investments include (i) adverse changes in economic and real estate market conditions generally and in the sectors and geographic locations applicable to the specific investment, (ii) the terms and structure of the mortgage loans and (iii) any specific limits on legal and financial recourse upon a default under the terms of the mortgage loans.

As part of its investment program, a Client may invest in fixed-and floating-rate loans. Floating rate loan investments would expose a Client to the risk of lower cash flow in the event that interest rates decrease from the date of investment. Fixed rate debt investments would expose a Client to the risk of value deterioration in the event of interest rate increases. A Client's debt investments may be subject to early redemption features, refinancing options, prepayment options or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by a Client earlier than expected, resulting in a lower return to a Client than projected. If market interest rates decline, it is likely that borrowers will seek to repay their loans prior to stated maturity in order to refinance at lower rates. If that happens, then, except as protected by any yield maintenance provisions, the benefit of the above-market interest rate payments otherwise payable on the repaid loans would be lost. In addition, certain mortgage loans may be structured so that all or a substantial portion of the principal will not be paid until maturity, which increases the risk of default at that time.

Moreover, in certain situations, Basis may, in the exercise of remedies or rights under loan documents, obtain contractual rights to participate in or to influence the management of properties by borrowers, the likelihood is increased that a borrower may claim interference with its borrower's business, that Basis acted in bad faith in exercising its management rights or otherwise acted in a manner giving rise to a claim for lender liability. The exercise of rights or remedies may not be led or controlled by Basis, but may be led or controlled by a holder of a different debt position who may have interests that are in conflict with the interests of a Client. As a lender, a Client may also

be subject to penalties for violations of state usury limitations, which penalties may be triggered by contracting for, charging or receiving usurious interest.

In the event of default and the exhaustion of any equity support, reserve fund or letter of credit support, a Client might not be able to recover all of its investment in a debt obligation. The Investment in loans may involve workout negotiations, restructuring and the possibility of foreclosure. Even if a restructuring were successfully accomplished, however, there exist the risks of a substantial reduction in the interest rate and a substantial writedown of the principal of such loans. It is possible that the Firm may find it necessary or desirable to foreclose on collateral securing one or more real estate loans purchased by a Client.

Risks associated with enforcement of rights against borrowers following defaults

If the borrowers under the debt instruments comprising the investments default in their obligations, a Client may seek to pursue foreclosure and other remedies, if any, available under the terms of the related loans. Exercise of foreclosure and other remedies may involve lengthy delays and additional legal and other related expenses. The foreclosure process varies from jurisdiction to jurisdiction and can be lengthy and expensive. Applicable laws in certain jurisdictions may provide borrowers with an array of rights to resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan including, without limitation, lender liability claims and defenses. In some jurisdictions, foreclosure actions can take several years or more to litigate. Foreclosure litigation can create a negative public image of the applicable property and may result in disruption of the ongoing leasing and management of the property. In certain circumstances, foreclosing mortgage creditors may also become liable, upon taking title to collateral, for environmental or structural damage at the property site. Because of the potential difficulties presented by the foreclosure process, in some cases instead of pursuing foreclosure or other remedies, a Client or, if applicable, senior lenders, may seek to negotiate with the borrower to restructure the debt. Although a restructuring may avoid the delay and expense of foreclosure, it is likely to have other adverse consequences for a Client. Any restructuring may involve either or both a substantial reduction in the interest rate and a substantial writedown of the principal of the restructured loans, which will reduce the value of the investment and may result in a loss on the investment. A restructuring could also delay the realization of value. If any of the above occurs, a Client's ability to make anticipated distributions to the Partners could be delayed or otherwise adversely affected.

Moreover, the laws with respect to the rights of creditors and other investors in non-U.S. jurisdictions may not be as comprehensive or as well developed as in the United States, and the procedures for the judicial or other enforcement of such rights may not be as effective as in the United States. In particular, in certain countries, a Client could experience significant legal difficulties and impediments in taking possession of, or otherwise in enforcing its rights with respect to, certain kinds of collateral. These factors may adversely affect the value and collectability of a Client's investments in such countries.

Lenders may require the Fund to enter into restrictive covenants relating to its operations

In connection with obtaining financing, a bank or other lender could impose restrictions on the Fund affecting its ability to incur additional debt and its distribution and operating policies. Loan documents entered into may contain negative covenants limiting an ability to, among other things, further mortgage applicable properties, discontinue insurance coverage or replace the Firm as the Investment Adviser.

Leverage

The Investments will likely utilize a leveraged capital structure, in which case a third-party typically would be entitled to cash flow generated by such investments prior to receiving a return. Use of borrowed funds to leverage acquisitions involves a high degree of financial risk and can amplify the effect of any increase or decrease in value of an investment and will increase the exposure of the investments to adverse economic factors, such as fluctuations in interest rates, downturns in the local economy in which the investments are located or deterioration in the condition of the investments.

Targeted returns

Investors have no assurance that their investment will generate a specific or target internal rate of return. Targeted returns are based on Basis' analysis of the types of underlying investments it expects its Client's to make, the implementation of Basis' investment strategy for each Client, the net returns on each Client's investments, and costs related to those investments. While Basis' targeted returns are based on assumptions that it believes are reasonable at this time, the actual realized returns on investments may differ from the assumptions and circumstances on which the targeted returns are based. Accordingly, the actual returns on any investments may differ materially from any targeted returns herein and no assurance can be given that the return objectives will be met. An investor could experience returns below the return objectives or a loss of its investment.

Nature of investment

An investment requires a long-term commitment, with no certainty of return. There may be little or no near-term cash flow available to investors. Since a Client may only make a limited number of investments and since many of the investments may involve a high degree of risk, poor performance by a few of the investments could severely affect returns.

Risk of total loss of capital

There can be no assurance that (i) a Client will be able to generate positive returns or that any positive returns will be commensurate with the risks of investing in the type of investments and transactions described herein or (ii) the investors will receive any distributions. Investors could experience a loss of their entire investment.

• POTENTIAL CONFLICTS OF INTEREST***General categories of conflicts***

Investors should be aware that there will be occasions when Basis may encounter potential conflicts of interest in connection with its Client's activities. On any issue involving conflicts of interest, Basis will be guided by its good faith judgment and seek the prior, written approval of a Client's Advisory Committee (if applicable) as needed. If any matter arises that Basis determines in its good faith judgment constitutes an actual conflict of interest, Basis may take such actions as may be necessary or appropriate to ameliorate the conflict (and upon taking such actions Basis will be relieved of any responsibility for such conflict). Any transaction that may present a conflict of interest shall be handled in accordance with the Advisers Act and Section 206 thereof.

ITEM 9

DISCIPLINARY INFORMATION

The Firm does not have any disclosures applicable to Item 9.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Basis Management Group, LLC, headquartered in New York, N.Y., is the investment adviser to a private investment fund, BIG Real Estate Fund I, L.P. Basis was founded in 2009 by Ms. Tammy K. Jones in partnership with JEMB Realty Corporation ("**JEMB**"), a U.S. real estate company established over 30 years ago that owns and manages more than six million square feet of CRE assets in North America.

The key principal of Basis and the Fund is Ms. Jones (the "**Principal**"). The Firm is a Minority and Woman Owned Business ("**MWOB**") and Basis has invested or loaned \$500 million to other qualified MWOB real estate development and investment firms across the United States. Certain principals of JEMB retain ownership and certain major decision rights, such as approval over the outright sale of Basis, transferring ownership interest, and dissolving the company, but all day to day decision rights are retained by Ms. Jones.

Under Ms. Jones' leadership, Basis closed over \$2.55 billion (through June 30, 2016) in debt and structured equity across 264 transactions in 44 states on behalf of institutional clients and investors. More than 85% of the transaction amount has been realized and at returns that exceeded projections. Ms. Jones' investment discipline developed over 23 years through her experience as both a debt and equity investor through multiple market cycles. Prior to founding Basis, Ms. Jones led CWC Capital's Capital Markets Lending Division, where she managed a team of 80+ professionals across six offices that originated nearly \$6 billion in fixed, floating and mezzanine loans collateralized by CRE assets across the United States. Ms. Jones' experience in building and growing debt platforms formed the foundation of the disciplined and consistent approach to credit that Basis believes is a competitive advantage.

ITEM 11

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

The Firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that the Firm requires of its employees, including compliance with applicable federal securities laws. The Code of Ethics, among other things, restricts the personal investing activities of employees of the Firm who have access to investment recommendations made to clients. The Code of Ethics establishes rules of conduct for managers, officers and associates of the Investment Adviser (as defined in the Code of Ethics and known as “Access Persons”), and is designed to, among other things; govern personal securities trading activities in the personal accounts of its access persons. The Code of Ethics is based upon the principle that the Firm owes a fiduciary duty to the Firm’s Client to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of the Fund, (ii) taking inappropriate advantage of their position with the Firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. To the extent a potential conflict is disclosed to the Firm’s chief compliance officer (“CCO”), the CCO will bring the conflict to the attention of the senior management team to properly document and resolve the matter and, where required, bring the matter to the attention of a Client’s Advisory Committee (if applicable).

Although the Code of Ethics permits Access Persons to trade in securities for their own account, including at times, the same securities as may be purchased or sold for the Client’s account, Access Persons must follow the Code of Ethics procedures which are designed to prevent its access persons from engaging in personal securities transactions that may compete or interfere materially with trading of client accounts.

The Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm’s access persons. Among other things, the Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (*e.g.*, private placement) or an initial public offering. The Code of Ethics provides for oversight, enforcement and recordkeeping in a manner consistent with the requirements of the Advisers Act and the rules promulgated thereunder.

In addition, all employees are prohibited from trading in a security while in possession of material nonpublic information and from engaging in transactions intended to manipulate the market.

Access Persons are not permitted to solicit gifts or gratuities or accept gifts from clients, brokers or vendors that are lavish or extravagant; however, customary business meals and entertainment are permitted. The giving of gifts or anything of value to government officials is prohibited without the prior approval of the CCO. The Firm will provide a copy of its Code of Ethics or a summary thereof to any client or prospective client upon request.

ITEM 12

BROKERAGE PRACTICES

The Firm's Clients' typical acquisition of a security will involve a privately negotiated transaction with the issuer of the securities, and will not involve the services of a broker dealer. In the event the Firm may use a broker to effect transactions in public securities resulting from, or in connection with, portfolio investments the Firm will seek "best execution" of the transaction. The Firm will seek to obtain the best available price in the best available market so that the Client's total costs, or proceeds, are the most favorable under the circumstances, taking into account all relevant factors. In placing brokerage, the Firm considers the size and nature of an order, the difficulty of execution and the full range and quality of a broker-dealer's services. The Firm has full discretionary authority over the purchase and sale of investments (including the size of such transactions), the broker or dealer, if any, to be used to effect transactions and commissions paid to such broker or dealer.

The Firm does not receive any "soft dollar" benefits, does not receive Client referrals from brokers, and is not subject to directed brokerage activities. The aggregation of the purchase or sale of securities for multiple Client accounts is generally not relevant.

ITEM 13

REVIEW OF ACCOUNTS

The investments made by a Client are generally private and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of assets. However, Basis Management Group closely monitors bridge loans, mezzanine investments, structured equity, distressed debt, CMBS B-notes, and other high yielding investments and any other assets in which a Client invests.

Each Client will have an investment committee (the “Investment Committee”) comprised of senior investment professionals responsible for the Fund’s investment decisions. All real estate related transactions entered into by a Client will require the prior approval from the Investment Committee. The Investment Committee will generally require each real estate related transaction to be fully described in a comprehensive Investment Committee memorandum that identifies the real estate related transaction, the due diligence conducted and the findings, as well as all related risks and mitigants. The Investment Committee is expected to meet regularly to ensure that all real estate related transactions are fully vetted prior to receipt of Investment Committee approval.

Basis will provide quarterly written reports to its investors that will generally include, as applicable, unaudited financial statements, a letter describing each investment and highlighting significant developments, and valuation and other statistical information. On an annual basis, investors receive audited financial statements (prepared in accordance with GAAP).

Representatives of Basis may be made available for discussions with investors on a periodic or agreed upon basis.

ITEM 14

CLIENT REFERRALS AND OTHER COMPENSATION

The Firm may from time to time compensate, either directly or indirectly, third parties for Client referrals. Should the Firm use a third party placement agent, compensation arrangements will be made in accordance with Rule 206(4)-3 of the Advisers Act. Investors or prospective investors should be aware that these plans or arrangements create a conflict of interest between an investor and the relevant placement agent.

The Firm does not receive any economic benefit from anyone other than its Client for providing investment advice or other advisory services. In addition, the Firm has never compensated any person for Client referrals.

ITEM 15

CUSTODY

The Firm and/or its affiliates are deemed to have “custody” of the Fund’s assets for purposes of Rule 206(4)-2 under the Advisers Act due to Basis’s role as General Partner of the Fund. In accordance with the audit exemption under Rule 206(4)-2(b)(4), Fund assets are held in a stand-alone bank accounts and, in respect of the the Fund’s public securities, if any, are held in brokerage accounts. Assets of the Fund are held in the name of the Fund by an independent qualified custodian. The Fund is audited on an annual basis and audited financial statements are distributed to the Limited Partners.

ITEM 16

INVESTMENT DISCRETION

The Firm will enter into an investment management agreement with its Clients, including the Fund. This agreement, together with the management authority granted to the Fund's General Partner pursuant to the Fund's limited partnership agreement, provides the Firm with full discretion to determine investments to be purchased and sold on behalf of the Fund and the terms of the related transactions. As a general policy, Basis Management Group does not allow its Client to place limitations on this authority. Pursuant to the terms of the limited partnership agreements, however, the Firm generally may enter into side letter arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Client may be negotiated. These limits are negotiated on a case-by-case basis and may vary. The Firm assumes this discretionary authority pursuant to the terms of the governing documents (such as the limited partnership agreement or side letter agreements) for a Client.

ITEM 17

VOTING CLIENT SECURITIES

The Firm has adopted proxy voting policies and procedures to address how it will vote proxies, as applicable, for a Client's portfolio investments. Although the securities evidencing the investments made by a Client are not typically subject to proxy voting, there could however be certain circumstances where the Firm, having discretionary authority over a Client, may be asked to vote the securities of a Client on restructuring or other corporate matters. The exercise of such proxy voting rights will be in accordance with Rule 206(4)-6 and the Firm will ensure that a record of each securities position held by a Client is maintained in accordance with Rule 204(2) and, where any such vote is to occur, the Firm will ensure that it receives all relevant information, disclosure materials and such proxies or consents as are necessary for it to be able to cast votes in a timely manner.

If a conflict of interest were to arise between Basis Management Group and a Client when voting the Client's securities, the Firm would vote in the Client's best interests. In determining what is in the best interest of a Client, the Firm would be sure to act in conformity with any applicable requirements of the applicable Client's governing documents and might consult with, or seek approval of the voting decision from, the Client's limited partner advisory committee, if necessary.

Any Client, investor or prospective investor is able to obtain a copy of the Firm's written proxy voting policies and procedures upon request by contacting the Chief Compliance Officer as follows:

Richard Cadigan
Chief Compliance Officer
Basis Management Group
75 Broad Street, Suite 2110
New York, NY 10004

ITEM 18

FINANCIAL INFORMATION

Basis Management Group does not require or solicit prepayment of Client fees more than three months in advance. The Firm does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients. The Firm has never been the subject of a bankruptcy petition.

ITEM 19

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Basis Management Group is not a state-registered investment adviser, therefore Item 19 is not applicable.