

Item 1. Cover Page

TA Realty LLC

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This brochure provides information about the qualifications and business practices of TA Realty LLC. If you have any questions about the contents of this brochure, please contact us at 617-476-2700 or compliance@tarealty.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.

Additional information about TA Realty LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Although TA Realty LLC is a “registered investment adviser,” that registration does not imply a certain level of skill or training.

Item 2. Material Changes

There have been no material changes since the last update of this brochure on March 28, 2019. However, please review this brochure carefully and in its entirety for general updates.

Item 3.	Table of Contents	<u>Page</u>
Item 1.	Cover Page.....	1
Item 2.	Material Changes.....	2
Item 3.	Table of Contents.....	3
Item 4.	Advisory Business.....	4
Item 5.	Fees and Compensation.....	5
Item 6.	Performance-Based Fees and Side-By-Side Management.....	7
Item 7.	Types of Clients.....	8
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9.	Disciplinary Information.....	13
Item 10.	Other Financial Industry Activities and Affiliations.....	14
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	15
Item 12.	Brokerage Practices.....	16
Item 13.	Review of Accounts.....	17
Item 14.	Client Referrals and Other Compensation.....	18
Item 15.	Custody.....	19
Item 16.	Investment Discretion.....	20
Item 17.	Voting Client Securities.....	21
Item 18.	Financial Information.....	22

Item 4. Advisory Business

TA Realty LLC (“TA Realty”), a limited liability company that has been a registered investment adviser since April 11, 2000 (SEC registration number 801-57460), is a real estate investment management firm that has been in business for more than 35 years. Throughout its history, TA Realty has focused exclusively on private real estate investment and currently manages value-added closed-end and core open-end commingled funds, core and other customized separate accounts and asset management relationships totaling approximately \$8,808.6 million in real estate assets under management¹ as of December 31, 2019, of which \$7,352.9 million (83.5%) is managed on a discretionary basis and \$1,455.7 million (16.5%) is managed on a non-discretionary basis. With respect to client accounts over which TA Realty does not have discretionary investment authority, TA Realty generally has broad authority with respect to the operations and management of the real estate investments within such accounts, the scope of which varies by account.

TA Realty provides investment advisory services regarding, and manages, real estate investments and special purpose entities organized to hold real estate investments for institutional investors such as pension and profit sharing plans, state and municipal retirement plans (including government pension plans), business entities, foundations and endowments, family offices/trusts and for high net worth individuals that meet certain investment qualifications. TA Realty performs these services for its clients on a separate account basis, indirectly through limited partnerships, limited liability companies, title holding corporations and other special purpose vehicles organized to hold clients’ real estate investments, or through subadvisory or asset management relationships (“Non-Fund Clients”). TA Realty also manages real estate investments for collective investment vehicles it sponsors and structures as real estate investment trusts and limited partnerships and other pooled vehicles investing in real estate (“Funds”).

Because TA Realty’s clients engage it to provide advice regarding real estate investments, it generally does not enter into securities transactions on its clients’ behalf. For some clients, however, it may make investments in securities (typically money market mutual funds) for cash management purposes, in which case TA Realty may determine the securities, and their amount, to be bought or sold for a client account, the parties with who or through whom the transactions are conducted and approve any fees or charges associated with those investments.

TA Realty is managed by its three Managing Partners, Michael Ruane, James Buckingham and Thomas Landry, and other members of TA Realty’s Management Committee. The Management Committee is subject to the oversight and authority of the Managing Partners, and the Managing Partners report to a Board of Managers. Certain matters require the approval of the Board. In most circumstances, the act of a majority of the Board Members, each having one vote, shall constitute an act of the Board.

A majority stake in TA Realty is owned by MEC Global Partners America Inc. (formerly, Rockefeller Group TA Inc.), a wholly owned subsidiary of MEC Global Partners Holdings LLC (“MEC GPH”). MEC GPH is a wholly owned subsidiary of MEC Global International Inc. (formerly, Rockefeller Group, Inc.), which is a wholly owned subsidiary of Mitsubishi Estate Co., Ltd. (“MEC”). TA Realty is MEC GPH’s primary real estate investment management platform in the United States.

Sixteen Partners of TA Realty own a significant minority stake in TA Realty. A substantial portion of this equity is intended to be held by these key employees on a long-term basis and will be subject to repurchase upon termination of employment, with the expectation that the repurchased equity will be transferred, sold or otherwise “recycled” to other key employees.

¹ Real estate assets under management reflect the total value of all real estate held by all clients of TA Realty.

Item 5. Fees and Compensation

TA Realty receives an ongoing management fee from each Fund and for certain of its Funds, the Fund's sponsor general partner (who is related to TA Realty) receives a performance allocation that is based on the Fund's profits and increases as certain real return targets are met by the Fund. The management fees and performance allocations for the Funds are typically not negotiable. In certain circumstances, financial accommodations to certain large investors may be negotiated where permissible under applicable laws (including, without limitation, tax laws and regulations). With respect to its Non-Fund Clients, TA Realty receives management fees, transaction fees and/or performance-based fees or allocations, as applicable, that are negotiated on a client-by-client basis.

The management fee paid to TA Realty by certain of its Funds is based on a percentage of the Fund's capital commitments until the Fund is fully invested, after which the management fee is based on the Fund's Aggregate Invested Equity, as defined in the Fund's Limited Partnership Agreement, in each case measured as of the end of each month. The management fee percentage rate adjusts annually during the first eight years of the Fund, beginning at an annual rate of 0.50%, gradually increasing to an annual rate of up to 1.25% and then decreasing to an annual rate of 0.60%. Specific management fee schedules are included in each Fund's Limited Partnership Agreement. Management fees payable by these Funds to TA Realty are charged monthly (at the end of each month) and paid by each Fund by means of a withdrawal from such Fund's cash account(s). With respect to its other Funds, TA Realty receives an ongoing asset-based management fee which is based on the Fund's Net Asset Value (as set forth in the applicable Fund's Limited Partnership Agreement). Management fees payable by these Funds to TA Realty are charged quarterly (in arrears) and paid by each Fund by means of a withdrawal from such Fund's cash account(s).

From its Non-Fund Clients, TA Realty may receive compensation based on one or more of the following (i) a percentage of assets managed within the account (either on a cost, fair market or gross asset value basis), (ii) a percentage of Net Asset Value (as defined in the applicable investment advisory or asset management agreement), (iii) a percentage of capital contributed to the account, (iv) a percentage of the income from the account's real estate operations, or (v) a percentage of the amount paid or capital contributed in connection with the acquisition of real estate holdings within the account and related financings. TA Realty may also receive fees in connection with (i) the acquisition, development and/or disposition of an account's real estate holdings by clients, (ii) related financings, and (iii) capital upgrades. Management fees are billed to Non-Fund Clients either monthly or quarterly (in arrears) and may be paid directly (i.e. deducted) from the client's assets or billed to the client separately, as stipulated in the applicable investment advisory, asset management or subadvisory agreement. Performance-based fees or allocations and transaction related fees are payable to TA Realty (or one of its subsidiaries) at such times as set forth in the Non-Fund Client's investment advisory, asset management or subadvisory agreement.

Fees payable to TA Realty by Non-Fund Clients in connection with the disposition of real estate are not expected to give rise to any conflicts with respect to hold/sell decisions as the sale of assets will result in a corresponding reduction in the assets within the account on which the on-going management fee payable by such account are based. Decisions regarding when to buy, sell or invest additional capital into real estate projects are made based on what is in the best interest of a client's real estate investments in order to accomplish the client's objectives and/or to protect and preserve its assets.

A client's interim cash balances may be invested in money market mutual funds for cash management purposes. Such money market mutual funds will generally incur expenses, including applicable management fees that are in addition to fees charged by TA Realty or other expenses incurred by a Fund or Non-Fund Client.

TA Realty has entered into relationships with affiliated and unaffiliated solicitors to refer investors to its Funds under compensation arrangements, in which fees are borne by TA Realty. TA Realty may continue to enter into additional such relationships in the future as well. These relationships may be with third party solicitors or affiliates.

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

TA Realty is entitled to earn an incentive fee or receive an incentive allocation based on the performance of the real estate investments for certain of its Non-Fund Clients (including certain affiliated warehouse or seed vehicles). Typically, TA Realty (or one of its subsidiaries) receives an incentive fee/allocation if the performance of the Non-Fund Client exceeds certain thresholds. The specific terms of a Non-Fund Client's incentive fee/allocation, including the manner in which it is calculated and the applicable measurement and payment dates, are negotiated on a client-by-client basis and are set forth in each Non-Fund Client's investment advisory, asset management or subadvisory agreement.

The sponsor general partner of certain of TA Realty's Funds (each of whom is a related-party of TA Realty) is entitled to receive a performance allocation from the applicable Fund that is equal to a percentage of such Fund's profits. The sponsor general partner's performance allocation percentage increases as certain real return targets to the investors of the Funds are met and becomes fixed (no longer subject to increase) once an 8% real return to investors is realized. The specific terms on which a Fund's real returns to investors and the performance allocation to the Fund's sponsor general partner are calculated are set forth in each Fund's Limited Partnership Agreement.

To manage the risk that certain clients may be favored for a particular investment based upon that client's compensation structure, TA Realty has adopted a formal policy to fairly and equitably allocate among its clients those investments that may be suitable for more than one client. Under TA Realty's Investment Allocation Policy, when an investment opportunity is identified by TA Realty for potential acquisition, the asset must first be presented to and approved by the Acquisitions Committee. Once an approved investment opportunity is awarded to TA Realty by the seller, the potential acquisition transaction is then placed 'in the rotation' to the Investment Allocation Committee at that time. TA Realty's Investment Allocation Committee will determine whether it is a suitable investment for a Fund or any Non-Fund Client managed by TA Realty that is actively pursuing new investments. Whenever the Investment Allocation Committee determines that a particular investment opportunity may be appropriate for more than one of its clients, the investment will be allocated to the Fund or Non-Fund Client that has TA Realty mandated funds available and has gone the longest since having been presented with an investment opportunity. This rotational system is employed for all product types in all geographic regions and for all strategy types.

With respect to each of its value added, closed-end Funds, TA Realty shall not begin investing on behalf of a successor fund until after the earlier of (i) the end of the predecessor fund's capital call period or (ii) such time as at least eighty percent (80%) of such predecessor fund's capital commitments have been invested, or been committed for investment unless consented to by the predecessor fund's advisory committee (the members of which are representatives of and elected by the investors in such predecessor fund). This limits competition among the value added, closed-end Funds for investment opportunities. For purposes of the foregoing restriction, "successor fund" shall mean a closed-end commingled investment fund organized after the initial closing date of the predecessor fund that has a principal investment focus and strategy that is substantially similar to that of the predecessor fund.

Item 7. Types of Clients

TA Realty's Non-Fund Clients and Fund investors are primarily sophisticated U.S. and non-U.S. institutional investors, including pension and profit sharing plans, state and municipal retirement plans (including government pension plans), business entities, foundations and endowments, family offices/trusts and high net worth individuals.

The difference between the regulatory assets under management ("RAUM") of \$1,612,986,088 disclosed in Item 5.F of Part 1A and the real estate assets under management totaling approximately \$8,808.6 million disclosed in Item 4 of this brochure relates to the other assets under TA Realty's management that are not "private funds", including Funds that rely on Section 3(c)(5)(C), and not Section 3(c)(1) nor Section 3(c)(7), Funds that do not meet the definition of an investment company, and Non-Fund Clients.

The minimum investment requirements for investors in Funds advised/managed by TA Realty is typically \$5 million per investor, although TA Realty reserves the right to accept investments of a lesser amount. Capital requirements to establish a Non-Fund Client account are determined by TA Realty on a case-by-case basis.

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

TA Realty seeks to construct for its clients diversified real estate portfolios that will generate strong cash flow, benefit from an active asset management approach and result in long-term creation of value. TA Realty utilizes a comprehensive market research approach with respect to its acquisition, disposition and the ongoing management of its clients' investments in real estate. TA Realty reviews numerous publications, gathers information from ongoing relationships with local, regional and national real estate brokers, leasing companies and property management groups, and conducts a comparative analysis for each proposed real estate investment.

TA Realty takes measured steps to ensure risks across various aspects of a client's investment portfolio are being appropriately managed. Experienced real estate professionals in acquisitions, dispositions, valuations, asset management, portfolio management and finance and operations participate in a team approach to risk management, including in the form of various teams and committees. The applicable committee(s) must reach a consensus before material decisions are made with respect to a client's real estate investments.

TA Realty uses a team approach to portfolio management. The Portfolio Management team is responsible for the oversight of key client account portfolio management decisions. The Portfolio Management team is directly responsible for the goals and operations of the client accounts including, but not limited to: ensuring portfolios meet stated guidelines, monitoring risk and return profiles (vs. industry benchmarks), performing hold/sell recommendations, evaluating financing strategies and determining quarterly distributions. Key portfolio risk statistics monitored by the Portfolio Management team include tenant exposure, tenant industry exposure, tenant rollover exposure (both by square foot and dollar amount), geographic diversification, property type diversification, capital expenditures, debt service ratios, debt yield, lender and other counterparty exposure, debt maturities and service provider exposure.

Additionally, client investment guidelines are disseminated to appropriate TA Realty partners and employees by the portfolio managers, who work with TA Realty's Controllars and others to ensure that guidelines are correct and up to date in all systems. Compliance with investment guidelines is carefully monitored by the portfolio managers and TA Realty's Controllars.

Each potential acquisition is led by a partner or vice president within TA Realty's acquisitions group and is thoroughly underwritten by our acquisition team often with input from portfolio managers, asset managers and certain finance and operations personnel to determine if the potential acquisition meets a Non-Fund Client's or Fund's investment objectives and guidelines. Every acquisition must undergo exhaustive financial, physical and market due diligence by our senior acquisition officers and third-party due diligence specialists. For each potential investment, a senior member of TA Realty is designated to independently review the purchase and sale agreement and related transaction documents and all due diligence reports relating to such investment. The TA Realty acquisitions partner leading a potential transaction must submit a written investment summary to the Acquisitions Committee for approval, submit the potential investment opportunity to the Investment Allocation Committee for proper allocation, and receive unanimous support of the Investment Committee before TA Realty commits to the acquisition.

Investments in the real estate strategies employed by TA Realty involve a risk of loss that Non-Fund Clients and investors in the Funds should be prepared to bear. There can be no assurance that a Non-Fund Client's or a Fund's investment objectives will be achieved. The primary risks inherent in the real estate strategies employed by TA Realty are as follows:

1. *General Risks of Real Estate Investment* - The economic performance and value of the real estate investments made by the Funds or by Non-Fund Clients managed by TA Realty are subject to all of the risks associated with owning and operating real estate, including, but not limited to:
 - adverse changes in the national, regional and/or local economic climate;
 - adverse changes in local market conditions, including an oversupply of space in the applicable property types held by a Fund or Non-Fund Client, or a reduction in demand for such properties;
 - adverse changes in the attractiveness of the properties to tenants;
 - adverse changes in the financial conditions of tenants (and their ability to pay rent);
 - competition from other available properties;
 - adverse changes in market rental rates;
 - the need to periodically pay for costs to repair, renovate and re-let space;
 - increases in operating costs and expenses, including costs for maintenance, insurance, energy and real estate taxes;
 - adverse changes in the availability of debt financing;
 - increases in interest rates;
 - adverse changes in laws and governmental regulation, including environmental laws and regulations, zoning laws and other governmental rules and fiscal policies;
 - the fact that the expenses of owning and operating real estate are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from such real estate;
 - certain significant expenditures associated with an investment in real estate (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from such real estate;
 - the long-term cyclical trends that give rise to significant volatility in real estate values; and
 - risks associated with acts of God, uninsurable losses and other factors beyond the control of a Fund or Non-Fund Client.
2. *Coronavirus and Public Health Emergencies* - As of the date of this brochure, there is an outbreak of a highly contagious form of coronavirus ("COVID-19"), which the World Health Organization has declared constitutes a "Public Health Emergency of International Concern." The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. The global impact of the outbreak is rapidly evolving, and many countries, states, municipalities and other jurisdictions have instituted quarantines, curfews, prohibitions on travel and closure of offices, businesses, schools, retail stores and other public venues, including certain infrastructure facilities. Businesses are also implementing similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity and are having a particularly adverse impact on transportation, hospitality, tourism and entertainment, among other industries. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess.

The extent of the impact of any public health emergency on the operational and financial performance of each Fund/Non-Fund Client will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand for goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply

chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of such public health emergency may materially and adversely impact the value and performance of each Fund's/Non-Fund Client's investments as well as the ability of the Fund/Non-Fund Client to source, manage and divest investments and achieve its investment objectives, which could result in significant losses to each Fund/Non-Fund Client. In addition, the operations of each Fund/Non-Fund Client, its investments and the general partner may be significantly impacted, or even halted, either temporarily or on a long-term basis, as a result of government quarantine and curfew measures, voluntary and precautionary restrictions on work, travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel.

3. *Market Risk; Economic Downturn* - Client investments consist primarily of real estate within industrial, office, multifamily and retail properties. The performance of such properties may be affected by economic conditions in the market for industrial, office, multifamily and retail space generally. The market for such properties has been or could be adversely affected by weakness in the national, regional and local economies, the adverse financial condition of some large companies, the ongoing consolidation in some sectors, and the excess amount of real estate space in a number of markets. To the extent that any of these conditions occur, they are likely to impact the market rents for industrial, office, multifamily and retail space and the value of such properties.
4. *Leverage/Debt Financing* - The Funds will typically leverage their investments by means of debt financing, subject to the restrictions on the amount of leverage set forth in each Fund's Limited Partnership Agreement. Certain Non-Fund Clients may also employ leverage, subject to the restrictions on the amount of leverage set forth in each Non-Fund Client's investment advisory, asset management or subadvisory agreement. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also substantially increase the risk of loss.
5. *Interest Rate Risk* - Funds and Non-Fund Clients may incur indebtedness that may bear interest at variable interest rates. Variable interest rate debt creates higher debt service requirements if market interest rates increase, which would adversely affect the Fund/Non-Fund Client. There is no assurance that the Fund/Non-Fund Client will engage in hedging transactions to limit its exposure to rising interest rates. However, even if the Fund/Non-Fund Client does so, such transactions expose the Fund/Non-Fund Client to the risk of nonperformance by the counterparties and the loss of the anticipated benefits therefrom. Higher interest rates during the course of the investment period (and beyond) could adversely affect investment returns for investors in the Fund/Non-Fund Client.
6. *Hedging Risks* - In connection with the financing of certain assets, the Funds and certain Non-Fund Clients may employ hedging techniques designed to protect the Fund/Non-Fund Client against adverse movements in currency and/or interest rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks. Thus, while the Fund/Non-Fund Client may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices, or currency exchange rates may result in poorer overall performance for the Fund/Non-Fund Client than if it had not entered into such hedging transactions.
7. *Illiquidity* - Real estate investments are relatively illiquid and cannot be disposed of as quickly as liquid investments, such as investments in publicly-traded securities. As a result, a Fund or Non-Fund Client may not be able to dispose of its properties when appropriate or on favorable terms.
8. *Environmental Risks* - Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up any hazardous or toxic substances or petroleum product releases at such property and may be liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. Such laws typically impose clean up responsibility and liability without

regard to whether the owner knew of or caused the presence of the contaminants, and the liability under such laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of responsibility.

9. *Reliance on Valuations* - TA Realty will perform internal valuations of the properties of the Funds and Non-Fund Clients. Any such valuation, however, is a subjective analysis of the fair market value of an asset, and requires the use of techniques that are costly and time-consuming and ultimately provide no more than an estimate of value. Accordingly, there can be no assurance that the fair market values of the properties, as calculated based on such valuations, will be accurate on any given date, nor can there be any assurance that the sale of any property would be at a price equivalent to the last estimated value of such property.
10. *Cybersecurity* - TA Realty collects and stores sensitive data in its data centers and on its networks, including proprietary business information of the Funds and Non-Fund Clients, the Limited Partners and other business partners and personally identifiable information of the Limited Partners, other business partners, tenants and employees. The secure processing, maintenance and transmission of such information is critical to TA Realty's operations. Despite security measures, information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise TA Realty's networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information and regulatory penalties, disrupt operations, damage TA Realty's reputation and cause a loss of confidence in its services and disclose sensitive competitive information of the Funds or Non-Fund Clients, which could adversely affect its business and competitive position.

The above is only a brief summary of some of the important risks associated with real estate investment strategies employed by TA Realty of which clients should be aware. As a result of these factors and other risks inherent in any investment, there can be no assurance, and none is given, that a client's investment objectives will be achieved, or that a client will receive any return of or on its invested capital. For a more detailed discussion of the risks relating to an investment in The Realty Associates Fund XII, L.P. (and its related entities) or the TA Realty Core Property Fund, L.P. (and its related entities), please refer to the Confidential Private Placement Memorandum for such Fund.

Item 9. Disciplinary Information

Not applicable.

Item 10. Other Financial Industry Activities and Affiliations

MEC intends that TA Realty will be the exclusive platform for the growth of its United States real estate investment management business. However, MEC and its affiliates engage in a broad spectrum of real estate related activities and have extensive investment activities that are independent from the activities of TA Realty, as described below.

MEC GPH indirectly owns a majority interest in TA Realty through MEC Global Partners America Inc. MEC GPH is a wholly owned subsidiary of MEC Group International Inc.

MEC Group International Inc. also wholly owns Rockefeller Group International Inc. (“RGII”). RGII is licensed as a real estate broker in New York. RGII and its affiliates currently own office buildings in New York and other parts of the United States and may acquire and/or develop office buildings in New York and other markets in the future. RGII also owns and is developing sites throughout the United States for industrial, multi-family residential and retail uses.

MEC Group International Inc. is wholly owned by MEC. MEC is a fully-integrated real estate services company whose consolidated businesses offer development, property management, asset management, investment management and real estate services across the office, residential, retail and hotel sectors internationally and in the United States. Mitsubishi Estate New York Inc. (“MENY”) is the United States investment arm of MEC.

MENY and MEC Global Partners America Inc. are also investors (and/or are expected to be investors) in certain Funds and/or Non-Fund Clients of TA Realty, the terms of such investments are as set forth in the applicable limited partnership, investment advisory, asset management or subadvisory agreement(s).

MEC GPH also indirectly owns a majority interest in Europa Capital LLP (“Europa Capital”), a European real estate investment management company based in London. Since its formation in 1995, Europa Capital has collectively raised ten real estate funds and committed over 135 transactions totaling more than €1.4 billion across 21 European countries.

MEC also indirectly owns a majority interest in Pan Asia Realty Advisors (Singapore) Pte. Ltd. (“PA Realty”), a Pan-Asian real estate investment management company based in Singapore. PA Realty was formed in 2017 and has raised two real estate funds (including a separately managed account) and invested about \$810 million in Australia and Singapore since its formation.

MEC directly and wholly owns interests in Mitsubishi Jisho Investment Advisors, Inc. (“MJIA”), a Japanese real estate investment management company based in Tokyo, Japan. MJIA currently manages 22 real estate funds and has over ¥715 billion of asset under management all over Japan as of December 31, 2019.

Europa Capital, PA Realty and MJIA do not consider similar investment opportunities as the Funds and the Non-Fund Clients that TA Realty manages; however, Europa Capital, PA Realty and MJIA may refer potential investors to the Funds.

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

TA Realty has established a Code of Ethics, Conduct and Insider Trading Policy (the “Code”) in accordance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The Code contains provisions that set forth standards of conduct and educates employees about their obligations to clients and obligations to comply with federal and state securities laws. The Code is intended to guide actions related to conflicts of interest and confidentiality. The Code also contains provisions related to reporting violations of, and enforcing, the Code. Each employee is required to acknowledge that he or she received, read and understands the Code at time of hire and on an annual basis thereafter. TA Realty will provide a copy of the Code to any client or prospective client upon request.

TA Realty may from time to time offer its Non-Fund Clients the opportunity to invest in newly formed commingled real estate Funds that it sponsors/manages. In connection with such offers, clients are provided with disclosures that describe TA Realty's involvement with and interests in such Fund. Certain related persons of TA Realty invest in certain of the Funds managed by TA Realty through the sponsor general partner for each such Fund.

TA Realty, through one or more affiliates, co-invests in a limited number of real estate assets or entities with certain of its Fund and Non-Fund Clients. All transactions with respect to the accounts of such clients are executed pursuant to the terms of such clients’ investment management agreements, and, comply with TA Realty’s Code and other policies and procedures.

In addition, TA Realty may from time to time lease a small amount of office space from one of its Funds or Non-Fund Clients on terms that are beneficial to that client.

Principal Transactions

In accordance with the anti-fraud provisions of the Advisers Act and with TA Realty’s internal compliance policies and procedures, TA Realty and its affiliates will not, as principal, sell an investment to, or buy an investment from, any Fund or Non-Fund Client, without providing appropriate disclosure and obtaining the informed consent of such Fund or Non-Fund Client prior to the settlement of such transaction.

Principal transactions may occur, for example, where TA Realty warehouses or seeds an initial portfolio of real estate investments, in whole or in part, in one of its affiliated entities for the benefit of a future TA Realty Fund or Non-Fund Client. In these cases, a Fund or Non-Fund Client may, for example, require that (i) the transaction price be at cost or be determined to be fair by an independent valuation expert or be calculated in accordance with a formula provided for in the governing documents of the Fund or Non-Fund Client and (ii) the consent of the respective limited partner advisory committee, independent client representative or limited partners (or other appropriate owners, as specified by the governing documents of the Fund or Non-Fund Client) be obtained prior to the completion of the relevant transaction or in connection with the limited partners’ subscriptions to the Fund or individual investors’ opening of the Non-Fund Client.

Item 12. Brokerage Practices

Not applicable.

Item 13. Review of Accounts

With respect to real estate investments, each property is monitored regularly by TA Realty's asset managers and independent third-party property management companies. Property reports are prepared monthly and are regularly reviewed (typically at least quarterly) by TA Realty's financial accounting staff. Any findings resulting from these reviews are first resolved by TA Realty's financial accounting staff with the third-party property management companies and then communicated to TA Realty's asset management team for their review and consideration.

Portfolio level financial statements are prepared quarterly and are reviewed by TA Realty's Controller(s) and Vice President (Investor Accounting). TA Realty's Chief Financial Officer, Director of Accounting and portfolio managers are also involved in various review procedures with respect to portfolio level financial statements.

TA Realty provides written quarterly reports, including unaudited financial statements, to all Non-Fund Clients and investors in each Fund. In addition, annual audited financial statements are provided to all Fund investors and all Non-Fund Clients, unless a Non-Fund Client elects not to receive audited financial statements or an annual audit is not required pursuant to the Non-Fund Client's investment advisory, asset management or subadvisory agreement.

Item 14. Client Referrals and Other Compensation

TA Realty does not currently compensate any person who is not a supervised person, including solicitors or placement agents, for client referrals. TA Realty may enter into arrangements with, and compensate, solicitors in connection with establishing core and other customized separate accounts.

TA Realty has and may continue to enter into arrangements with, and compensate, solicitors for investor referrals to the Funds.

In each case, these relationships may be with third party solicitors or affiliates.

Item 15. Custody

TA Realty provides advice regarding real estate investments and generally does not enter into securities transactions on its clients' behalf. For some clients, however, it may make investments in securities (typically money market mutual funds) for cash management purposes, in which case TA Realty may determine the securities, and their amount, to be bought or sold for a client account, the parties with who or through whom the transactions are conducted and approve any fees or charges associated with those investments. With respect to the clients for which TA Realty has custody of the client's funds and/or securities:

- *Opening the Account:* a qualified custodian maintains these funds and/or securities in a separate account for each client under that client's name; or in accounts that contain only clients' funds and/or securities, under TA Realty's name as agent or trustee for the clients (each a "Qualified Account");
- *Client Notifications:* except as described below in connection with the audit exception for pooled investment vehicles, when TA Realty has custody of client funds or securities and opens a new Qualified Account, or any information related to a Qualified Account changes, TA Realty promptly notifies the applicable client by communicating the name and address of the relevant qualified custodian and the manner in which the funds or securities are maintained in the Qualified Account;
- *Audit Exception for Pooled Investment Vehicles:* each Non-Fund Client and/or Fund (except for those identified in the next bullet) that is either a limited partnership, limited liability company, corporation or other type of pooled investment vehicle which is audited on an annual basis by an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and for which TA Realty distributes audited financial statements (which are prepared in accordance with generally accepted accounting principles) to each applicable Non-Fund Client and each investor in the Funds, within 120 days of the end of the fiscal year of the applicable Non-Fund Client or Fund is a "Qualified Fund". For each TA Realty client that is a Qualified Fund, TA Realty distributes such client's audited financial statements prepared in accordance with generally accepted accounting principles to all limited partners (or members or other beneficial owners) within 120 days of the end of such client's fiscal year. TA Realty is not required to (i) provide the client notifications regarding such Qualified Account, (ii) have a reasonable belief the qualified custodian delivers account statements directly to the client or (iii) conduct a surprise audit with respect to such Fund or Non-Fund Client; and
- *Surprise Audit:* for Non-Fund Clients and/or Funds, if any, that are not audited (or that are audited, but whose audit does not fully satisfy the criteria for the audit exception described above), TA Realty satisfies the applicable Custody Rule annual independent verification requirement under Rule 206(4)-2(a)(4) by engaging an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, to conduct an annual surprise examination (i.e., at a time that is chosen by the accountant without prior notice or announcement and that is irregular from year to year) of these clients' funds and/or securities. The accountant files a certificate on Form ADV-E with the Securities and Exchange Commission ("SEC") within 30 days after the completion of the examination, stating that it has examined the funds or securities and describing the nature and extent of the examination. If the accountant found any material discrepancies during the course of the examination, the accountant would notify the SEC's Office of Compliance Inspections within one business day of the finding. Such clients will receive account statements from a qualified custodian on a quarterly or more frequent basis. Such clients may also receive periodic account statements from TA Realty. Clients should carefully review account statements received from the qualified custodian and compare such account statements with those, if any, received from TA Realty.

Item 16. Investment Discretion

All of TA Realty's Funds and certain of its Non-Fund Clients are managed on a discretionary basis. Certain of its Non-Fund Clients have specific procedures for recommending and obtaining approval to consummate investment transactions. The specifics of TA Realty's authority to manage the assets of a Non-Fund Client are set forth in the applicable investment advisory, asset management or subadvisory agreement(s). The specifics of TA Realty's authority to manage the assets of each Fund are set forth in each Fund's Limited Partnership Agreement.

The scope of restrictions on TA Realty's authority to recommend real estate investments are set forth in the applicable investment advisory, asset management or subadvisory agreements for Non-Fund Clients or in the applicable Limited Partnership Agreements for Funds managed by TA Realty. These investment restrictions generally include limitations on the amount of investments made in certain property types, the amount of investments made in certain geographic locations and the size of individual investments relative to the size of a given portfolio.

Item 17. Voting Client Securities

TA Realty invests primarily in real estate assets on behalf of its clients and its investment strategies generally do not intend to invest client assets in voting securities. As such, TA Realty does not ordinarily receive proxy voting proposals or solicitations (“Proxies”) with respect to securities. However, from time to time, client accounts may hold shares of unaffiliated money market mutual funds (“Cash Sweep Funds”) used to earn a return on any uninvested cash balances and/or client accounts may enter into joint venture arrangements with other parties (“Joint Ventures”), among other permissible investments for client accounts that could generate Proxies. TA Realty may receive Proxies with respect to Cash Sweep Funds, Joint Ventures, and other such investments.

To the extent that TA Realty exercises, or is deemed to have exercised, voting authority over investments held in client accounts, TA Realty’s general policy is to vote Proxies in a manner that serves the best interest of the account, as determined by TA Realty in its discretion in accordance with applicable client guidelines and governing documents.

In the event TA Realty receives Proxies for a Cash Sweep Fund, TA Realty intends to vote those Proxies as recommended by the Cash Sweep Fund’s trustees who are not interested persons of the Cash Sweep Fund within the meaning of the Investment Company Act of 1940, as amended. In the event TA Realty is asked to vote in a matter relating to a client’s participation in a Joint Venture, TA Realty will vote in a manner that serves the best interest of the client account taking into consideration, among other things, the investment strategy being pursued by TA Realty on behalf of such client, and the facts and circumstances that necessitated the vote being solicited, as determined by TA Realty in its discretion in accordance with the Joint Venture governing documents.

In the event that a conflict of interest arises between a client account and TA Realty in its capacity as investment adviser with respect to certain Proxies, TA Realty will provide full and fair disclosure of the conflict to the applicable client and obtain the consent of the client before voting such Proxy. If obtaining a client’s consent prior to voting the Proxy is not possible for any reason, TA Realty may, but is not required to, instead delegate the voting authority to an independent third party.

TA Realty generally does not accept client-directed voting requests but may do so in its sole discretion on a case-by-case basis.

Upon request, TA Realty will provide clients with a copy of TA Realty’s Proxy Voting Policy and/or information about how TA Realty voted with respect to any proxies received for the client’s account.

Item 18. Financial Information

None.