



Newport Investment Management, LLC
A Wholly Owned Subsidiary of Newport Capital Partners Holding, LLC

Firm Brochure
Form ADV Part 2A
March 31, 2020

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The following constitutes Newport Investment Management's annual brochure and provides information about the qualifications and business practices of the Firm. If you have any questions about the contents of this brochure, please contact us at (312) 724-7032 and/or derrick@newportcapitalptrs.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.

Newport Investment Management is a Registered Investment Adviser under the Investment Advisers Act of 1940. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you can determine to hire or retain an adviser.

Additional information about Newport Investment Management is also available on the SEC's website at www.adviserinfo.sec.gov.

Brochure as of March, 2020

Item 2 - Material Changes

There has been a material change since the last annual brochure update created in March 2019. Newport Investment Management has added reporting of three additional private funds due to formation in 2019 and increase in investments.

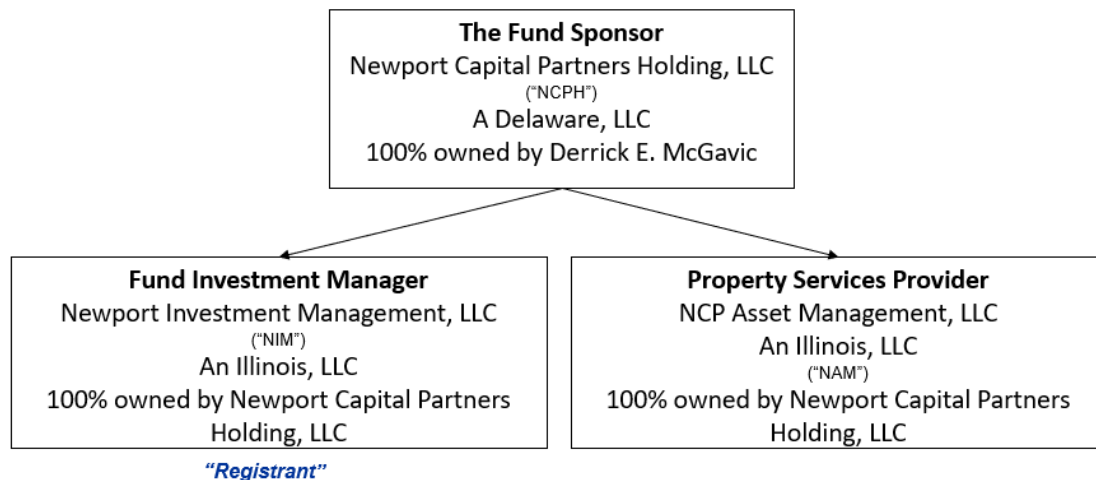
The most recent version of the Brochure may be requested through our office via email at Anne@NewportCapitalPtrs.com or phone at 312.724.7034.

Firm Brochure
Form ADV Part 2A
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Item 4 - Advisory Business

Newport Investment Management, LLC (“Newport”) is a Chicago based real estate investment manager that was formed in March 2010. The firm focuses on acquiring, operating, financing and selling multiple property types on behalf of its investors. The firm is owned by Newport Capital Partners Holding, LLC (NCPH)„ which is 100% owned by Mr. Derrick E. McGavic. Newport has two (2) subsidiaries, Newport Investment Management LLC and NCP Asset Management, LLC.



Newport’s primary business focus is closed-end comingled funds and separate accounts. The firm provides advice on closed-end comingled funds in convenience/necessity-based retail properties and grocery anchored retail properties in major Midwestern/Central US metro areas. Investment advice is limited to the funds the firm currently manages. Investment advice is provided on a discretionary and non-discretionary basis, with discretion obtain at the time the investment advisory agreement is executed. Given the targeting approach to investing Newport’s clients have restriction on investing.

Newport also provides investment advisory services through separately managed accounts to a variety of institutional investors including pension plans, endowments, foundations, family offices and high net worth investors. The advisory services for these clients are tailored to each client based on their investment objectives.

Purchases in funds should be considered a long-term investment because transfer of the interest is subject to significant restrictions as are deductibility of expenses and other losses. Additionally, Newport’s funds are not deemed to be “plan assets” for purposes of the Employee Retirement Income Security Act of 1976, as amended (“ERISA”). Accordingly, there may be restrictions in the acquisition and transfer of interest in the fund. Such restrictions could delay or preclude a limited partners ability to transfer its interest in the fund.

Finally, because of these restrictions and the absence of a public market for the interest, a Member may be unable to liquidate its investment even though its personal financial circumstances would make liquidation advisable or desirable. The interest will not be readily acceptable as collateral for loans. Moreover, even if a Member were able to dispose of its Interest, adverse tax consequences could result.

Newport does not participate in wrap fee programs.

As of December 31, 2019, Newport managed approximately \$298.4 million in discretionary assets and approximately \$198.0 million of non-discretionary assets.

On behalf of its clients, Newport currently manages:

- Newport Capital Partners Fund I, a closed end real estate fund targeting convenience/necessity-based retail properties in major Midwestern metro areas (the “Newport Fund I”). The Fund has acquired six investments since inception and has completed its investment period. The Fund has sold four of the six investments as of calendar year end 2019. The Fund has raised \$43.1 million of Limited Partner capital and as of December 31, 2019 had Gross Asset Value of \$47.7 million.
- Newport Capital Partners Fund II, a closed end real estate fund targeting convenience/necessity-based retail properties in major metro areas in the central United States (the “Newport Fund II”). Through December 31, 2019, the Fund had acquired ten investments since inception. The as of December 31, 2019 had Gross Asset Value of \$250.7 million.
- DV Urban Realty Partners Fund I, LP, a closed-end opportunistic real estate fund initially launched by DV Realty Advisors. In 2012, the Limited Partners terminated DV Realty and requested that Newport become the General Partner of this investment vehicle on a fixed fee basis (the “DV Fund”). The DV Fund Completed its liquidation stage and closed all related litigation in 2018, no assets under management remain.
- In July 2014 Newport was awarded a \$50 million joint venture commitment by the NYSCRF / Artemis Emerging Manager Program. Mach I JV is a Joint Venture focused on grocery anchored retail properties located within high population density submarkets in Chicago and Minneapolis and other such primary and secondary Midwest markets as determined by the members. The Fund acquired one investment in July 2016. The Gross Asset Value as of December 31, 2019 was \$17.7 million.
- Newport 3S, LLC, in January 2019 was awarded a \$20 million joint venture commitment by 3S Capital an investment firm based in United Arab Emirates (“Newport-3S”). The Joint Venture targets

convenience/necessity-based retail properties in major metro areas in the central United States. In 2019, Newport-3S acquired one investment and as of December 31, 2019 held a Gross Asset Value of \$39.5 million.

- TCB MDP, LLC (“MDP”) was created for the purpose of a new investor to invest alongside Newport Fund II directly into Fund II assets. The new investor has invested through MDP into two real estate investments and as of December 31, 2019 MDP had a Gross Asset Value of \$46.4 million.
- TCB Edens Holding, LLC (“Edens”) was created for the purpose of a new investor to invest alongside Newport Fund II directly into Fund II assets. The new investor has invested through Edens into two real estate investments and as of December 31, 2019 Edens had a Gross Asset Value of \$94.4 million.

Item 5 - Fees and Compensation

Investment advisory services provided by Newport and the fee schedules for such services are fully disclosed in the Investment Advisory Agreements. Newport receives basis point compensation from a fixed, acquisition, disposition, financing fee and a percentage of equity commitment. Fees are negotiable and vary between 0-150 basis points based on market survey. Additionally, they are set at the time the equity partnership agreement is signed. Below is a chart that illustrates the percentage of basis points the firm typically receives from each fee.

Percentage of Equity Committed	50-150 bps
Fixed Fee	Variable
Acquisition Fee	0-100 bps
Disposition Fee	0-100 bps
Financing Fee	0-100 bps

Fees are billed as an allocated expense to the real estate investment or to the respective fund. Fees are typically paid quarterly, in advance, except for property level fees. Property level fees are ongoing.

The firm’s affiliate NAM may earn property level fees (i.e., property management, leasing commissions, and construction management) provided they do not exceed “market” rates. Fees are fixed, are disclosed at the time the LPA is signed and do not change.

If an advisory contract is terminated before the end of the billing period, the client is due a refund based on the pro-rata number of days Newport was the investment manager. Neither Newport, nor any supervised persons,

accepts compensation for the sale of securities or other investment products. Additionally, the firm does not charge a custodial fee.

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

In addition to the fees described above, Newport charges certain clients a performance-based fee for Newport Fund I and Newport Fund II. The amount of the performance-based fee can vary depending on the performance of the applicable fund relative to the particular benchmark. Below is the cash flow waterfall:

Newport Fund I

1. All investors receive 100% of cash flow pari pasu to a 10% IRR;
2. From a 10% IRR to 13% IRR:
 - (a) 20% of profits to the “General Partner Investor.”
 - (b) 80% to all Limited Partners.
3. Above a 13% IRR:
 - (a) 25% of profits to the General Partner Investor
 - (b) 75% to all Limited Partners.

Payments 2(a) and 3(a) are the performance-based fees. Performance based fees are split 50% with the General Partner Investors and 50% to Newport.

Newport Fund II

1. All investors receive 100% of cash flow pari pasu to a 9% IRR;
2. From a 9% IRR to 12% IRR:
 - (a) 10% of profits to Newport Capital Partners Holding
 - (b) 10% of profits to Special LP ¹
 - (b) 80% to all Limited Partners.

¹ Special LP Investors are comprised of Newport employees and non-employees.

3. Above a 12% IRR:
 - a) 12.5% of profits to the Newport Capital Partners Holding
 - b) 12.5% of profits to Special LP
 - c) 75% to all Limited Partners.

Payments 2(a)(b) and 3(a)(b) are the performance-based fees. Newport receives Performance Fees 2(a) and 3(a). Performance fees 2 (b) and 3(b) are paid to special LP Investors which include Newport team members and non-members.

While performance-based fees are intended to reward employees for successful management of client accounts, they may create incentives for employees to take additional risks during the management of accounts.

To address these and other conflicts of interest that may arise, Newport has adopted policies and procedures designed to ensure that all client accounts are treated equitably and that no account receives favorable treatment. For example, performance-based fees typically have longer term payouts (up to 10 years). Additionally, Newport awards shares of incentive fees (classified internally as “Points”) annually over the life of the investment vehicle, with a 3-year vesting schedule to all employees, regardless of their client assignment.

Item 7 - Types of Clients

Newport provides investment advisory services on a discretionary and non- discretionary basis to pension plans, endowments, foundations, family offices and high net worth investors.

The firm normally requires its clients to enter into a written investment advisory agreement. Generally, Newport’s initial minimum account size is \$500,000. However, the firm does not have a maintenance requirement.

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

Methods of Analysis/Investment Strategies

Newport acquires assets where it can utilize its experience as an investor/operator and in debt capital markets to create value at the property level. The Funds strategy is identifying income producing, multi-tenant convenience/necessity-based tenancy retail and mixed-use properties that are income producing. The Funds will seek investment opportunities where it can properly position its capital for the most advantages risk/reward within a capital structure. Methods of analysis for real estate typically include Discounted Cash Flow analysis,

Site characteristics, area population and economic demographics. As most of its investments are leveraged, the potential risk of loss is 100% of allocated equity.

Risk of Loss

The purchase of interest involves certain risk and is suitable only for persons of substantial financial means who have no need for liquidity in their investment and who can bear the risk of loss. There are no assurances of profitable operations because the cost of owning the properties may exceed the income proceeds particularly since certain expenses related to real estate and its development/ownership such as property taxes, utility cost, maintenance cost and insurance tend to increase over time. Accordingly, the potential risk of loss is 100%.

Item 9 - Disciplinary Information

Newport is occasionally subject to regulatory examinations. None of the regulatory examinations Newport has been involved in the past 10 years is material to a client's evaluation of the firm's investment advisory business or the integrity of its management.

Furthermore, the firm has not been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, any foregoing financial regulatory authority or a Self-Regulatory (SRO) proceeding.

Finally, Newport has no criminal or civil action pending nor in the past 10 years.

Item 10 - Other Financial Industry Activities and Affiliations

Newport does not engage in any other Financial Industry activities. The firm is not registered, nor has application pending to register, as a broker-dealer, a registered representative of a broker dealer, futures commission merchant, commodity pool operator, or a commodity trading advisor.

An affiliate of Newport, NCP Asset Management, LLC, is an Illinois Real Estate Broker.

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

Code of Ethics

Newport has adopted policies, including a Code of Ethics to address the conflict of interest that may arise with respect to personal securities trading accounts, initial and annual holdings report.

Furthermore, the firm does not allow buying or selling on behalf of client account investments in which the Firm or any related person has a material financial interest.

Participation or interest in Client Transactions

Newport, and related persons, may co-invest with clients on specific transactions. Such co-investments are fully disclosed to clients and designed to align the interests of Newport with its clients.

Newport and related persons are prohibited from buying or selling an investment which is in close proximity, or would be economically impacted, at the same time it recommends buying or selling to a client.

Personal Trading

Other policies cover, among other things, trading policies, personal investment transactions and insider trading. These policies are meant to avoid actual and apparent conflicts of interest and to ensure that client's interest are placed first. Policies also prohibit individuals from purchasing or selling any security for their own account or that of a client while in possession of material, non-public information a security or its issuer.

Newport will provide a copy of its Code of Ethics to any client or prospective client upon request.

Item 12 - Brokerage Practices

Newport does not select or recommend broker dealers for client transactions nor does it receive client referrals from broker dealers.

The firm does engage licensed real estate brokers to sell assets, place mortgage financing and lease space. Prior to selecting a real estate broker, Newport solicits a relevant market proposal from at least two (2) agents. The firm will use its best judgement in evaluating the confidentiality, certainty of effective execution required for transactions, general execution and operational capability, reputation, reliability and experience of real estate broker. Based upon the proposal, Newport selects the team that is most capable when taking into account the type of the assignment, property type, location and fee schedule.

Item 13 - Review of Accounts

In addition to the ongoing management of accounts, Newport meets, in person or via tele-conference, with its clients no less than quarterly to review client accounts. This is typically handled by the Firm's Managing

Principal and/or the head of Asset Management. As part of such review, the accounts investment strategy and performance are analyzed.

Review of client accounts will also occur, if market conditions trigger the need for additional capital, or a change in strategy (sale / refinance) merits discussion regarding investment strategy.

Newport provides written quarterly financial reports with a narrative update. The narrative update includes market and asset level news that are applicable to each client. The reports are delivered via email. Newport also provides a written yearly strategic plan with semi-annual updates and audited Financial Statements for its Funds.

Item 14 - Client Referrals and Other Compensation

Newport does not accept client referrals for a fee.

Item 15 - Custody

Newport does not maintain custody of client funds; client assets generally are maintained with unaffiliated qualified custodians. However, in connection with the management of certain property and fund investments Newport is deemed to have custody of client assets under Rule 206(4)-2 under the Investment Advisers Act of 1940 (the “Custody Rule”).

The Funds have made arrangements with qualified custodians. The annual financial statements of these funds are audited by an independent public accountant registered with the Public Company Accounting Oversight Board (“PCAOB”).

Item 16 - Investment Discretion

Newport does accept discretionary authority as allowed under individual investment advisory agreements. However, the firm will not engage in such activity until the investment advisory agreement is executed.

The firm is subject to any applicable investment restrictions adopted by the Funds, as well as the ongoing oversight of Fund’s Board of Trustee, Limited Partner Advisory Committees or other governing body, as applicable.

Item 17 - Voting Client Securities

Newport does not, nor will it, accept authority to vote client securities.

Item 18 - Financial Information

Newport does not require or solicit repayments of more than \$1,200 from clients, six months or more in advance. Furthermore, the firm has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of bankruptcy proceeding.

Item 19 - Requirements for State-Registered Advisers

Newport is not currently registered with any state securities authority.



Newport Investment Management, LLC
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Brochure Supplement - Part 2B of Form ADV

March 31, 2020

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- Derrick E. McGavic
- Anne C. Arnold Andino

This Brochure Supplement provides information our personnel listed above and about Newport Investment Management that supplements the Newport Investment Management brochure. You should have received a copy of that brochure. Please contact Mr. Derrick E, McGavic at derrick@newportcapitalptrs.com If you did not receive Newport Investment Management's brochure or if you have any questions about the contents of this supplement.

Additional information about our personnel is available on the SEC's website at www.advisorinfo.gov.

Derrick McGavic

Mr. McGavic is the Firm's Managing Principal. He serves on the Firm's Management and Investment Committees.

Mr. McGavic has over 30 years of institutional and private real estate experience. Prior to founding the Firm, Mr. McGavic was a Managing Director with RREEF where he ran five separate co-mingled funds and two separate accounts with total AUM in excess of \$3.5 billion. Mr. McGavic was a member of the RREEF Value-Add / Venture Capital Investment Committee and the RREEF Structured Debt / Mezzanine Fund Investment Committee. Mr. McGavic also led major initiatives involving RREEF's Structured Debt Group and Client Relations.

Prior to joining RREEF in 2000, Mr. McGavic was with JE Roberts Companies and LaSalle Partners (twice each) in acquisitions, portfolio management, M&A, loan workouts and asset management. Over his career Mr. McGavic has executed more than \$4.5 billion of real estate transactions.

Mr. McGavic is a member of PREA, participating in the Valuations and Reporting Affinity Group, ICSC and serves on Oregon State University School of Business' Advisory Board.

Mr. McGavic is a former Officer of Marines.

Education

M.S. from the University of Southern California, a B.S. in Business and a B.S. in Naval Engineering from Oregon State University

Anne Arnold Andino

Mrs. Andino is a Principal of the Firm and leads asset management and operations.

Mrs. Andino has over 19 years of commercial real estate experience. Prior to joining Newport Capital Partners, she was an Executive Vice President at IRC Retail Centers. Mrs. Andino's primary responsibilities included debt capital markets initiatives, joint venture portfolio management, asset management, forecasting and valuation of the real estate. She is a member of the International Council of Shopping Centers and is a licensed real estate broker in Illinois. Mrs. Andino began her career as a commercial real estate appraiser for Arthur Andersen before working in mortgage portfolio management for Prudential Financial and in asset management at Morgan Stanley.

Education

Mrs. Andino holds a BS in Finance with a concentration in real estate from the University of Illinois, Urbana-Champaign.