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Form ADV Part 2A | Firm Brochure

March 2020

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This brochure provides information about the qualifications and business practices of Kildare Partners US, LLC and its advisory affiliates described herein. If you have any questions about the contents of this brochure, please contact John Collins, Chief Compliance Officer, at (214) 756-6034 or [jcollins@kildarepartners.com](mailto:jcollins@kildarepartners.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 Kildare Partners US, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## ITEM 2. MATERIAL CHANGES

Kildare Partners US, LLC and its advisory affiliates, described herein, are providing this brochure as part of its Form ADV 2020 Annual Amendment. There are no material changes to this Form ADV, Part 2A.

Pursuant to SEC rules, Kildare Partners US, LLC will ensure that clients receive a summary of any material changes to this brochure and subsequent brochures within 120 days of the close of the fiscal year. Clients may request the most recent version of the brochure by contacting John Collins, Chief Compliance Officer, at (214) 756.6034 or [jcollins@kildarepartners.com](mailto:jcollins@kildarepartners.com).

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### ITEM 4. ADVISORY BUSINESS

Kildare Partners US, LLC, a Delaware limited liability company (“KUS” or the “Filing Adviser”), was formed in 2013 and has its principal office and place of business in the United States. KUS is owned in part by Kildare Management, Ltd., a Bermuda exempted company (“KML”), and Ellis Short IV, KUS’ Managing Director. KML serves as the investment adviser to Kildare European Partners I, L.P., a Bermuda exempted limited partnership (“KEPI”), and Kildare European Partners II, L.P., a Bermuda exempted limited partnership (“KEPII”). In its capacity as investment adviser, KML relies on the resources of its subsidiaries, including the Filing Adviser and Kildare Acquisitions Ireland, Ltd., an Irish private company (“KIR”), Kildare Partners UK, LLP, a U.K. limited liability partnership (“KUK”), Kildare Acquisitions Italy S.r.l., an Italian private company (“KIT”), Kildare Acquisitions Netherlands B.V., a Netherlands private company (“KNL”), Kildare Partners Luxembourg S.à.r.l, a Luxembourg private company (“KPL”), Kildare Acquisitions Germany GmbH (“KAG”), a German private company, Kildare Partners Portugal, Unipessoal Lda (“KPT”) a Portuguese private limited liability company, Curzon Advisers, Ltd., a U.K. private limited company, Curzon Advisers Germany GmbH, Curzon Advisers Italy Srl (collectively, “Curzon”), and each of their affiliates. KUK is owned by Kildare Corporate Member, Ltd., a U.K. limited company (“KCML”), and Kildare Corporate Member Two, Ltd. (“KCML2”). The Filing Adviser, KIR, KIT, KNL, KPL, KAG, KPT, KCML, and KCML2 are wholly owned by KML. Curzon is wholly owned by Curzon Holdings, Ltd., a Bermuda exempted company (“CHL”). Kildare Holdings, Ltd. (“KHL”) and CHL are both wholly owned by The Kildare Holdings Trust (“KHT”) which is controlled by its trustee, Kildare International, Ltd., a Bermuda exempted company (“KIL”). Ellis Short IV is the beneficiary of KHT.

KHL is the general partner of Kildare GenPar I, L.P. (“KGPI”) and Kildare GenPar II, L.P. (“KGPII”, collectively the “General Partners”). KGPI and KGPII are the general partners of the Partnerships. KHL is, also, the general partner of KEP Investors GenPar, L.P. (“KEP GenPar”),

the general partner of KEP Investors, L.P. ("KEP Investors") and KEP Investors A, L.P. ("KEPA Investors").

KHL is, also, the general partner of KEP II Investors GenPar, L.P. ("KEPII GenPar"), the general partner of KEP II Investors, L.P. ("KEPII Investors", collectively with KEPI, KEP Investors, KEPA Investors, and KEPII the "Partnerships").

KHL, KGPI, KEP GenPar, KGPII, KGPII GenPar, KML, Curzon, KIR, KUK, KIT, KNL, KPL, KPT and KAG are under common control with KUS and will collectively conduct a single advisory business.

The Partnerships invest in real estate and real estate-related assets principally in Western Europe, which may include, without limitation, investments directly or indirectly in multi-family, retail, industrial, hotels and other hospitality related assets, commercial office, and operating companies and financial institutions that have significant real estate assets as determined by the General Partners. The Partnerships may acquire or invest in any real estate or real estate-related assets directly or indirectly by equity investments or indebtedness secured by real estate or interests in companies directly or indirectly holding real estate, portfolios of non- and sub-performing loans secured by real estate or real estate-related assets and mortgage-backed securities and collateralized debt obligations of all types, secured and unsecured debt, securities, follow-on and supplementary investments to investments made by the Partnerships, and any other types of incidental assets that are part of an investment. The Partnerships may invest in or acquire such assets directly, or indirectly through partnerships, joint ventures, alternative investment vehicles (including special investment vehicles) or otherwise.

KUS is registered with the SEC as an investment adviser.<sup>1</sup> Pursuant to applicable SEC guidance, affiliates of KUS are covered by KUS' registration as relying advisers. As such, this Form ADV Part 2A is intended to cover the investment advisory activities of KHL, KML, KUS, KIR, KUK, KIT, KNL, KPL, KAG, KPT and Curzon. References to the Adviser herein shall include these entities as applicable.

The Adviser does not currently provide investment advisory services to clients apart from the Partnerships, although it may do so in the future. The Adviser tailors its investment advice for the Partnerships in accordance with the investment objective and strategy of the Partnerships, as set forth in the private placement memorandums, limited partnership agreements, and other governing documents (collectively referred to as the "Partnership Documents"). In the future, should the Adviser provide investment advisory services to clients other than the Partnerships, it will tailor its investment advice for each client in accordance with the investment objective and strategy of the applicable client, as outlined in the client's Partnership Documents.

The Adviser does not tailor its advisory services to the needs of any particular investor in the Partnerships.

As of December 31, 2019, the Adviser manages approximately \$2,440,412,440 of client assets on a discretionary basis. The Adviser does not manage any client assets on a non-discretionary basis.

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<sup>1</sup> Registration does not imply a certain level of skill or training.

## ITEM 5. FEES AND COMPENSATION

### COMPENSATION FOR ADVISORY SERVICES

*Management Fee.* For its investment advisory services, the Adviser or its affiliates receives an annual management fee from the Partnerships (the “Management Fee”), payable on a monthly basis. As more fully described in the Partnership Documents, during the period in which the General Partners may call capital from the limited partners (the “Commitment Period”), the Partnerships will pay a Management Fee equal to an annual rate generally ranging from 0.75% to 1.00% of limited partners’ total commitments or Net Invested Equity. Following the Commitment Period, the Partnerships will pay a Management Fee equal to an annual rate generally ranging from 0.65% to 0.75% of limited partners’ Net Invested Equity. As used herein, “Net Invested Equity” shall mean the aggregate outstanding capital contributions of the partners to the Partnerships allocated to investments that have not been liquidated (or the portion that has not been liquidated) or permanently written-off to zero by the Partnerships.

*Carried Interest.* In addition to the Management Fee received by the Adviser, the General Partners are entitled to a percentage of the gains realized by the Partnerships after partners have received the return of all contributed capital plus a compounded annual preferred return. For a further discussion on Carried Interest, see *Item 6: Performance-Based Fees and Side-by-Side Management*.

*Other Types of Fees and Expenses.* In addition to the Management Fee, the Adviser may seek reimbursement from the Partnerships for expenditures designated as reimbursable under the terms of the Partnership Documents. Such expenditures may include, but are not limited to, organizational and syndication expenses incurred in the formation and closing of the Partnerships, the General Partners, and any feeder entity or the general partner of any feeder entity. The Partnership Documents provide a cap on the organizational expenses chargeable to the Partnerships. Pursuant to the terms of the Advisory Agreements, the Adviser has agreed to bear the economic burden of organizational expenses in excess of \$1.5 million for KEPI and KEPH.

Curzon provides special servicing, loan servicing, underwriting, due diligence, and asset management services to the Partnerships in exchange for fees, as set forth in the Partnership Documents.

The Partnerships will generally bear all costs and expenses related to its operations and the operations of any feeder entity, including but not limited to: (1) brokerage commissions and settlement charges; (2) custody and clearing fees; (3) interest expenses and hedging costs; (4) any withholding or transfer taxes; (5) all expenses incurred in connection with locating, evaluating and implementing potential investments, including research related expenses; (6) expenses incurred in the operation of the Partnerships or any feeder entity, including administration, accounting, audit and tax; (7) loan servicing fees; (8) insurance premiums; (9) corporate secretarial and legal expenses; (10) costs of any litigation or investigation involving the Partnerships’ activities; (11) expenses related to consummated transactions, such as financing and consulting fees, property management fees, legal fees, brokerage commissions, and transaction fees; (12) third-party expenses related to unconsummated transactions; and (13) costs associated with reporting and providing information to existing and prospective investors.

The Adviser does not currently utilize the services of a third-party placement agent, though it may do so in the future. Should a third-party placement agent be engaged, the General Partners will assume responsibility for the payment of all fees and expenses related to such agent.

Clients will incur brokerage and other transaction costs. For further discussion of these and related items, please see *Item 12: Brokerage Practices*.

#### DEDUCTION OF FEES

*Management Fee.* Management Fees are deducted out of the distributable funds of the Partnerships or paid pursuant to capital calls on the limited partners' unfunded commitments.

*Carried Interest.* Performance-based compensation is allocated and paid to the General Partners or their affiliates from the assets of the Partnerships.

*Timing.* Management Fees are charged monthly.

#### FEES PAID IN ADVANCE AND REFUNDS

The Partnership is a closed-end fund; therefore, investors generally do not have the ability to withdraw from the Partnerships. To the extent that an investor is permitted to withdraw from the Partnerships, no portion of the pre-paid Management Fee would be refunded.

Fees charged to the Partnerships are non-negotiable.

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

The General Partners are entitled to a certain percentage of the actual returns in excess of specific performance hurdles of the Partnerships ("Carried Interest"). Carried Interest is similar to a performance-based fee and may vary over time with the Partnerships' performance. As more fully described in the Partnership Documents, the General Partners are entitled to receive their Carried Interest at established payment levels within the Partnerships' distribution hierarchy (i.e., waterfall). Carried Interest is structured at the Partnership level and is not paid on an investment-by-investment basis. Carried Interest payments may begin once the partners have received from the Partnerships, on a cumulative basis, a return of all capital contributed and a specific preferred return on all capital contributed to the Partnerships, as further outlined in the Partnership Documents.

Carried Interest may create an incentive for the Adviser to make more speculative investments on behalf of the Partnerships than it would otherwise make in the absence of such profits interest. The Partnerships' investment approach, strategy and focus are defined in the Partnership Documents and the Adviser manages the Partnerships' assets in accordance with these terms. The Adviser seeks to manage potential conflicts of interest in good faith, and subject to the provisions of the Partnerships' governing documents. The Adviser is guided by its fiduciary duties to the Partnerships on any matter involving a conflict of interest.

### ITEM 7. TYPES OF CLIENTS

The Adviser provides investment advisory services exclusively to the Partnerships.

The underlying investors in the Partnerships are typically institutional investors, including but not limited to foundations and endowments, public and private pension plans, sovereign wealth funds, state and municipal government agencies, high net worth individuals, and corporations.

Each investor in the Partnerships must be an “accredited investor” within the meaning of Regulation D promulgated by the SEC under the U.S. Securities Act of 1933, as amended, must be a “qualified purchaser” within the meaning of Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, and is required to make certain representations and provide documentation to assure compliance by the Partnerships with applicable anti-money laundering laws. The minimum initial commitment for an investor in the Partnerships is \$25-\$50 million USD, although the General Partners reserve the right to accept commitments of lesser amounts.

The Adviser or its affiliates may, in the future, provide advisory services to additional clients, either directly or through another entity, including, but not limited to, other pooled investment vehicles, trusts, institutions, high net worth individuals, investment companies, pension plans, sovereign wealth funds, family offices, foundations, and endowments.

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

*The information included in this brochure does not include every potential risk associated with each investment strategy or security. Investors and prospective investors in the Partnerships are urged to ask questions regarding risk factors applicable to a particular investment strategy or security, read all product-specific risk disclosures (for example, the Partnerships’ fund documents) and determine whether a particular strategy or type of security is suitable for his/her/its own account in light of his/her/its circumstances, investment objectives and financial situation. Investing in securities involves risk of loss that investors should be prepared to bear.*

### METHODS OF ANALYSIS

The Adviser and its affiliates provide a variety of investment management services to the Partnerships, including origination, underwriting and asset management. Various methods of analysis are employed throughout the life of an investment.

**Origination.** The Adviser is responsible for originating, pricing and closing the Partnerships’ investments. The Adviser, through its subsidiaries and affiliates, employs investment professionals in the Partnerships’ target markets. By having investment professionals located in those markets, the Adviser believes origination opportunities for distressed debt portfolios and real estate assets can be readily identified and efficiently executed. These professionals conduct extensive analysis and due diligence on each potential investment and utilize relationships with counterparties to capture market share and negotiate transactions.

**Underwriting and Due Diligence.** KML has engaged Curzon to perform diligence reviews and pricing evaluations. Beginning with a bottom-up individual asset valuation, Curzon applies various valuation methodologies, depending on market conditions, which may include income capitalization, sales comparison and replacement cost. Once the underlying collateral is valued, Curzon overlays the projected costs associated with management and realization of the transaction, taking into consideration such factors as: (1) due diligence costs; (2) portfolio level costs; (3) legal/foreclosure costs; (4) tax costs; (5) servicing costs; (6) senior liens; (7) resolution

timing; (8) financing costs; and (9) hedging costs. Taking into account the results of the asset level valuation exercise and additional cost considerations, a recommended price for the transaction is established, utilizing a discounted cash flow methodology.

**Approval.** Upon completion of underwriting, due diligence and pricing, all proposed transactions are documented in a memorandum and reviewed by the investment committee, consisting of Ellis Short IV, Jay McLennan and Paul Patel (the “Investment Committee”), for recommendation to the Adviser. Each Investment Committee decision requires approval from at least two of its three members. The Adviser, acting through its independent board, considers potential investments only if they have been recommended by the Investment Committee. Once approved by the Adviser, the investment is deemed formally approved and the Adviser engages Curzon to proceed with closing the transaction.

**Investment Management.** During the critical period from the point at which an agreement for a potential transaction is executed until the closing date of that transaction, Curzon, the Partnerships’ dedicated loan servicing and asset management company, works closely with the counterparty to ensure that day-to-day loan servicing and asset management activities are performed in accordance with the Partnerships’ business plan for each asset until closing. Once the transaction is closed, asset management and portfolio management work together to prepare the Asset Management Plan (the “AMP”) that is submitted to the Asset Review Committee (the “ARC”) for review and approval.

Consistent with the disciplined approach of valuing the underlying collateral during underwriting, the creation of an AMP ensures that a comprehensive valuation analysis is likewise prepared to establish a benchmark for asset liquidation. This analysis includes an examination of the leasing and sales markets, a physical inspection of the collateral and a review of the property’s accounting records. Legal due diligence and industry research relevant to each individual or corporate borrower is also conducted. The AMP requires each asset manager to formulate an action plan that takes into account each aspect of the asset management process including cash collection, the enforcement of legal remedies and the targeted liquidation strategy. Curzon is responsible for implementing each approved AMP.

The ARC is responsible for review, modification and implementation of each asset’s AMP. The portfolio manager, the President of Curzon and the Chief Investment Officer of Kildare are represented on the ARC, which meets on a regular basis, but no less than monthly. Upon approval by the ARC, the AMP becomes the central mechanism for action and defines the parameters within which an asset management team is authorized to execute a transaction. This asset-by-asset decision making process is designed to create a streamlined approach that allows asset management teams to carry out business plans in an expedient, value-maximizing manner without being restrained by lengthy review and approval processes.

**Hedging Practices.** The Partnerships are denominated in U.S. dollars but invests on a global basis. Therefore, there exists, certain risks associated with foreign currency and interest rate exposure. The Adviser employs currency strategies that attempt to mitigate fluctuations in currency exchange rates. A committee consisting of senior members of the investment and operations teams regularly reviews projected cash flows, currency and interest rate exposure, and makes decisions related to hedging strategy, including counterparties engaged to execute the transactions. In connection with non-U.S. dollar denominated investments of the Partnerships, the Adviser may use forward foreign exchange contracts and foreign currency options to manage



foreign currency exposure. Should an investment have interest rate exposure, the Adviser may use interest rate swaps, options or caps to mitigate interest rate volatility.

#### VALUATION OF INVESTMENTS

The Partnerships record all investments at fair value in accordance with Financial Accounting Standards Board (“FASB”), Accounting Standards Codification (“ASC”) 820, *Fair Value Measurement* (“ASC 820”), which defines fair value, sets a framework for measuring fair value and requires certain disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., exit price). Pursuant to its advisory agreement with the Partnerships’ special investment vehicles, Curzon facilitates the valuation process by managing the flow of information received regarding investments. Once an investment acquisition is closed, Curzon creates an AMP that includes a detailed initial projected cash flow model for the investment.

Fair value is generally based on a discounted cash flow analysis, which is a variation of the income approach. The income approach involves discounting projected cash flows of the investment at a rate commensurate with the level of risk associated with those cash flows. The future cash flows and valuation models are provided by Curzon. All valuations must be approved by the Valuation Committee, a group of senior professionals that meets quarterly to review cash flow projections, discount rates and valuations created with input from Curzon.

Investments that are listed on an exchange are valued at their last closing price on or prior to the measurement date. Discounts are applied, where appropriate, to reflect restrictions on the marketability of the investment or other contractual discounts.

Investments that are not listed on an exchange but are traded over-the-counter are valued at the representative “bid” price if held long and at the representative “ask” price if held short, unless there have been identifiable transactions in the security or asset, in which case the last price paid overrides the price quotations (if such price is available).

When the Valuation Committee deems it necessary or advisable, investments are valued based on proprietary pricing models developed by the Adviser or other service providers.

All investments are initially valued in the applicable local currency and then translated into U.S. dollars using the applicable exchange rate on the measurement date.

In determining fair value, the Adviser is required to use valuation techniques that use observable inputs and unobservable inputs. Based upon the observability of the inputs used in the valuation techniques, disclosures are required to provide details regarding the information used to determine fair value. Financial assets and liabilities carried at fair value are classified and disclosed by the level of input defined in one of three categories:

#### LEVEL 1

Quoted prices (unadjusted) in active markets for identical investments at the measurement date are used. The types of investments generally included in Level 1 are publicly-traded securities. The quoted prices for Level 1 investments are not adjusted.

#### LEVEL 2

Pricing inputs, other than quoted prices included within Level 1, include those that are observable for the investment, either directly or indirectly. Level 2 pricing inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, inputs other than quoted prices that are observable for the investment, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. The types of investments generally included in Level 2 are restricted securities listed in active markets, corporate bonds and certain loans.

### LEVEL 3

Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment. The inputs used in the determination of fair value require significant judgment and estimation. The types of investments generally included in Level 3 are real estate assets, performing and non-performing loans.

In certain cases, the inputs used to measure fair value for individual financial assets and liabilities may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input to the valuation of an investment in its entirety requires judgments and considers factors specific to the investment. The categorization of an investment within the hierarchy is based on the pricing transparency of the investment and does not necessarily correspond to the perceived risk of that investment.

All of the Partnerships' investments are classified as Level 3 investments. Derivative instruments used to mitigate fluctuations in foreign currency exchange rates are classified as Level 2.

For real estate assets, fair value is typically calculated using one of the following three approaches: (1) sales comparison; (2) income capitalization; or (3) replacement cost. Assumptions used to value the asset vary based on location, property type, etc. For performing loans and non-performing loans, the original value is based on the underwritten value. Subsequent values are based on appraisals, offers, contracts, verbal communication with the borrower, etc. The discount rates applied to expected future cash flows are estimates of market rates based on the nature, location, risks, and leverage inherent in the investments and underlying assets. The expected future cash flows are then discounted to arrive at the estimated fair value.

### INVESTMENT STRATEGY

As discussed more fully in the Partnership Documents, the Partnerships invest in real estate and real estate-related assets principally in Western Europe, with a focus on performing, sub-performing, and non-performing loans secured directly or indirectly by commercial and other real estate assets and control positions in financial institutions and other operating companies that have significant real estate-related assets.

### GENERAL RISKS

There are general risks related to the investment strategy of the Partnerships as applicable, including, but not necessarily limited to, the following:

**General Investment Risk.** Opportunistic investments in financial, real estate, and other investment assets including but not limited to, investments in secured and unsecured debt, financially oriented operating companies, real estate-related operating companies and securities,

including real estate portfolios, single asset acquisitions, commercial mortgage backed securities, joint ventures, development opportunities, tax exempt bonds, and limited partnership interests, are subject to various risks, including adverse changes in national or international economic conditions, local market conditions, availability or terms of debt financing, interest rates, governmental rules and fiscal policies, and energy prices, as well as risks due to dependence on cash flow, acts of God, unforeseen events, uninsurable losses, and other factors which are beyond the control of the Adviser.

Global financial markets have experienced a variety of difficulties and changed economic conditions over the past several years. Several financial institutions have taken significant write-downs on their assets. These conditions have had significant adverse effects and may continue to have significant adverse effects on the global financial markets. In addition, many market participants have indicated that they expect further adverse developments in the near term. These developments, if continued, and new developments, if they occur, could have a significant effect upon the availability and terms of financing, as well as the liquidity of assets and the purchase and sale price of assets. Accordingly, such developments could adversely affect the Partnerships' ability to make or dispose of investments, the type of investments that the Partnerships may make, its ability to value assets, its ability to find sufficient investment opportunities and the returns received or loss of principal experienced by the Partnerships with respect to its investments.

**Investment in Troubled Assets.** The Partnerships may make investments in secured and unsecured non-performing loans or other troubled assets that involve a significant degree of legal and financial risk and, particularly in the international context, political risks. Furthermore, investments in assets operating in workout modes or under Chapter 11 of the U.S. Bankruptcy Code, as amended, and other comparable reorganization laws may, in certain circumstances, be subject to certain additional potential liabilities that may exceed the value of the Partnerships' original investment. In addition, under certain circumstances, payments to the Partnerships and distributions by the Partnerships to the partners may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment. Moreover, particularly with respect to international investments in secured and unsecured non-performing loans or other troubled assets, there are additional risks and uncertainties related to litigation, bankruptcy, and other laws and regulations affecting the rights and remedies of the Partnerships, which can create additional financial risks to the Partnerships.

**Risks of Investing in Real Estate-Related Assets.** The Partnerships may make investments in real estate assets and real estate-related investments, including debt secured by real estate assets or operating companies with significant real estate assets. Such assets are subject to various risks associated with the real estate industry generally, including adverse changes in the financial conditions of tenants, buyers, and sellers of properties; the availability of financing and changes in interest rates; real estate taxes, interest rates, and other operating expenses; insurance; environmental laws and regulations, zoning laws, and other governmental rules and fiscal policies; the relative popularity of certain property types and locations; adverse changes in regional, national or international economic conditions; adverse local market conditions; adverse changes in the underlying value of the investment; dependence on cash flow; potential limited recourse against prior owners or third parties with respect to unknown liabilities; uninsurable losses; acts of God; other factors beyond the control of the Adviser; and the presence of, or availability of, certain construction materials.

Developments in global and local financial and real estate markets over the past few years, and new developments in those markets, if they occur, may result in reductions in the value of real property interests. The real estate assets associated with the Partnerships' investments may be or become non-performing after acquisition for a wide variety of reasons. Such non-performing real estate investments may require a substantial amount of workout negotiations and/or restructuring, which may entail, among other things, a substantial write-down of such loan or asset. However, even if an asset is performing as expected, a risk exists that, upon maturity of financing, replacement "takeout" financing will not be available or will not be available on attractive terms. It is possible that the Adviser would find it necessary or desirable to foreclose on some of the collateral securing one or more debt investments, but such remedy may not be available in the jurisdiction where the property is located, and may not be comparable to a foreclosure action in the U.S., if it is available. Even if foreclosure is an option, the foreclosure process can be lengthy and expensive. At any time during the foreclosure proceedings, the borrower may file for bankruptcy, which may have the effect of further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral property and may result in disrupting ongoing leasing and management of the property.

**Risks Associated with Commercial Mortgage Loans.** The Partnerships may invest in commercial mortgage loans. The value of the Partnerships' commercial mortgage loans and the underlying commercial mortgage-backed securities will be influenced by the historical rate of delinquencies and defaults experienced on the commercial mortgage loans and by the severity of loss incurred as a result of such defaults. The factors influencing delinquencies, defaults, and loss severity include: (1) economic and real estate market conditions by industry sectors (e.g., multifamily, retail, office); (2) the terms and structure of the mortgage loans; and (3) any specific limits to legal and financial recourse upon a default under the terms of the mortgage loan.

Commercial mortgage loans are generally viewed as exposing a lender to a greater risk of loss through delinquency and foreclosure than lending on the security of single-family residences. The ability of a borrower to repay a loan secured by income-producing property typically is dependent primarily upon the successful operation and operating income of such property (i.e., the ability of the tenants to make lease payments, the ability of the property to attract and retain tenants, and the ability of the owner to maintain the property, minimize operating expenses, and comply with applicable zoning and other laws) rather than upon the existence of independent income or assets of the borrower. Most commercial mortgage loans provide recourse only to specific assets, such as the property, and not against the borrower's other assets or personal guarantees.

Commercial mortgage loans that may be acquired generally do not fully amortize, which can necessitate a sale of the property or refinancing of the remaining "balloon" amount at or prior to maturity of the mortgage loan. Accordingly, investors in commercial mortgage loans and commercial mortgage-backed securities bear the risk that the borrower will be unable to refinance or otherwise repay the mortgage at maturity, thereby increasing the likelihood of a default on the borrower's obligation. Exercise of foreclosure and other remedies may involve lengthy delays and additional legal and other related expenses on top of potentially declining property values. In certain circumstances, the creditors may also become liable upon taking title to an asset for environmental or structural damage existing at the property.

If the Partnerships elect to originate commercial mortgage loans, the Partnerships will be subject to the laws, rules and regulations of various federal, state, and local government agencies regarding the origination, processing, underwriting, sale, and servicing of mortgage loans. These

laws, rules and regulations, among other things, may limit the interest rates, finance charges and other fees mortgage originators may charge, require mortgage originators to make extensive disclosure, prohibit discrimination, and impose qualification and licensing obligations and reporting and net worth requirements on mortgage originators. In addition, mortgage originators are subject to inspection by government agencies. A mortgage originator's failure to comply with these requirements could lead to, among other things, the loss of approved status, termination of contractual rights without compensation, demands for indemnification, or mortgage loan repurchases, class action lawsuits, and administrative enforcement actions. In addition, the Partnerships' election to originate commercial mortgage loans could have significant tax consequences for the investors in the Partnerships. Potential investors in the Partnerships are strongly urged to consult their own tax and legal advisors with respect to the tax and other legal aspects of an investment in the Partnerships and the transactions contemplated hereby.

Global financial and real estate markets have experienced a variety of difficulties and changed economic conditions in recent years. In particular, delinquencies and losses with respect to mortgage loans (in particular, subprime mortgage loans and second-lien mortgage loans) and the leverage lending markets have increased and may continue to increase. These conditions have had significant adverse effects and may continue to have significant adverse effects on the global financial markets generally, including the commercial mortgage market. Numerous laws, regulations, and rules related to the servicing of mortgage loans, including foreclosure actions, have been, and continue to be, proposed by various governmental authorities. If enacted, these laws, regulations, and rules may result in delays in the foreclosure process, reduced payments by borrowers, or increased servicing expenses.

**Credit Risks.** The Partnerships' investments could lose money if the issuer or guarantor of a fixed income security is unable or unwilling, or is perceived by market participants, ratings agencies, pricing services, or others, as unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Securities are subject to varying degrees of credit risk, which are often reflected in their credit ratings. The downgrade of the credit of a security held by the Partnerships may decrease its value. "Distressed" assets are generally considered to have significant credit risk. With respect to the financing strategies and hedging services described herein, the Partnerships may also be subject to the risk that a counterparty to a financing arrangement or derivatives contract may be unable or unwilling to honor its obligations because of the counterparty's financial condition or insolvency.

**Risks Associated with High Yield Commercial Mortgage-Backed Securities.** The Partnerships may invest in commercial mortgage-backed securities and other mortgage-backed securities, including subordinated tranches of such securities. In general, risk factors discussed herein pertaining to mortgage loans (and the type of property securing such mortgage loans), would similarly pertain to any mortgage-backed security in which the Partnerships invests. Some or all of the commercial mortgage-backed securities contemplated to be acquired by the Partnerships may not be rated, or may be rated lower than investment-grade securities, by one or more nationally recognized statistical rating organizations. Most of the mortgage-backed securities acquired by the Partnerships are typically lower-rated or unrated, and the original ratings of many of these securities were withdrawn or downgraded to levels that are significantly below investment grade. Lower-rated or unrated commercial mortgage-backed securities in which the Partnerships may invest have speculative characteristics that can involve substantial financial risks. Securities rated lower than "B" can be regarded as having extremely poor prospects of ever attaining any real investment standing and may be in default. Existing credit

support and the owner's equity in the property may be insufficient to protect the Partnerships from loss. If the Partnerships invest in subordinated commercial mortgage-backed securities in particular, the Partnerships will be first in line among debt holders to bear the risk of loss from collateral delinquencies and defaults.

The value of commercial mortgage-backed securities and other mortgage-backed securities in which the Partnerships may invest generally will have an inverse relationship with interest rates. Accordingly, if interest rates rise, the value of such securities will decline. In addition, to the extent that the mortgage loans that underlie specific mortgage-backed securities are prepayable, the value of such mortgage securities may be negatively affected by increasing prepayments, which generally occur when interest rates decline. Typically, commercial mortgage loans are not prepayable or are subject to prepayment penalties or interest rate adjustments, while the principal on most residential mortgage loans generally may be prepaid at any time without penalty.

**Leverage.** The Partnerships' ability to achieve or surpass target rates of return on the investments may depend on the ability to access sufficient financing sources on desirable terms. The Partnerships may, directly or indirectly, utilize various types of financing, such as repurchase agreements, swaps, and multi-tiered credit arrangements many of which contain inherent risks. The Partnerships' investments are typically financed by initially borrowing under the Partnerships' line of credit and/or third party financings typically by a subsidiary of the Partnerships, subsequently to be replaced with portfolio level financing that is secured by the specific investment that is being financed. This leverage will increase the exposure of such investments to adverse economic factors such as significantly rising interest rates, increased risk spreads, severe economic downturns, or deterioration in the condition of the investment or its corresponding market. Generally, the presence of leverage in the Partnerships' investments will magnify their volatility and may substantially increase the Partnerships' risk profile. In the event a specific investment is unable to generate sufficient cash flow to meet a margin call or a principal or interest payment required to maintain the financing arrangement related to an investment, the value of the Partnerships' equity position in that investment could be significantly reduced or even eliminated.

The current global financial market conditions have reduced the amount of, and decreased the favorability of the terms of, leverage available, which could adversely impact the amount and terms of financing available to the Partnerships or its subsidiaries, which could, in turn, affect the returns generated by the Partnerships and the ability to structure potential transactions. While the Adviser will take any such reduction in financing into consideration when identifying, conducting due diligence, and structuring potential investments, a decrease in the ability of the Partnerships or its subsidiaries to leverage the investments could adversely affect the returns generated by the Partnerships and could result in fewer investments being made, therefore reducing the diversification of the portfolio.

The Partnerships and its subsidiaries may use a variety of financing sources including, without limitation, bank loans and repurchase agreements. The repurchase agreements used by the Partnerships or its subsidiaries for financing purposes may have various terms ranging from a month or less to five or more years. If a financing arrangement is terminated prior to its expected term, the Partnerships or its subsidiaries may not be able to refinance the underlying investment in a timely manner, or on the same terms as the prior financing arrangement, or on any terms.

In addition to the enhanced portfolio volatility and risk that may arise from the use of leverage, each financing instrument is subject to credit risk with respect to the counterparty. Financing

transactions typically involve the transfer of legal title, pledge, or other encumbrance of the underlying investment of the Partnerships. Repurchase agreements may require the transfer of title to the underlying assets and may reduce the options available to resolve any issues with the counterparty involved in such repurchase agreements. In addition, the number of potential counterparties offering financing of the type desired by the Partnerships and its subsidiaries may be very limited, which may result in less attractive terms and conditions, and concentrations of financings with such counterparties. Accordingly, the insolvency or bankruptcy of a financing counterparty may result in legal action that impairs the value or marketability of the underlying investment, or the Partnerships' ownership rights. There can be no assurance that the Partnerships will recover all or any of the economic value of the investment under such circumstances, and any such recovery may require the payment of substantial legal costs.

**Foreign Investments.** Subject to certain parameters outlined in its governing documents, the Partnerships will predominately focus its investments in Europe, but as part of portfolio acquisitions may acquire assets in other regions or countries, some of which may prove to be politically or economically unstable. Risks to the Partnerships' investments may result from differences between U.S. and non-U.S. countries, such as the absence of uniform accounting, auditing, and disclosure requirements; less government oversight and other legal and regulatory differences, including weaker investor protections and fiduciary duties; less advanced bankruptcy laws; and difficulty in enforcing contractual obligations. Further risks may involve a country's potential economic, political, or social instability, which can lead to expropriation or confiscatory taxation, higher inflation, nationalization, confiscation without fair compensation, or war and can necessitate reliance on a country's diminished economic and physical infrastructure to support investment activity. Such instability may also lead to fluctuations in currency exchange rates that affect the value of the Partnerships' investments, and foreign currency and other restrictions imposed to prevent capital flight, which may make it difficult or impossible to exchange or repatriate foreign currency. In addition, in the changing global political realm, what appears to be a stable political situation at the time of an investment may change significantly before such asset can be realized.

The Adviser analyzes risks in the applicable countries before recommending investments for the Partnerships, but no assurance can be given that a country's political, social, economic, tax, legal or regulatory risk might not adversely affect an investment by the Partnerships. The Adviser attempts to maintain a "currency neutral" position for the Partnerships by hedging, directly or indirectly, certain currency risks, but there is no assurance that the Adviser can minimize currency risk perfectly where the magnitude and timing of future cash flows can only be estimated and are not known with certainty. The Adviser's currency hedging procedures are conducted only as an attempt to minimize or reduce risk, and there can be no assurance that such hedges will be available, be available at a reasonable cost, or be sufficient to eliminate the risk of fluctuations in currency exchange rates. With any hedging transaction, there exists a risk that any counterparty to a hedging transaction will not perform as expected. For additional information on risks associated with hedging transactions, please see the below section labeled "Hedging Transactions".

Laws and regulations of foreign countries may impose restrictions or approval requirements that do not exist in the U.S. and may require the use of financing and structuring alternatives that differ significantly from those customarily used in the U.S. Foreign countries also may impose taxes on the Partnerships, the activities of the Partnerships and/or the partners. The Adviser analyzes risks in the applicable foreign countries before recommending investments therein, but

no assurance can be given that a political, economic, tax, legal or regulatory risk might not adversely affect an investment by the Partnerships.

**Risks Associated with Investments in Finance Companies, Banks, Bank Holding Companies, and other Regulated Institutions.** The Partnerships may invest in finance companies, banks, bank holding companies, or other regulated institutions that operate in highly competitive environments and are subject to extensive regulation. These institutions compete against one another for loans, deposits and other financial services with commercial banks, savings and loan associations, credit unions, other finance companies, mutual funds, insurance companies, brokerages and investment banking firms, and various other non-bank competitors, many of which may not be subject to more governmental regulatory oversight and periodic examination than their competitors. Investments in certain types of institutions that provide secured and unsecured loans are highly speculative and subject to various risks, including adverse changes in national or international economic conditions; adverse local market conditions; changes in availability of debt financing; changes in interest rates; governmental rules and fiscal policies; risks due to dependence on cash flow; risks and operating problems arising out of acts of God and other unanticipated events; uninsurable losses; and other factors that are beyond the control of the Adviser. In the event a finance company, bank or similar institution forecloses on the properties, if any, securing its loans, the finance company would need to operate those properties, thus subjecting the finance company to environmental and other risks associated with the ownership and operation of real property. Furthermore, there can be no assurance that such company would be able to sell its properties at a price that would result in a return on the loans.

**Limited Current Return.** The return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. Developments in global financial markets over the past few years and new developments in global and local markets, if they occur, may adversely impact the ability of the Partnerships to dispose of investments at their expected returns. While current returns from investments may vary, the Adviser generally attempts to maximize realized returns on the disposition of the Partnerships' investments, and as such, will generally not favor early liquidation of an investment or foregoing potential disposition upside to maximize current returns.

**Lack of Liquidity of Investments.** Most of the investments made by the Partnerships are highly illiquid, and there can be no assurance that the Partnerships will be able to realize these investments in a timely manner. It is unlikely that there will be a public market for most of the investments held by the Partnerships. The Partnerships generally will not be able to sell its investments publicly unless their sale is registered under applicable U.S. federal, state or other securities laws, or corresponding laws of non-U.S. jurisdictions, unless an exemption from such registration requirements is available. In some cases, the Partnerships may be prohibited by contract from selling investments for a period of time. In addition, the types of investments held by the Partnerships may be such that they require a substantial length of time to liquidate. In the event of a margin call or other loan repayment at a time in which the Partnerships do not have sufficient cash assets to cover such call or payment, the Partnerships may have to liquidate certain investments at less than their expected returns, thereby resulting in lower realized proceeds to the Partnerships.

**Market Risks.** The Partnerships may make investments that are publicly traded or traded in active private markets. The values of such investments are particularly susceptible to fluctuations based on market trends. Certain worldwide government bodies and central banks have responded



to recent financial market turmoil with extraordinary intervention programs, the success of which has yet to be measured. Thus, credit availability has contracted and financing costs have increased, which have acted as barriers to new, sizeable, leveraged transactions. This reduced (or more expensive) credit availability, along with equity and debt security valuation declines, has negatively impacted the private equity sector. Further changes in stock prices, interest rates, currency exchange rates, or commodity prices could result in changes in the broader marketplace that adversely affect the value of publicly traded investments, particularly with respect to investments located in emerging markets or traded on relatively volatile exchanges. The Partnerships, at the recommendation of the Adviser, may invest in publicly traded securities on markets that are relatively illiquid or volatile. The values of such investments are particularly susceptible to fluctuations based on market trends. The Partnerships may have difficulty disposing of such investments at a price and on terms that are attractive to the Partnerships.

**Swaps and Derivative Investments.** The Partnerships may utilize swaps and other derivative transactions to obtain a desired exposure, and such transactions may expose the Partnerships to risk of loss. To the extent the Partnerships invest in repurchase agreements, swaps, and other “synthetic” or derivative instruments, counterparty exposures can develop and the Partnerships take the risk of nonperformance by the other party on the contract. Transactions such as these, which are entered directly between two counterparties, may expose the parties to the risk of counterparty default.

Derivatives are a financial contract whose value depends on, or is derived from, an underlying product. Some of the risks generally associated with derivatives include the risks that: (1) the value of the derivative will change in a manner detrimental to the Partnerships; (2) another party to the derivative may fail to comply with the terms of the derivative contract; (3) the derivative may be difficult to purchase or sell; and (4) the derivative may involve indebtedness or economic leverage, such that adverse changes in the value of the underlying asset could result in a loss substantially greater than the amount invested in the derivative itself or in heightened price sensitivity to market fluctuations. Derivatives markets can be highly volatile. The profitability of investments by the Partnerships in derivatives depends on the ability of the Adviser to analyze correctly these markets, which are influenced by, among other things, changing supply and demand relationships, governmental, commercial, and trade programs and policies designed to influence world political and economic events, and changes in interest rates. In addition, the assets of the Partnerships may be pledged as collateral in derivatives transactions. Thus, if the Partnerships default on such an obligation, the counterparty to such transaction may be entitled to such collateral.

**Opportunistic Investment Strategy.** The opportunistic investment strategy utilized by the Adviser on behalf of the Partnerships generally does not incorporate consideration of other investments held in the Partnerships’ investment portfolio. Accordingly, portfolio risk controls such as value at risk metrics, investment diversification across regions or industries, or avoidance of risk concentration at the investment portfolio level are typically not considered when assessing the merits of a potential investment. Instead, the Partnerships’ opportunistic investment strategy focuses on the expected returns of each potential investment on an individual basis. This opportunistic investment strategy may result in a significantly higher risk profile of the Partnerships compared to a strategy that actively diversifies investments across type, sector, location, and/or other risk factors.

**Risk of Limited Number of Investments.** The Partnerships may participate in a limited number of investments and, therefore, the aggregate return of the Partnerships may be substantially adversely affected by the unfavorable performance of even a single investment. In addition, the diversification of the Partnerships' investments could be further limited and proportionately more capital employed to the extent the Partnerships invest a significant portion of its capital in a limited number of transactions. The Partnerships' assets may be concentrated in a particular industry, asset category or financial or economic market from time to time and for substantial periods of time. As a result of any such concentration, the Partnerships' assets may be subject to more rapid changes in value than would be the case if the Partnerships' assets were less concentrated and the economic returns of the Partnerships may thereby be materially adversely affected.

**Currency Risk.** The Partnerships may make investments in assets denominated or valued in non-U.S. currencies. To the extent that the Partnerships invest in securities or assets denominated in or indexed to foreign currencies, changes in currency exchange rates bring an added dimension of risk. Currency fluctuations could negatively impact investment gains or add to investment losses. Although the Partnerships may attempt to hedge against currency risk, the hedging instruments may not always perform as the Partnerships expect and could produce losses.

**Expedited Transactions.** Investment analyses and decisions by the Adviser may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to the Adviser at the time of an investment decision may be limited, and the Adviser may not have access to detailed information regarding the investment opportunity, such as physical characteristics, structural, or environmental matters, zoning regulations, or other local conditions affecting an investment. With respect to real estate-related investments, the Adviser may not be able to undertake all appropriate inquiries into the previous ownership and uses of a property consistent with typical commercial or customary practice. Therefore, no assurance can be given that the Adviser will have knowledge of all circumstances that may adversely affect an investment. In addition, the Adviser may rely upon independent consultants in connection with its evaluation of proposed investments; however, no assurance can be given that these consultants will accurately evaluate such investments and the Partnerships may incur liability as a result of such consultants' actions.

**Risks of Environmental Liabilities.** Under various laws, ordinances, and regulations, an owner or operator of real property may become liable for the costs of removal or remediation of certain hazardous substances and other environmental pollutants (including, without limitation, petroleum products, asbestos, and polychlorinated biphenyls) released on, about, under, or in its property. Environmental laws often impose this liability without regard to whether the owner or operator knew of, or was responsible for, the release of hazardous substances or other environmental pollutants. The presence of hazardous substances or other environmental pollutants, or the failure to remediate hazardous substances or other environmental pollutants properly, may adversely affect the owner's ability to sell or use real estate or to borrow outside funds using real estate as collateral. In addition, some environmental laws create a lien on contaminated property in favor of the government for costs it incurs related to the contamination. In addition to cleanup actions brought by governmental agencies and private parties, the presence of hazardous substances or other environmental pollutants on a property may lead to claims of personal injury, property damage or other claims by private plaintiffs. 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 Partnerships to such liabilities.

**Hedging Transactions.** In connection with its management of the Partnerships' assets, the Adviser may recommend that the Partnerships enter into hedging and similar transactions with respect to foreign currency, interest rate and other risks where deemed appropriate and cost effective by the Adviser, however there is no assurance that foreign exchange risk and/or interest rate risk can be perfectly hedged or minimized where the magnitude and timing of future cash flows can only be estimated and not known with certainty. Thus, prudent currency and interest rate hedging policies only serve to minimize or reduce these risks, but not to eliminate them completely. There can be no assurance that the Partnerships will have sufficient liquidity or credit capacity to support the hedging services, and no assurance that hedging techniques will be available, be available at a reasonable cost, or be sufficient to eliminate these risks. In addition, the Adviser may recommend that the Partnerships hedge the investment's currency or interest rate exposure at an amount less than the expected value of that investment. In such cases, the Partnerships may suffer losses from changes in foreign exchange rates or interest rates that may have been recouped through hedging transactions if the investment had been fully hedged. With any hedging transaction, there exists a risk that any counterparty to a hedging transaction will not perform as expected. There may also be complications in the enforcement of hedging transactions in the event of partial or total dissolution of a currency block such as the Euro, the imposition of currency controls, or similar currency market disruption to a hedged currency, and litigation between the Partnerships and the hedging counterparty may result from such complications. Such a disruption to the currency markets may also cause the Partnerships to be unable to implement hedging transactions in the affected markets for an indefinite period. The Partnerships will bear the cost of any hedging transactions entered into on its behalf.

**Valuation Risks.** The Partnerships' investments include numerous illiquid, subordinate, non-traded, or lightly traded investments held in a variety of countries for which a traditional fair market value would be difficult and expensive, if not impossible, to determine. Therefore, the Adviser typically uses discounted cash flow value as a surrogate for traditional fair market value calculations, and may use valuations based on discounted cash flow projections even when market values are available. Discounted cash flow estimates involve calculations of expected future cash flows, the timing of receipt of those expected cash flows and the discount rate applied to the overall cash flows. The discounted cash flow value of the Partnerships' assets includes unrealized gains and losses and may be adjusted by any cash distributed or contributed to the Partnerships or to reflect any permanent impairments to the asset values as determined by the General Partners or the Adviser. Therefore, the value of assets based on discounted cash flows may vary from actual amounts realized upon the disposition of those assets being valued. There can be no assurance that valuation determinations based on discounted cash flow, or the assumptions used to make those determinations, will prove to be accurate. The Partnerships may, in limited situations such as with larger investments comprised of a single asset, rely on valuations it receives from third parties in determining the price paid for assets or the value of such asset. Such valuations may turn out to be inaccurate and therefore affect the Partnerships' returns with respect to such assets. There can be no certainty that the price paid for an asset by the Partnerships will be equal to or less than the determined fair value, and as such, this may have an impact on the fair value as it is calculated on a discounted cash flow, rather than a price paid, basis, and may have an impact on the performance reported to limited partners with respect to individual assets and the Partnerships' entire portfolio.

**Incomplete Experience.** While the Adviser's senior employees have substantial experience with transactions and assets of the type that the Partnerships invests in, other persons who have played active and important roles in the success of prior endeavors of senior investment professionals are not associated with the Partnerships. There can be no assurance that the Adviser possesses all of the skills necessary, absent these other persons, in order to successfully carry out the investment and divestment strategies of the Partnerships. Furthermore, while the Adviser believes that personnel additions provide the requisite additional expertise to make investments consistent with the Partnerships' investment objective, there can be no assurance that the Partnerships can achieve its investment objective or target returns due, in part, to lack of experience in this area.

**Tax Liability.** The limited partners are required to consider their allocable shares of the Partnerships' items of income, gain, loss, deduction, and credit, without regard to whether they have received or will receive any distributions from the Partnerships. Thus, each limited partner is subject to tax on its distributive share of the taxable income of the Partnerships regardless of whether such limited partner receives any actual cash distributions from the Partnerships. Accordingly, a limited partner's tax liability for any taxable year associated with an investment in the Partnerships may exceed (and perhaps to a substantial extent) the cash distributed to that limited partner during the taxable year.

**Foreign Taxes.** A predominate portion of the Partnerships' investments are made outside of the United States and Bermuda. While the Adviser endeavors to structure foreign investments to minimize foreign taxes subject to withholding or payable by the Partnerships with respect to those investments, foreign taxes incurred with respect to those investments may be substantial. While the Partnerships and, accordingly, its limited partners may be entitled to credits against its U.S. income tax liability with respect to such foreign taxes, a tax-exempt limited partner generally is not able to utilize such a tax credit with the result that foreign taxes attributable to a tax-exempt limited partner represent a net reduction in that limited partner's after-tax return.

**Unrelated Business Taxable Income.** While KEP Investors, KEPA Investors and KEP II Investors use commercially reasonable efforts to structure investments to limit the generation of UBTI, the Partnerships are under no obligation to do so and, thus, there can be no assurance that the Partnerships' investments will not generate UBTI, which in some cases may be substantial. Furthermore, the actions taken to minimize the incurrence of UBTI may have adverse tax, economic, or other consequences for other limited partners. In addition, no assurance can be given that future legislation, administrative rulings, or court decisions will not adversely affect the operation of the Partnerships or an investment by a limited partner in the Partnerships.

## ITEM 9. DISCIPLINARY INFORMATION

This Item requires the disclosure of material facts regarding any legal or disciplinary events that would be material to an evaluation of the Adviser. None of Kildare, or any of its employees, has been the subject of any complaints or been involved in any legal or disciplinary events, that are material to an evaluation of the Adviser, in the past ten years.

## ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither the Filing Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

KUS is under common control with a number of subsidiaries and affiliates. As further described in *Item 4: Advisory Business*, KUS is affiliated with the following list of entities:

Curzon Advisers, Ltd.  
Curzon Advisers Germany GmbH  
Curzon Advisers Italy Srl  
Curzon Holdings, Ltd.  
Kildare Acquisitions Ireland, Ltd.  
KEP Investors, L.P.  
KEP Investors A, L.P.  
KEP Investors GenPar, L.P.  
KEP II Investors, L.P.  
KEP II Investors GenPar, L.P.  
Kildare Corporate Member, Ltd.  
Kildare Corporate Member Number Two, Ltd.  
Kildare European Partners I, L.P.  
Kildare European Partners II, L.P.  
Kildare GenPar I, L.P.  
Kildare GenPar II, L.P.  
Kildare Holdings, Ltd.  
The Kildare Holdings Trust  
Kildare International, Ltd.  
Kildare Management, Ltd.  
Kildare Partners UK, LLP  
Kildare Acquisitions Italy S.r.l.  
Kildare Acquisitions Netherlands B.V.  
Kildare Partners Luxembourg S.à.r.l  
Kildare Partners Portugal, Unipessoal Lda  
Kildare Acquisitions Germany GmbH

KUS is either partially owned by, or under common control with, all of these affiliates. The Adviser does not believe such relationships create a material conflict of interest to its clients.

With respect to KUS' advisory services, each affiliate is registered, or believes it is exempt from registration, under the laws of the jurisdiction in which it is located. KUS is registered with the

SEC as an investment adviser.<sup>2</sup> Pursuant to applicable SEC guidance, KHL, KML, KIR, KUK, KIT, KNL KPL, KAG, KPT and Curzon are covered by KUS' registration as relying advisers. Employees of these affiliates are subject to the oversight of both KUS and the SEC, and are subject to KUS' Code of Ethics and other compliance policies and procedures adopted by KUS pursuant to the requirements of the Investment Advisers Act of 1940, as amended.

#### POTENTIAL CONFLICTS OF INTEREST

Neither the Adviser nor its employees are under any obligation to devote his, her, or its full time to the business of the Partnerships. They are only required to devote such time and attention to the affairs of the Partnerships as they deem appropriate, pursuant to the terms outlined in the Partnerships' governing documents.

Subject to the limitations outlined in the Partnerships' governing documents, the Adviser and its employees may and do engage in, invest in, participate in, or otherwise enter into other business ventures of any kind, nature or description, alone or with others, including the management of or investment in other investment entities or vehicles or securities, and brokerage and investment banking activities. No investor in the Partnerships has any right to participate in any of these activities or to the income or profits derived from these activities.

The Adviser may enter into agreements with third parties that may introduce potential investors to the Partnerships. It is expected that such parties will not be related to the operations of the Partnerships and any fee paid will be disclosed to the investors introduced by such third parties. Such commissions and fees will be the sole responsibility of the General Partners or its affiliates; the Partnerships and investors will have no obligation with respect thereto.

The Partnerships' service providers (including lenders, brokers, attorneys, and investment banking firms) may be investors in the Partnerships and/or sources of investment opportunities and counterparties therein. The Adviser or its affiliates may have a conflict of interest in deciding whether to select such a service provider. Notwithstanding the foregoing, investment transactions for the Partnerships that require the use of a service provider are generally allocated to service providers on the basis of best execution (and possibly in consideration of such service provider's provision of certain investment-related and other services that the Adviser or its affiliates believe to be of benefit to the Partnerships).

The Adviser's principals and employees may make trades and investments for their own accounts. Subject to the terms of the Partnerships' governing documents, in these accounts, they may use trading and investment methods that are similar to, or substantially different from, the methods used by them to direct the Partnerships' assets. The records of these personal accounts are not made available to limited partners. Subject to internal compliance policies and procedures, and the terms of the Partnerships' governing documents, the principals and/or employees of Kildare Partners may engage, from time to time, in personal trading of securities and other instruments, including securities and instruments in which the Partnerships may invest.

No agreements, contracts or arrangements between the Partnerships, on the one hand, and the Adviser or its affiliates, on the other hand, were or will be the result of arm's-length negotiations. The attorneys, accountants and others who perform services for the Partnerships have been and will be selected by the Adviser or its affiliates. No independent counsel has been retained to represent the interests of prospective or current investors, and such documents have not been

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<sup>2</sup> Registration does not imply a certain level of skill or training.

reviewed by any attorney on their behalf. Each prospective investor should consult his, her or its own counsel as to the terms and provisions of the governing documents and all other related documents.

Please see *Item 8: Methods of Analysis, Investment Strategies and Risk of Loss; Item 11: Code of Ethics, Participation in Client Transactions and Personal Trading; and Item 12: Brokerage Practices* for a discussion regarding the mitigation of risk and addressing potential conflicts of interest.

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

### CODE OF ETHICS AND PERSONAL TRADING

The Adviser has adopted a strict Code of Ethics (the “Code”), which is detailed in the Compliance Manual distributed to each employee initially upon hire and annually thereafter. Each year, every employee is required to review the Code, along with the Compliance Manual in its entirety, and complete an agreement stating that he/she will abide by the rules set forth in the document.

It is the Adviser’s policy that all employees conduct themselves in accordance with the highest standards of integrity, honesty and fair dealing. The Code is designed to remind each employee that his/her most important responsibility is to treat clients fairly and avoid any potential conflicts of interest. It is the Adviser’s duty to act solely in the best interest of its clients.

The Code contains several restrictions and procedures designed to reduce potential conflicts of interest surrounding personal investment transactions including: (1) pre-clearance of purchases in an initial public offering or private placement; (2) filing of initial and annual holdings reports; (3) quarterly reporting of non-exempt personal securities transactions which were transacted during the quarter; (4) a prohibition against purchasing or selling any security which has been placed on the firm’s restricted list; (6) a prohibition against front-running; and (7) a prohibition against employees trading, in their personal accounts or any client account, on the basis of any inside information.

Monitoring of employee personal securities transactions is handled by compliance department personnel. Records of personal securities trading and holdings reports are maintained by the compliance department.

The Adviser’s principals and employees may make trades and investments for their own accounts. Subject to the terms of the Partnerships’ governing documents, in these accounts, they may use trading and investment methods that are similar to, or substantially different from, the methods used by them to direct the Partnerships’ assets. The records of these personal accounts are not made available to limited partners. Subject to the Code, and the terms of the Partnerships’ governing documents, the principals and/or employees of the Adviser may engage, from time to time, in personal trading of securities and other instruments, including securities and instruments in which the Partnerships may invest.

Additional provisions of the Code outline the Adviser’s policies governing (1) giving and receiving gifts, meals and entertainment; (2) employee outside activities; (3) political contributions; and (4) confidentiality.

The Adviser will provide a copy of the Code, to any investor or potential investor, upon written request to John Collins, Chief Compliance Officer, Kildare Partners US, LLC, 1301 Solana Blvd. Building 2, Suite 2335 Westlake, Texas 76262 or [jcollins@kildarepartners.com](mailto:jcollins@kildarepartners.com).

#### PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Subject to the terms of the Partnerships' governing documents, the Adviser and its related persons does not recommend to the Partnerships, or buy or sell for the Partnerships accounts, investments in which the Adviser and its related persons have a material financial interest. Although the Adviser's principals and employees may buy and sell securities for their own accounts and the accounts of others, they may not buy securities from or sell securities to the Partnerships.

As further detailed in the Code, the Adviser has adopted principals governing the personal investment activities of its personnel. These policies are designed to reasonably address potential conflicts of interest with regard to the Partnerships' investments. At all times, the interests of client accounts must be placed first. Appropriate investment opportunities must be made for the Partnerships before the Adviser, its related persons, or employees may act on them. Employees shall not execute a transaction in a security for an account in which an employee has a beneficial interest or exercises investment discretion if an order for a client account for the same security, same way (whether limit or market order) remains unexecuted. Restrictions with regard to securities are also considered to extend to options, rights and warrants relating to those securities and any securities convertible into those securities.

For further discussion of these and related items, please see *Item 11: Code of Ethics*.

## ITEM 12. BROKERAGE PRACTICES

#### COUNTERPARTY SELECTION

The Adviser has the authority to select broker-dealers and counterparties for client transactions. The Adviser seeks to fulfill its fiduciary duty to its clients by obtaining the best execution on an overall basis of client transactions. The majority of the Partnerships' assets are not market-traded securities and even in the limited circumstances in which the Partnerships invest in market-traded securities, the unique nature of the assets often limits the availability to a small number of counterparties. As part of the due diligence process involved in researching each potential investment, Curzon examines the market for the proposed transaction and the counterparties through which the transaction may be effected. Upon approval of an investment, the Investment Committee reviews the potential counterparties and chooses the one it deems will best fulfill the objective of the investment.

Best execution is designed to facilitate the Adviser's execution of client transactions in such a manner that the client's total cost or proceeds is most favorable considering all relevant circumstances. In those instances in which the Adviser selects broker-dealers or counterparties for market-traded securities, it does so on the basis of obtaining the best overall terms available. In choosing a counterparty, the Adviser evaluates a variety of factors, including the following: the ability to achieve prompt and reliable execution and commit capital or financing quickly; the operational efficiency with which transactions are effected; the financial strength, integrity and stability of the counterparty; confidentiality; the ability of the counterparty to obtain assets of limited availability; comprehensiveness of available research and related services considered to be of value; expertise or specialized experience in a particular market; and the competitiveness of



price or commission rates under the particular circumstances of the transaction. Thus, as a matter of policy, counterparties are not selected by the Adviser solely based on price, but are selected based on an evaluation by the Adviser to determine overall value and quality of service.

Transactions involving broker-dealers or counterparties generate higher costs which are borne by the client involved in the transaction and not the Adviser.

When retaining broker-dealers or counterparties for portfolio transactions, the Adviser is not required to (1) obtain the lowest brokerage commission rates; or (2) combine or arrange transactions to obtain the lowest brokerage commission rates. The Adviser is also not required to solicit competitive bids. The Adviser does not negotiate “execution only” commission rates. Thus, if the Adviser determines in good faith that the amount of commissions charged by a broker-dealer or counterparty is reasonable in relation to the value of the brokerage and research products or services provided by such broker-dealer or counterparty, the client may pay commissions to such broker-dealer or counterparty in an amount greater than the amount another broker-dealer or counterparty might charge for similar services.

#### RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Generally, research services provided by broker-dealers and counterparties may include, but may not be limited to, information on the economy, industries, groups of securities and individual companies; statistical information; accounting and tax law interpretations; political developments; legal developments affecting portfolio assets; technical market action; pricing and appraisal services; credit, risk measurement and performance analysis; analysis of corporate responsibility issues; portfolio strategy; and analytic computer software. The receipt of investment research, information and related services permits the Adviser to supplement its own research and analysis and makes available to the Adviser the views and information of individuals and research staffs of other firms.

Notwithstanding the foregoing, the Adviser does not “pay up” for research or other services provided by any broker-dealers or counterparties through the commission rate (e.g., the Adviser does not use “soft dollars”).

The provision by a broker-dealer or counterparty of research and other products or services to the Adviser creates an incentive for the Adviser or its related persons to select such broker-dealer or counterparty as opposed to solely seeking the most favorable transaction costs for the Partnerships. Any research or services provided by a broker-dealer or counterparty may benefit the Partnerships and such benefits may not be proportionate to brokerage services related to the provision of such research, services or property.

#### CLIENT REFERRALS

From time to time, the Adviser may be introduced to potential investors for the Partnerships by counterparties. The Adviser does not compensate such counterparties for introductions to potential investors, nor for any investment ultimately made by such investors (although the Adviser may do so in the future). When identifying counterparties for a potential transaction, the Adviser does not consider whether a potential counterparty provides investor referrals to the Partnerships. Any such fee paid for client referrals will be borne by the General Partners and the Partnerships will have no responsibility thereto.

#### DIRECTED BROKERAGE

The Adviser has discretion in deciding which counterparty the Partnerships use and in negotiating pricing and commission rates. The Adviser does not permit the Partnerships, nor its underlying investors, to direct brokerage.

#### ALLOCATION OF INVESTMENT OPPORTUNITIES

The Adviser currently has two clients, the Partnerships. KEPI is no longer in its commitment period and investing capital. Thus, all current investment opportunities are being pursued exclusively by KEPII. For the current Partnerships as well as any future clients, the Adviser has adopted policies and procedures, which are outlined in the Partnership Documents, such that in the event there is an investment opportunity of limited availability, such an investment will be allocated in a fair and equitable manner in the best interests of the clients and based on the suitability of the opportunity and the available capital of the relevant clients for such investment.

#### TRANSACTION AGGREGATION AND ALLOCATION

Due to investment restrictions outlined in the Partnership Documents, transactions do not typically occur for more than one client at the same time. Thus, the Adviser does not have a need to perform transaction aggregation or allocation. In the rare event that such aggregation or allocation would be required, the Adviser has adopted policies and procedures, which are outlined in the Partnership Documents, such that an investment will be aggregated and allocated in a fair and equitable manner in the best interests of the clients.

### ITEM 13. REVIEW OF ACCOUNTS

The Partnerships' investments require regular asset management and oversight. Curzon provides loan servicing and asset management services to assets acquired by the Partnerships. To the extent permitted, asset management professionals work closely with counterparties to ensure day-to-day servicing and asset management activities are performed in accordance with the Partnerships' business plan for each asset. Once an acquisition has been closed, the asset manager and the portfolio manager work together to prepare a detailed AMP that includes: (1) a comprehensive valuation analysis to establish a benchmark for asset liquidation; (2) an examination of the leasing and sales markets; (3) a physical inspection of the collateral and review of the property's accounting records; (4) legal due diligence and industry research relevant to each individual and corporate borrower; and (5) an action plan that takes into account each aspect of the asset management process including cash collection, the enforcement of legal remedies and the targeted liquidation strategy. The AMP is presented to the ARC for review and approval.

The ARC is responsible for review, modification and implementation of each asset's AMP. The ARC meets on a regular basis, but no less than monthly. Upon approval by the ARC, the AMP becomes the central mechanism for action and defines the parameters within which an asset management team is authorized to execute a transaction. During its reviews, the ARC compares the actual and anticipated performance of an asset, discusses any changes relevant to the investment and enacts any necessary modifications to the underlying plan. In addition to the formal reviews by the ARC, Curzon may perform regular reviews of each asset, on a more frequent basis, to consider available opportunities and strategies for financing and disposition of the asset.

The Valuation Committee approves all cash flow projections, discount rates and valuations prior to use in Partnerships reporting. The Adviser also provides each investor with written unaudited

quarterly financial statements and audited annual financial statements detailing the performance of the Partnerships.

#### ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

Except with regard to those benefits discussed in *Item 12: Brokerage Practices*, the Adviser does not receive any economic benefit from any non-client person or entity for providing investment advice or services.

Neither the Adviser nor the Partnerships directly or indirectly compensates any third party for client referrals. The General Partners will assume responsibility for the fees and expenses of third party placement agents, if any. In addition, solicitation arrangements for client referrals, if any, will be fully disclosed to affected clients.

#### ITEM 15. CUSTODY

Because the Adviser has access to the Partnerships' funds and has authority to deduct fees and other expenses from its accounts, the Adviser is deemed to have custody of the Partnerships' assets. The Adviser utilizes the services of banking institutions as qualified custodians of the Partnerships' assets.

The Adviser does not use a qualified custodian to send quarterly account statements directly to the investors in the Partnerships. The Partnerships distribute its annual audited financial statements to its investors within 120 days of its fiscal year-end.

Investors are urged to carefully review the audited financial statements of the Partnerships.

#### ITEM 16. INVESTMENT DISCRETION

Pursuant to the terms of the Advisory Agreement, KML has discretionary authority to manage the Partnerships in a manner consistent with the investment objectives and restrictions outlined in the Partnerships' governing documents. KML advises the Partnerships according to the terms of the Advisory Agreement.

Generally, the Adviser is authorized by, and assumes authority through, the Advisory Agreement, to make all discretionary determinations in accordance with client investment objectives and restrictions without client consultation or consent before a transaction is affected. KHL may impose restrictions on the Adviser, but it is not anticipated that KHL will do so.

#### ITEM 17. VOTING CLIENT SECURITIES

The registered advisers do not engage in proxy voting on behalf of their clients.

#### ITEM 18. FINANCIAL INFORMATION

The Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

The Adviser is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

The Adviser has not been the subject of a bankruptcy petition at any time.