



MORRIS RETIREMENT ADVISORS

—— Paving The Road To Your Financial Independence ——
Financial Planning | Wealth Management | Taxes | Insurance

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Firm Disclosure Brochure
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This brochure provides information about the qualifications and business practices of Morris Retirement

Advisors. If you have any questions about the contents of this brochure, please contact us at 973.917.3905 and/or support@morrisretirement.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Morris Retirement Advisors is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Item 4 has been revised as follows:

1. A new, free level of service called Wealthbuilder Dashboard has been added;
2. MRA now serves as the management company to MRA Capital Partners, LP, a Delaware limited partnership; and
3. Item 5, Fees and Compensation was corrected to state that the fee for the MRA Wealth Management Program will be calculated based upon the client's account balance as of the end of the prior calendar month and not the average asset value for the prior calendar month.

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Item 4 Advisory Business

MORRIS RETIREMENT ADVISORS, LLC

Morris Retirement Advisors, LLC, ("MRA"), a Delaware limited liability company, was organized in 2017 to provide wealth management and financial planning services to clients. Morris Advisors specializes in Comprehensive Financial Planning, fee-based Wealth Management, Risk-based investing, Tax Planning, Tax Preparation, Retirement Planning, Retirement Income Strategies, Insurance Planning and Implementation: life, health, disability and long-term care. These services provided are based on the unique needs of each client.

Morris Retirement Advisors offers a discretionary asset management program, the MRA Wealth Management Program that combines management and transaction expenses into a single fee, as well as the following planning and tax advice service options to clients:

1. Wealthbuilder Dashboard (Free Service):
 - i. A is self-guided digital portal available through morrisretirementadvisors.com. The portal offers users the ability to organize and track their cash flow, investments, debt, and financial goals.
 - ii. Manage their debt
 - iii. Get access to educational events
 - iv. The service does not include ongoing support by the firm's staff.
2. WealthBuilder Plus (from \$69/month*):
 - i. All features available in WealthBuilder Dashboard, and
 - ii. A dedicated Account Manager
 - iii. Typically two service meetings per year
 - iv. Life, disability and extended care insurance planning and solutions**
3. WealthBuilder Consolidator (from \$99/month*):
 - i. All features available in WealthBuilder Plus, and
 - ii. A Dedicated Private Wealth Advisor
 - iii. Typically Three Service Meetings per year
4. WealthBuilder Protector (from \$129/month*):
 - i. All features available in WealthBuilder Consolidators, and
 - ii. Customized number of Service Meetings per year
5. WealthBuilder Business Owner: (pricing negotiated based on specific needs*).

- i. Complimentary Tax Assessment
- ii. Dedicated Private Wealth Advisor and CPA
- iii. Up to Four Service Meetings per year
- iv. Executive Benefits Planning
- v. Key Person Retention Strategies
- vi. Quarterly Tax Filings
- vii. Virtual Board of Directors: strategic planning
- viii. Employee Benefits
- ix. Succession Planning
- x. Entity Formation and Use Evaluation
- xi. Estate and Legacy Planning

6. WealthBuilder Taxes: (from \$49/month)

- 1. Tax preparation and planning services offered by an in-house Certified Public Accountant.

** For MRA Wealth Management Program household accounts of \$1 million plus, MRA will waive the subscription service fee for the following planning services: Plus, Consolidator, Protector and Business Owners.*

In addition to the above, MRA serves as the management company to MRA Capital Partners, LP, a Delaware limited partnership (the “Fund” or “MRA Capital Partners”).

FINANCIAL PLANNING

As wealth advisors, we tailor our investment advice for each client to address his/her financial goals, objectives and risk tolerance. We endeavor to consider the client’s complete financial outlook when making investment recommendations and planning for his/her future. Therefore, we may structure our investment advice in view of any outside investments held by the client, considering each investment’s effect on the client’s total portfolio. At the request of a client, we may perform due diligence and furnish advice on current or potential outside investments or provide investment management services for certain outside investments, which may include ongoing research and analysis, benchmarking and rebalancing.

Our financial planning service includes:

- Personal budgeting and cash flow
- Personal financial statements
- Life, disability and long-term care insurance consulting
- Investment due diligence, management and portfolio construction
- Financial independence planning
- Estate planning and wealth transfer
- Education and specific goal/need planning
- Foundation management and charitable giving

- Business investment analysis and succession planning

These services may be undertaken on a comprehensive or modular basis.

MRA WEALTH MANAGEMENT PROGRAM

As described in Item 8, and in the MRA Wrap Fee Brochure, MRA offers a discretionary asset management program, the MRA Wealth Management Program that combines management and transaction expenses into a single fee. MRA currently maintains multiple model portfolios that are used as the basis for implementing a client's investment plan in the Wealth Management Program. The models range from income, conservative, moderate, moderately aggressive and aggressive. Each portfolio has varying degrees of asset categories and is reviewed with the client prior to implementation and periodically thereafter. Clients in the MRA Wealth Management Program may impose reasonable restrictions or mandates on the management of their accounts if we determine, in our sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to the Firm's management efforts.

Clients in the MRA Wealth Management Program may authorize MRA to automatically rebalance their investments on a quarterly basis. For these clients MRA will make appropriate adjustments by buying and selling portfolio securities if the client's asset allocation deviates by 10% or more from the desired model. MRA will also periodically revise the model portfolios and make corresponding adjustments to client portfolios.

MRA CAPITAL PARTNERS

Morris Retirement Advisors serve as management company ("Management Company") to MRA Capital Partners ("The Fund"), a limited partnership formed for the purpose of investing primarily in real estate related loans and participations and direct real estate project investments. Our affiliate, MRA Capital Partners GP LLC ("MRA Capital GP" or the "General Partner") serves as general partner to the Fund. See Item 8 below for information about: (a) the investment strategies we use in managing the Fund; and (b) the associated risks of those strategies and investments. We cannot guarantee that the Fund will achieve its investment objective.

Note: Our discussion of MRA Capital Partners in this brochure is required by the SEC. Nothing in this brochure is, or should be construed as, an offer or solicitation to invest in any of the Fund.

All offers to invest are made only by delivery of a private placement memorandum for the Fund to a specific prospective investor who is believed to be eligible or suitable to invest in the Fund.

Item 5 Fees and Compensation

MRA's Investment Management Program Fee

MRA's Investment Management Fee for the MRA Wealth Management Program is generally negotiated but may range up to 1.50%. The fee is based on the level of assets under management calculated on a monthly basis, according to the following schedule:

Morris Retirement Advisors	
Fee Schedule	
(based on assets under management per client household)	
\$0 - \$499K	1.50%
\$500K - \$999K	1.35%
\$1 Mil - \$1,999,999	1.10%
\$2.0 Mil - \$2,999,999	1.00%
\$3.0 Mil - \$3,999,999	0.90%
\$4.0 Mil - \$4,999,999	0.80%
\$5.0 Mil - \$5,999,999	0.70%
\$6.0 Mil - \$6,999,999	0.60%
\$7.0 Mil - \$7,999,999	0.50%
\$8.0 Mil +	0.40%

The fee is payable monthly in arrears and will be debited directly from the client's account(s) unless the client has made other payment arrangements with MRA. The fee will be calculated based upon the client's account balance as of the end of the prior calendar month and will be debited from the client's account on the first business day of the following month.

An initial fee will be charged for new accounts that are not open a full month. The initial billing period begins when the client signs the MRA fee agreement and MRA accepts the fee

agreement. The initial billing period is adjusted for the number of days remaining in the initial month and will run from the date the assets are received by the custodian through the last business day of the initial month.

Fees will be first debited from any free credit cash balance or money market in the client's account and if there is not enough available, MRA has the discretion to sell securities in order to make cash available for the fee.

To calculate the tiered household fee, MRA will use the market value of all assets under management for the client's household and multiply that amount by the fee % applicable to that tier. The result is then multiplied by an amount equal to the number of calendar days in the applicable month divided by the number of calendar days in the year (365 or 366). Arrangements can be made to deduct one account's fee portion from another account (i.e. pay the fee for a retirement account from a non-retirement account).

If MRA or the client terminates the fee arrangement, a pro-rated fee for the billing period will be calculated for the period beginning on the first date of the billing period through and including the date of termination through the end of the applicable billing and the amount of the pro-rated fee will be deducted from the client's account.

Financial Planning Fee: (WealthBuilder Plus, Consolidator, Protector and Business Owners clients)

MRA's Financial Planning clients will generally be charged a separate fee for financial planning that is in addition to the fee for the MRA Wrap Fee Program. Financial planning fees start at \$69/month. The fee is based on the complexity of the client's financial situation, number of goals and meetings per year; however, it is negotiable and in some cases it may be waived or combined with the MRA Asset Management fee. Arrangements can be made to deduct the financial planning fee from another account (i.e. pay the fee for a retirement account from a non-retirement account, or to have the fee paid directly to MRA. The fee is waived for MRA Wealth Management Program household accounts of \$1 million plus.

Tax Preparation Services: (WealthBuilder Taxes)

MRA's fee for tax preparation fees start at \$49/month. The fee is based on the complexity of the client's tax situation and the number of tax forms to file. These services are provided by a CPA employed by MRA and the CPA, and therefore MRA, will need to have access to all of a client's tax related information. Clients are not required to use MRA's tax preparation services and the services may cost more or less than comparable services offered by an unaffiliated CPA.

Fees from Management of the MRA Capital Partners Fund

The Fund pays MRA an annual management fee (the “Management Fee”) equal to two percent of invested capital payable on a quarterly basis, based upon the amount of each limited partner’s capital commitment or capital contribution (depending on the type of interest purchased). The Management Fee is payable quarterly in advance and calculated as of the first day of each quarter. If we were to terminate our management of the Fund, we would refund to that Fund a pro rata portion of any prepaid management fees, based on the number of days between the termination and the end of the prepaid quarter.

In consideration for its services, MRA Capital GP receives an incentive fee in the form of a performance allocation (the “Performance Allocation”) at the close of each calendar quarter, which is twenty percent of each limited partner’s capital account. The Performance Allocation is subject to a high water mark, as described in the Fund’s offering materials. The Performance Allocation accrues and is paid quarterly, out of the Fund’s net income, although MRA Capital GP has the authority to reduce or waive such fees at its sole discretion.

In certain cases, we may reduce, waive or calculate the Management Fee or Performance Allocation differently for certain investors in the Fund.

Note: The governing documents of the Fund provide additional information about the fees that the Fund pays us and the other fees that our affiliated companies may receive in connection with the Fund’s investment activities.

The Fund pays expenses to unaffiliated third parties in addition to the fees we and our affiliated companies receive as discussed above. For example, the Fund pays fees and expenses to third parties, such as brokerage commissions, transaction fees, custodial fees, wire transfer fees, servicing fees, lender fees, fund administration fees, and fees and expenses charged to brokerage and custodial accounts. See Item 12 below for additional information about our brokerage practices. The Fund may also pay third parties other fees and expenses incurred in connection with certain portfolio transactions, such as for legal and accounting services.

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

Other than with respect to the Fund, MRA does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

MRA Capital Partners pays performance-based fees to us or our affiliates in addition to the management fees the Fund pays us, as discussed above in Item 5. Because some of our supervised persons manage both accounts that are not charged a performance-based fee and the Fund, they face a conflict of interest because they have an incentive to favor accounts that are charged a performance-based fee. For example, MRA may have an incentive to direct the best investment ideas to an account that pays a performance-based fee or to allocate or sequence trades in favor of the performance fee account. To manage this potential conflict, all

accounts are managed in line with the account's objective and strategy, and portfolios are monitored by our compliance department for consistency with client objectives and restrictions. In addition, we have trade allocation policies and procedures designed to ensure that all clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 Types of Clients

MRA MANAGEMENT PROGRAM

Morris Retirement Advisors provides services primarily to individuals and businesses with a minimum of \$10,000 per household to open an investment account. The typical client has a net worth of at least of \$1 million.

MRA CAPITAL PARTNERS

The Fund is offered only to investors who are "accredited investors" and either "qualified purchasers" or "qualified clients," as those terms are defined under the federal securities laws.

We generally do not impose a minimum asset size on the Fund before it commences business. However, we require a minimum investment by investors in the Fund, as specified in the Fund's governing documents. We reserve the right, in our discretion, to reduce the minimum investment requirement for any investor.

We impose substantial restrictions on investor withdrawals from the Fund, as described in the Fund's governing documents. We reserve the right to waive the withdrawal restrictions in our discretion.

Note: The Fund's governing documents provide additional information about investor requirements, investment minimums and withdrawal rights.

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

Investment Strategy

Separate Accounts

MRA currently maintains multiple model portfolios that are used as the basis for implementing a client's investment plan. The models range from income, conservative, moderate, moderately aggressive and aggressive. Each portfolio has varying degrees of asset categories and is reviewed with the client prior to implementation and periodically thereafter.

MRA's Investment Committee meets quarterly to review investment policy and strategy. During the investment committee meeting, there is a review of each investment model that may result in tactical adjustments to each model determined by market and economic conditions. The committee also reviews our core recommendation list of investments, analyzing each individual asset class that supports our investment models.

MRA employs the following analytical criteria to select the funds and securities in its recommended portfolios:

- i. Past risk-adjusted performance and expense ratios relative to other investments within the same asset class having similar investment objectives.
- ii. Consistency of performance and rankings over time.
- iii. The historical volatility and downside risk of each proposed investment.
- iv. Consistency of investment style and tenure of the portfolio manager.
- v. How each investment complements the others in the portfolio.
- vi. Economic conditions and comparisons to other investment opportunities.

Each quarter MRA reevaluates portfolios using fundamental and tactical analysis, and rebalances them as necessary. For portfolio risk assessment, the company utilizes Riskalyze, a software service that provides risk management analytics for investing. Based on the risk metrics of each portfolio, the software assigns Risk Number and projects the potential investment outcomes on the upside and downside for investment portfolios. Clients receive a report containing their Risk Number and its methodology. Projections on potential investment outcomes are no guarantees of outcomes and may be only used as a reference in the investment decision making process.

The Fund – Strategy and Investment Process

The Fund's objective is to produce superior risk-adjusted total returns. Capital preservation and volatility minimization are key focuses. The Fund's strategies will focus on investing in: (i) real estate related loans and participations (the "Lending Strategy"); and (ii) direct debt and equity investments in real estate development or acquisition projects (the "Project Strategy").

The Fund's Lending Strategy will originate, acquire, structure and trade high-yielding commercial real estate loans. The Fund's goal is to maximize its return by carefully selecting and structuring

assets for acquisition, maintaining a diversified portfolio of high yielding real estate and real estate-related assets, and using prudent financial leverage including warehouse debt, senior financing relationships, or through A-Note and “loan-on-loan” structures.

The Fund’s Project Strategy is to opportunistically acquire fundamentally sound real estate assets acquired from distressed real estate owners or lenders that have taken ownership through foreclosure or otherwise. In addition to distressed assets, the Fund will pursue investments in other real estate acquisition and development opportunities in line with the Fund’s overall objectives and strategy.

When sourcing potential opportunities, the Fund’s manager employs an active multi-step process consisting of information research, screening and pursuit of potential transactions, comprehensive due diligence and underwriting, closing, and asset management.

Note: The Fund’s governing documents provide additional details about the Fund’s strategy and the methods of analysis used in managing the Fund.

Risks of Loss

Past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, bonds, and pooled investment vehicles) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Separate Accounts

We do not represent to any client, either directly or indirectly, any level of performance or any representation that our professional services will not result in a loss to the Client’s invested assets. We do our very best as an investment adviser to manage risk exposures and to prevent losses; however, losses cannot be prevented in all cases. Below are certain additional risks associated when investing in securities through our investment management program.

- Market Risk – Any market, whether stocks, bonds, or other asset classes goes up and down as a result of overall market conditions. When markets go down, this can result in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock

equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

- Fixed Income Risk – When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Interest Rate Risk - The value of fixed income investments tends to decline as interest rates rise. As a result, investors who own fixed income investments through pooled vehicles such as ETFs or mutual funds, and investors who seek to sell fixed income investments prior to maturity, may incur losses.
- ETF and Mutual Fund Risk—When our firm invests in an ETF or mutual fund, it will bear additional expenses based on its pro rata share of the ETFs or mutual fund’s operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund, including equities, fixed income, commodities, and derivatives on such securities. In addition, EFTs and closed-end mutual funds may trade at a premium or discount to the net asset value of their underlying portfolio securities. As a result, there is a risk that an investment in an ETF or a closed end mutual fund may result in the client paying more for, or selling for less, the portfolio securities, than a direct investment in the underlying securities. This risk, however, is offset by the additional costs of investing directly in the underlying securities.
- Master Limited Partnerships (“MLPs”) - MLPs are collective investment vehicles, the partnership interests in which are publicly traded on national securities exchanges. MLPs invest primarily in companies within the energy sector that engage in qualifying lines of business, such as natural resource production and mineral refinement. MLPs are therefore subject to the underlying volatility of the energy industry and may be adversely affected by changes to supply and demand, regional instability, currency spreads, inflation and interest rate fluctuations, and environmental risks among other such factors. In addition, MLPs operate as pass- through tax entities, meaning that investors are liable for their pro rata share of the partnership taxes, regardless of the types of accounts where the interests are held.
- Real Estate Investment Trusts (“REITs”) - REITs are collective investment vehicles, the interests in which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of

investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

- Liquidity Risk – High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling their securities at all, or at an advantageous time or price because MRA and the Client's broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios.
- Concentration Risk – Portfolios managed by MRA may from time to time be concentrated in a single security, geographic region, or asset class. The value of Client accounts will vary considerably in response to changes in the market value of that individual security, region or asset class. This may result in higher volatility.
- Foreign Investing and Emerging Markets Risk – Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.
- Inflation, Currency, and Interest Rate Risks – Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated

assets primarily managed by MRA may be affected by the risk that currency devaluations affect Client purchasing power.

- Legislative and Tax Risk – Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government’s guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations (particularly for ETF securities dealing in natural resources). In certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due.
- Counterparty Risk – Counterparty risk is the risk to MRA that the counterparty to a services contract will not fulfill its contractual obligations. Should the counterparty fail to fulfill its obligations to MRA, clients could potentially incur significant losses and may have access to their accounts and investments limited or restricted.
- Advisory Risk – There is no guarantee that MRA’s judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. MRA’s judgment may prove to be incorrect, and a Client might not achieve her investment objectives. In addition, it is possible that we fail to manage our business such that MRA remains a going concern which would be disruptive to our Clients as they would need to find a new investment advisor.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies managed by MRA. Prospective Clients should read this entire Form ADV and all accompanying materials provided by MRA before deciding whether to invest with us. In addition, as our investment philosophy develops and changes over time, an investment with MRA may be subject to additional and different risk factors. MRA will promptly amend this Brochure if and when any information regarding its investment risks becomes materially inaccurate.

The Fund

An investment in the Fund involves significant risks not associated with other investment vehicles and is suitable only for persons of adequate financial means who have no need for liquidity in this investment. There can be no assurances or guarantees that (i) the Fund’s investment objectives will prove successful or (ii) Limited Partners will not lose all or a portion of their investment in the Fund.

The following is a summary of risks associated with the strategy and methods of analysis used to manage the Fund's assets. Further detail regarding risks of investment in the Fund may be found in the Fund's governing documents.

- *Limited Operating History.* The Fund recently commenced operations and therefore has a limited operating history upon which prospective investors may evaluate the Fund's future performance.
- *Illiquid Investments.* Real estate investments, are relatively illiquid. Such illiquidity may limit the Fund's ability to vary the portfolio of investments in response to changes in economic and other conditions.
- *Concentration of Investments.* The Fund is not subject to any formal policies regarding diversification and may sometimes concentrate its portfolio holdings in industries, geographic regions or companies which, in light of investment considerations, market risks and other factors, the General Partner believes will provide the best opportunity for attractive risk-adjusted returns in the value of the Fund's assets. The concentration of the Fund's portfolio in a small number of investments or in any one industry would subject the Fund to a greater degree of risk with respect to the failure of one or a few of the investments.
- *Operating Deficits.* The expenses of operating the Fund (including the Management Fee) may exceed its income, thereby requiring that the difference be paid out of the Fund's capital, reducing the Fund's investments and potential for profitability.
- *Follow-On Investments.* The Fund may be presented with the opportunity, or may be required, to make additional, "follow-on" investments, and there can be no assurance that the Fund will desire to make follow-on investments or that it will have sufficient funds to do so. *Portfolio*
- *Investments May be Longer than Term of the Fund.* The Fund may make investments that may not be advantageously disposed of prior to the date that the Fund is dissolved. Although the General Partner expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the General Partner has a limited ability to extend the term of the Fund and therefore may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

- *Risk of Default in Respect of the Fund's Obligations to One or More Portfolio Investments.* The Fund at any time may become in default of its contractual obligations to one or more portfolio investments if the Fund fails to fund any funding obligation in respect of the Fund's investment in a portfolio Investment.
- *Recourse to Fund Assets.* The Fund's assets, including any investments made by the Fund and any funds held by the Fund, are available to satisfy all liabilities and other obligations of the Fund. If the Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and not be limited to any particular asset.
- *Competition.* The investment, real estate, and asset management industries are intensely competitive, and the Fund will compete with a number of private equity funds, specialized investment funds, hedge funds, corporate buyers, traditional asset managers, commercial banks, investment banks and other financial institutions.
- *Expedited Transactions.* Investment analyses and decisions by the General Partner may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. Therefore, no assurance can be given that the General Partner will have knowledge of all circumstances that may adversely affect an investment.
- *Real Estate Risks.* The Fund may invest in real property and real estate-related investments including debt secured by real estate assets. Accordingly, the Fund investments may be subject to the risks associated with the real estate industry generally and risks incident to the ownership of real estate, including risks associated with changes in the general economic climate, changes in the overall real estate market, local real estate conditions, adverse changes in the financial conditions of homeowners, buyers and sellers of properties, and tenants of properties, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws, supply of or demand for competing properties in an area, accelerated construction activity, technological innovations that may dramatically alter space requirements, the availability of financing, changes in interest rates, competition based on rental rates, energy and supply shortages, various uninsured and uninsurable risks and law and government regulations, including federal and state environmental laws, regulations and administrative rulings which, among other things, establish standards for the treatment, storage and disposal of solid and hazardous waste, and the imposition of

joint and several liability on past and present owners of real property for hazardous substance remediation and removal costs, zoning laws and transfer taxes.

- *Risks of Environmental Liabilities.* Environmental liabilities with respect to a specific real estate asset may exceed the value of such asset, and under certain circumstances, subject the other assets of the Fund to such liabilities.
- *Dependence on Third-Parties.* Third-party vendors and service providers will provide certain services for mortgage loans. Notwithstanding efforts to implement and enforce strong policies and practices regarding service providers, the Fund may not successfully detect and prevent fraud, incompetence or theft by such service providers.
- *Structured Investments.* The Fund may invest in entities organized and operated for the purpose of restructuring the investment characteristics of other debt securities. Because the Fund will not own these assets directly, they will not benefit from rights that holders of the assets have, including indemnification and voting rights. Exposure to structured finance securities entails various risks: credit risks, liquidity risks, prepayment risks, interest rate risks, market risks, operations risks, structural risks, geographical concentration risks, basis risks and legal risks.
- *Deterioration of Credit Markets.* The deterioration of the global credit markets has made it more difficult for investors to obtain favorable financing for their investments. While the dislocation in the sub-prime mortgage market presents certain opportunities, the ability to generate attractive investment returns may be adversely affected to the extent the Fund is unable to obtain favorable financing terms for its investments.
- *Distressed Investments.* The Fund may invest in debt and equity securities, accounts and notes payable, loans, private claims and other financial instruments and obligations of troubled companies that may result in significant returns to the Fund, but which involve a substantial degree of risk. The Fund may lose its entire investment in a troubled company, may be required to accept cash or securities with a value less than the Fund's investment and may be prohibited from exercising certain rights with respect to such investment.
- *U.S. Government Securities.* The Fund may invest in U.S. Government securities. These securities are subject to market and interest rate risk.

- *Highly Volatile Markets.* The prices of financial instruments in which the Fund may invest directly or indirectly can be highly volatile.
- *Counterparty and Settlement Risk.* To the extent the Fund invests in swaps, derivatives or “synthetic” instruments, repurchase agreements, other over-the-counter transactions or non-U.S. securities or engages in securities lending, the Fund may take a credit risk with regard to parties with which it trades and may also bear the risk of settlement default.
- *Custody and Prime Brokerage Risk.* There are risks involved in dealing with the custodians or prime brokers who settle Fund trades. Under certain circumstances, including certain transactions where the Fund’s assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of the prime broker, or where the Fund’s assets are held at a non-U.S. prime broker, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the Fund and hence the Fund could be exposed to a credit risk with regard to such parties. In addition, there may be practical or time problems associated with enforcing the Fund’s rights to its assets in the case of an insolvency of any such party.
- *Valuation Risks.* The determination of fair market value of the Fund’s assets will be based on historical and current market information. Although fair market value determinations will be made in good faith, there can be no assurances that they will prove to be accurate.
- *Leverage.* When deemed appropriate by the General Partner and subject to applicable regulations, the Fund may use leverage (borrowing) in its investment program. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss.
- *Interest Rate Risk.* Changes in interest rates can have a variety of effects on the investments of the Fund. Fluctuations in domestic and foreign interest rates may change investor appetites with regards to the investments the Fund holds, and as such, the Fund’s performance may be adversely effected.
- *Third Party Litigation.* The Fund’s investment activities subject it to the normal risks of becoming involved in litigation by third parties. This risk is somewhat greater where the

Fund exercises control or significant influence over a company's direction. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Fund and would reduce amounts distributable to the Fund's partners.

- *Risks Related to Joint Ventures and Partnerships.* It is expected that some of the Fund's investments will be made through joint ventures or partnerships between the Fund or a subsidiary or affiliate of the Fund and other third parties. The investment by the Fund in a joint venture or partnership may under certain circumstances involve risks not otherwise present. For example, there is a possibility that the Fund's co-venturer or partner in an investment could become bankrupt or insolvent, have economic or business interests or goals that are inconsistent with the business interests of the Fund, or take actions contrary to the instructions or requests of the Fund or contrary to its policies or objectives.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Fund. Prospective investors should read the Fund's governing documents and consult with their own advisers before deciding to invest in the Fund.

Item 9 Disciplinary Information

MRA is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. MRA does not have any required disclosures for this Item.

Item 10 Other Financial Industry Activities and Affiliations

As discussed above, MRA serves as the Management Company of the Fund, and its affiliate, MRA Capital GP, is the Fund's General Partner. Additional information about the Fund's operations and strategy is provided in other parts of this brochure.

Item 11 Code of Ethics, Participation or Interest in Client

Transactions and Personal Trading

MRA and persons associated with MRA ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with MRA's policies and procedures.

MRA may recommend that a separate account client invest in the Fund, so it could potentially earn duplicate fees. To avoid the duplication of fees and the potential for conflicts of interest, MRA does not charge a separate advisory fee to separate account clients on their assets invested in the Fund.

MRA has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). MRA's Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by MRA or any of its associated persons. The Code of Ethics also requires that certain MRA personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When MRA is engaging in or considering a transaction in any security on behalf of a client, no Access Person may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Access Person is completed as part of a batch trade with clients;
or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact MRA to request a copy of its Code of Ethics.

Item 12 Brokerage Practices

MRA generally recommends that separate account clients utilize the custody, brokerage and clearing services of Raymond James Financial Services ("RJFSFS"). The factors which MRA considers includes the respective financial strength, reputation, execution, pricing, research and overall service provided by RJFS. MRA uses similar factors to select brokers used by the Fund.

The commissions paid by MRA's clients (including those commissions paid for by MRA in wrap fee accounts) comply with MRA's duty to obtain "best execution." Commissions paid may be higher than another qualified Financial Institution might charge to effect the same transaction where MRA determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, if any, execution capability, commission rates, and responsiveness. MRA seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

MRA periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

The separate account client (but not the Fund or any Fund investor) may direct MRA in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and MRA will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by MRA (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, MRA may decline a client's request to direct brokerage if, in MRA's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless MRA decides to purchase or sell the same securities for several clients at approximately the same time. MRA may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among MRA's clients.

differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among MRA's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that MRA determines to aggregate client orders for the purchase or sale of securities, including securities in which MRA's Supervised Persons may invest, MRA generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. MRA does not receive any additional compensation or remuneration as a result of the aggregation. In the event that MRA determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, MRA may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

RJFS provides us with access to its institutional brokerage services – trading, custody, reporting and related services – many of which are not typically available to RJFS's retail customers. RJFS also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. RJFS's support services described below are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. The availability to us of RJFS's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. Here is a more detailed description of RJFS's support services:

RJFS's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab Advisor Services include some to which we might not otherwise have

access or that would require a significantly higher minimum initial investment by our clients. RJFS's services described in this paragraph generally benefit the client and the client's account.

RJFS also makes available to us other products and services that benefit us but may not directly benefit the client or its account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at RJFS. In addition to investment research, RJFS also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting. RJFS also offers other services intended to help us manage and further develop our business enterprise. These services include:
 - educational conferences and events
 - technology, compliance, legal, and business consulting;
 - publications and conferences on practice management and business succession; and
 - access to employee benefits providers, human capital consultants and insurance providers.

RJFS may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. RJFS may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. RJFS may also provide us with other benefits such as occasional business entertainment of our personnel.

The availability of services from RJFS benefits us because we do not have to produce or purchase them. We don't have to pay for these services, and they are not contingent upon us committing any specific amount of business to RJFS in trading commissions or assets in custody.

Forgivable and Non-Forgivable Loans

RJFS has made available forgivable and non-forgivable loans to MRA to assist our business operations. The non-forgivable loan is guaranteed by Marco Lima and Adam C. Anderson, principal(s) of MRA. The terms of the non-forgivable loan require that management fees to MRA be paid to an account at RJFS for deduction of interest and principal payments on the loan before MRA may access such management fees. Each loan agreement contains various representations and covenants by MRA, including, with respect to the forgivable loan agreement, that MRA will, consistent with its fiduciary duty, endeavor to maintain a substantial percentage of committed AUM in end client net assets held at RJFS (“Assets Under Management at RJFS”), and that MRA will comply with all applicable laws, regulations, and agreements, and obtain all necessary licenses, consents and permits. Upon the occurrence and during the continuance of an event of default under the loan agreement, RJFS may terminate and/or accelerate the loans, which may have a material adverse effect on the MRA's ability to perform services for you.

Some of the products, services and other benefits provided by RJFS, including the loan noted above, benefit MRA and may not benefit MRA's client accounts. MRA's recommendation or requirement that a client place assets in RJFS's custody may be based in part on benefits RJFS provides to MRA, or MRA's agreement to maintain certain Assets Under Management at RJFS, and not solely on the nature, cost or quality of custody and execution services provided by RJFS.

MRA places trades for its clients' accounts subject to its duty to seek best execution and its other fiduciary duties. MRA may use broker-dealers other than RJFS to execute trades for client accounts maintained at RJFS, but this practice may result in additional costs to clients so that MRA is more likely to place trades through RJFS rather than other broker-dealers. RJFS's execution quality may be different than other broker-dealers.

Item 13 Review of Accounts

Account Reviews

MRA monitors its clients' investment management portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Where MRA provides advisory and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by the Partners of MRA. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with the firm and to keep MRA informed of any changes thereto. The firm contacts ongoing investment advisory separate account clients at least annually to review its previous services and recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and General Reports

Separate Account Clients. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for their accounts. Clients may also receive reports from MRA that includes relevant account and/or market-related information such as an inventory of account holdings and account performance on a monthly basis or as otherwise agreed upon with the client. Clients should compare the account statements they receive from their custodian with any supplemental reports they receive from MRA and/or the Independent Managers.

Fund Investors. Within 120 days after the end of each year, the Fund delivers to its investors that year's audited financial statements, including a balance sheet, an income statement, and a statement of investors' capital. An independent accounting firm that is registered with and subject to inspection by the Public Company Accounting Oversight Board audits the Fund's annual financial statements. Fund investors should review these statements carefully, and if they do not receive audited financial statements in a timely manner, they should contact MRA immediately.

Item 14 Client Referrals and Other Compensation

MRA is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, MRA is required to disclose any direct or indirect compensation that it provides for client referrals. MRA does not have any required disclosures to this Item.

MRA does not have any formal relationship or arrangement requiring disclosures to for this Item; however, the firm may occasionally refer clients to members of the community such as lawyers and accountants who have made, or may make, referrals to the firm. Consequently, there is the potential for a conflict of interest where MRA makes such referrals.

MRA receives an economic benefit from RJFS in the form of the support products and services it makes available to us. These products and services, how they benefit us, and the related conflicts of interest are described above under Item 12 Brokerage Practices. The availability to us of products and services from RJFS is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 Custody

An outside Financial Institution will act as the qualified custodian for client accounts. The client's selected Financial Institution will be the custodian for clients' assets in the MRA Wrap Fee Program. RJFS is the custodian of clients' assets in the MRA ETF Program.

As previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure, the outside Financial Institution will debit advisory fees from separate client accounts and remit them to MRA or the client may arrange to pay them directly. (advisory fees are paid directly from Fund assets). As a result, under government regulations, we are deemed to have custody of a client's assets if the client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account, and we are deemed to have custody of the Fund's assets as a result of our affiliation with the General Partner.

Separate account clients receive account statements directly from their custodian at least quarterly. They will be sent to the email or postal mailing address the client provides to their custodian. Clients should carefully review those statements promptly when received. We also urge clients to compare the account statements to the periodic portfolio reports clients receive from us.

Item 16 Investment Discretion

For discretionary accounts, we have full trading authority under a limited power of attorney assigned to us in the client agreement. With respect to the Fund, our discretionary authority is provided to us in our management agreement with the Fund. As a result, we will determine both the investments, and how much of each, should be purchased or sold on each client's behalf. In making investment decisions, we adhere to the investment strategy outlined in each client's Investment Policy Statement and the Fund's governing documents.

Nondiscretionary accounts are managed for clients who are unwilling or unable to provide limited power of attorney to us.

Item 17 Voting Client Securities

MRA is required to disclose if it accepts authority to vote client securities. MRA does not vote client securities on behalf of its separate account clients. These clients' proxies are voted either by the Independent Managers or the clients themselves.

MRA does vote proxies on behalf of the Fund.

Item 18 Financial Information

MRA is not required to disclose any financial information pursuant to this Item due to the following:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years