

MREC Management, LLC

a Registered Investment Adviser

4500 Park Granada, Suite 204
Calabasas, CA 91302

+1-(310) 929-4600

www.mosaicrei.com

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This brochure provides information about the qualifications and business practices of MREC Management, LLC (hereinafter “Mosaic” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training

Item 2. Material Changes

This is our disclosure brochure document (“Brochure”) prepared pursuant to SEC Form ADV. This Item will be used to provide our clients, including our Funds or Co-Investment Funds (collectively, “Vehicles”) with a summary of new and/or updated information contained in future revised versions of the Brochure.

Consistent with SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. Furthermore, we will provide you with other interim disclosures about material Brochure changes as necessary. In addition, we will ensure that all clients and investors in advised Vehicles will receive a “Brochure Supplement” regarding any of Mosaic’s investment professionals who will be associating with such client accounts or those of any Vehicles advised by Mosaic.

This summary of material changes identifies only the material changes to Mosaic’s Brochure since its last “other than annual” filing submission on May 11, 2020:

- As of December 31, 2020, Mosaic manages \$561,522,575 on a discretionary basis and \$94,929,918 on a non-discretionary basis for a total of \$656,452,493 regulatory assets under management.

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Item 4. Advisory Business

MREC Management, LLC (“Mosaic” or the “Firm”), formed in 2015, is an SEC-registered investment adviser and is indirectly owned by Firm principals Ethan Penner and Vicky Schiff through their respective ownership interests in JulJak, LLC, which is the sole member and manager of Mosaic Real Estate Investors, LLC, which is the sole member and manager of Mosaic. Mosaic’s principal place of business is located in Calabasas, California.

As of December 31, 2020, Mosaic manages \$561,522,575 on a discretionary basis and \$94,929,918 on a non-discretionary basis for a total of \$656,452,493 regulatory assets under management.

Prior to Mosaic rendering any advisory services, clients, including funds, are required to enter into one or more written agreements with Mosaic setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Mosaic currently advises the following Private Funds: Mosaic Real Estate Credit, LLC, Mosaic Real Estate Credit Offshore, LP and Mosaic Real Estate Credit TE, LLC (each, a “Fund, and collectively, the “Funds”); in addition, aside from the Private Funds, Mosaic advises various co-investment relationships (each such vehicle, a “Co-Investment Fund”) (each of the Co-Investment Funds and each of the Funds, a “Vehicle” and collectively, the “Vehicles”) that may invest alongside the Funds and/or may pursue distinct strategies and investments from the Funds.

The Vehicles and their subsidiaries, as such may be applicable, are generally structured as Delaware or Cayman Islands entities, and may employ one the form of one or more of the following: general partnerships, limited partnerships, limited liability companies, trusts, corporations/associations (including solely for U.S. federal tax purposes by a “check-the-box” election), or other entity forms in the United States or elsewhere.

The Funds currently follow the same general investment strategy of originating or acquiring short term loans collateralized or supported by commercial real estate, employing structured finance principles, and focusing on protecting investor principal value while achieving non-correlated, above market risk-adjusted returns. The Funds are structured to provide optimal alignment between Mosaic, its management team and the Funds’ investors. The Co-Investment Funds may follow the Funds’ strategy, including investing alongside the Funds, but also, they may deviate from the Funds’ strategy and pursue distinct investment strategies (primarily in real estate related investments) in accordance with the applicable Co-Investment Fund’s governing documents.

Mosaic, its principals, employees, or affiliates may make voluntary or required capital contributions to the Vehicles, in accordance with each Vehicle’s governing documents.

While this Brochure generally describes the business of Mosaic, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Mosaic's behalf and is subject to the Firm's supervision or control.

Investment Management Services

Mosaic manages the Funds on a discretionary basis and Co-Investment Funds on either a discretionary or non-discretionary basis. The primary goal of the Funds is to create stable and predictable cash flow with a high level of principal protection. The short-term nature of the maturities of the Funds' investments, with most maturities expected to be less than or equal to three years, will seek to protect Mosaic's investors against inflation and the prospect of rising interest rates while the short-term nature of principal repayments will help to fund annual liquidity provisions. In addition to owning first mortgage interests (which shall include deeds of trust, depending on the jurisdiction), Mosaic, through the Vehicles, may invest in other forms of debt exposure, including but not limited to joint ventures or other structured finance products such as mezzanine debt, preferred equity, or corporate ownership of companies that own these asset types, which may include securities such as liquid, exchange traded REIT securities that invest in real estate debt and whose strategies align with Mosaic's overall debt strategy. Mosaic, through the Vehicles may diversify its investment in any asset by syndicating the debt to third-parties or Co-Investment Vehicles, including the Vehicles undertaking a subordinated debt position in exchange for reduced exposure and higher yield.

Mosaic's Co-Investment Funds are designed to suit specific client needs by providing exposure to real estate assets that satisfy the Co-Investment Fund's requirements and preferences. Certain Co-Investment Funds elect to buy into a pool of Mosaic discretionary assets while others elect to invest in specific assets on a case-by-case basis at the Co-Investor's discretion.

Mosaic tailors its advisory services to meet the specific needs of its clients and seeks to ensure, on a continuous basis, that client accounts are managed in a manner consistent with each client's needs and objectives.

Co-Investment Strategy

As briefly mentioned above, the Firm may, from time to time, sponsor and manage investment vehicles to allow certain persons to invest alongside the Funds into specific portfolio investments of the Funds (each such vehicle, a "Co-Investment Fund"). The Firm currently manages five Co-Investment Funds. As a general matter, co-investments by Co-Investment Funds may be on terms and conditions more favorable than the terms and conditions of the investment by the applicable Fund and existing investors may be

disadvantaged as a result thereof. Such favorable terms may include liquidity terms, expense and fee allocation terms, and opportunities to invest in future investments.

Mosaic and/or their affiliates may also offer co-investment opportunities directly to existing investors or new investors, which will be subject to co-investment agreements.

Mosaic and/or their affiliates may create a Single Purpose Vehicle entity (“SPV”) whereby current investors, prospective investors, and existing Vehicles may each acquire an investment into the SPV on a pari-passu basis, and the SPV will in turn make a loan, preferred equity investment, or other form of investment as permitted by each parties governing documents or Advisory Agreement.

Mosaic may earn up to a 25% incentive distribution, or such other incentive fee that each Co-Investment Fund’s documents provide, from the Co-Investment’s portion of profits (if any). In addition, Mosaic may charge a management fee to certain Co-Investment Funds.

Please see Item 12. “Brokerage Practices” and “Other Compensation” in Item 14 for additional details on potential co-investment opportunities sponsored by Mosaic and/or its affiliates.

General Information

As investment adviser to each Fund, the Firm identifies investment opportunities and participates in and is responsible for the lending, management, monitoring and disposition of investments for each Fund. The Firm will manage each Fund based on the investment objectives and investment restrictions set forth in the governing documents and/or confidential offering memorandum of the Fund (the “Memorandum”), as applicable. The Firm generally provides investment advisory services to each Fund pursuant to an investment management agreement with the Fund and/or the governing documents of the Fund. The investments of a Fund may be subject to certain diversification and/or geographic limitations as set forth in the investment management agreement with the Fund and/or the governing documents of the Fund. Further, the Firm may enter into side letters with certain investors of a Fund, which impose further restrictions on investing in certain types of securities, countries, geographies or businesses with respect to such investor or may provide such investor with terms more favorable than other investors in a Fund.

As investment adviser to each Co-Investment Fund, the firm generally identifies investment opportunities for the Co-Investment Fund, and for which the ultimate investment decision may reside (depending on whether Mosaic possesses discretion) with the common equity member or partner of the Co-Investment Fund as defined by each Co-Investment Fund’s governing documents. The terms and conditions of each Co-Investment Fund vary, including that certain Co-Investment Funds may have terms unique to that specific fund or more favorable to other Co-Investment Funds or the Funds.

Item 5. Fees and Compensation

Mosaic primarily seeks “accredited investors” who are also “qualified clients” for the Funds and institutional clients who are “accredited investors”, “qualified clients” and/or “qualified purchasers” for its Co-Investment Funds; however, investors that are “accredited investors” only may be eligible subscribe to a Vehicle, in Mosaic’s sole and absolute discretion.¹ Where an investor is solely an Accredited Investor, in lieu of a performance based fee, Mosaic currently charges an annual management fee of 2.5% of the net asset value of a Fund’s investor’s unit calculated at the end of each calendar quarter to those investors in the Funds who do not qualify as “qualified clients” as defined in Rule 205-3 of the Investment Advisers Act of 1940 (as amended), and who are therefore prohibited from incurring certain performance based charges (i.e. a performance based fee, which may be treated as an allocation for U.S. federal tax purposes and which may be referred to as an “incentive allocation”, “incentive distribution”, “performance fee” or by other similar language). Mosaic may charge fees to Co-Investment Vehicles or future funds comprising solely management fees, solely performance fees, or a combination of both management fees and performance fees.

Costs and Expenses

Generally, each Vehicle will pay for all costs and expenses as follows, *provided, however*, each Vehicle’s governing documents shall control how costs and expenses may be allocated between Mosaic and the specific vehicle:

- The Vehicles, absent provisions of the governing documents providing otherwise, will generally pay all costs and expenses incurred in connection with its organization and operation (or will reimburse Mosaic and its affiliates for having actually incurred any such expenses), including, without limitation: (i) all expenses incurred during the closing of a transaction, including, but not limited to, travel, attorneys, accountants, appraisers and other consultants; (ii) any expenses associated with the evaluation and making of potential investments (including travel and any due diligence costs or expenses of any third parties) and all fees for attorneys, accountants, consultants and other professionals or experts (including the fees and expenses for counsel to Mosaic) arising in connection with the Vehicle’s business; (iii) all fees, costs and expenses related to the making, holding, development, management, monitoring, administering, servicing, foreclosing and enforcing or otherwise exercising remedies related to, and sale or other disposition of investments (including any legal, audit, appraisal, structural review, custodial,

¹ The terms “Accredited Investors”; “Qualified Client”, “Qualified Purchaser”; and” shall have the meaning set forth, respectively, in the Securities Act of 1933, Investment Advisers Act of 1940 and Investment Company Act of 1940 and the rules promulgated thereof, each as amended from time to time.

environmental review, insurance, consulting, brokerage, underwriting and indemnification costs and expenses); (iv) all costs relating in any way to any offerings of units, including, without limitation, costs relating to preparing offering documents, travel, complying with the laws of applicable jurisdictions and payment of filing fees; (v) all fees related to accounting, portfolio management and risk management systems and all quotation and valuation costs and expenses, including without limitation, the fees and out-of-pocket expenses of any Valuation Agent; (vi) all costs, fees and expenses relating to investor relations, communications, bookkeeping, accounting and the preparation and mailing of financial, tax and performance information to investors in the Vehicles and any U.S. federal, state and local taxes, filing and registration fees of the Vehicles; (vii) all insurance costs and fees and expenses associated with licensing and insuring the activities of the Vehicles; (viii) all litigation and indemnification expenses; (ix) all costs and expenses related to any financing, hedging, ratings, securitization or capitalization; (x) all expenses related to making temporary investments and any interest expenses; (xi) all expenses associated with software licensing fees necessary to conduct the Vehicles related activities; and (xiii) any extraordinary expenses. For accounting purposes, the organization expenses incurred by the Vehicles may be amortized over a period of 60 months or such other time period as the Mosaic determines to be fair and equitable in its sole discretion. Mosaic may enter into certain cost-sharing or cost-reimbursement relationships with its Vehicles, including but not limited to a certain Fund in order to equalize the returns of all the Funds or based on the negotiated terms of a Co-Investment Fund.

- *Sourcing and Diligence Expenses.* These expenses relate more generally to investment sourcing and diligence for a particular investment strategy and include fees, costs and expenses of identifying, investigating (including conducting diligence with respect to), evaluating, structuring and negotiating potential investments for such strategy. The largest category of sourcing and diligence expenses are those expenses incurred with respect to the pursuit of particular investments that are never actually consummated (“Broken Deal”). Examples of such Broken Deal expenses include fees and expenses of any legal, financial, accounting, consulting or other advisors or lenders, real estate brokers, environmental consultants, investment banks and other financing sources in connection with arranging financing for transactions that are not consummated; any travel and accommodation expenses and any deposits or down payments that are forfeited in connection with, or amounts paid as a penalty for, unconsummated transactions.
- Other sourcing and diligence expenses include certain organizational expenses; legal, accounting and other professional fees and expenses; travel costs (which may

include first or business class airfare, lodging (including first class lodging), ground transportation (including black car services), and meals; costs and expenses of attending trade association meetings, conferences or similar meetings to source and evaluate investment opportunities; fees and expenses of consultants; and costs and expenses of research and technology (including costs of specialty data subscription and license-based services and software). These expenses are allocated to the Vehicles that participate in the relevant investment strategy. The proportion of such expenses allocated to any relevant Vehicle may vary from period to period, but as a general matter, the significant majority of such expenses will typically be borne by the primary investment vehicle for such strategy, which is generally the Fund that has a minimum investment right in relation to the relevant strategy. Sourcing and diligence expenses may be paid to Firm affiliates. Notwithstanding anything herein to the contrary, due diligence expenses on consummated transactions are generally borne by the borrower so as to minimize the amount incurred by a Vehicle.

- *Oversight Expenses.* These expenses are incurred in connection with the oversight of the Vehicles' portfolio holdings. Examples of expenses that may fall within this category are travel expenses (including airfare, lodging and ground transportation, such as taxicab or a black car service) for an employee of the Firm to attend meetings, conduct periodic site visits, other compensation and expenses for asset management services provided to or on behalf of a portfolio holding, expenses relating to the disposition or management of the portfolio investment, consulting fees, expenses, other compensation of Firm affiliates for services provided to a borrower and fees and expenses of any other consultants, counsel, accountants or other experts for services provided to (or on behalf of) a Vehicle portfolio investment. Other examples include: (i) brokerage commissions, clearing and settlement charges, investment banking fees and expenses, bank charges, placement, syndication and solicitation fees, arranger fees, sales commissions, bridge financing expenses (which may be payable to a Co-Investment Fund co-investing in the bridged transaction or to Adviser or an affiliate, in each case that provides bridge financing to the relevant Fund) and other investment, execution, closing and administrative fees, costs and expenses of portfolio investments, (ii) costs (including administrative and filing fees) of maintaining the holding structure for portfolio investments, (iii) portfolio and risk management expenses (including hedging transactions and related costs), (iv) expenses of any actual or potential litigation or other dispute or investigation or inquiry related to any portfolio investment or any actual or potential portfolio investment (including expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of litigation and the appointment of any agents for service of process on behalf of the Firm or its affiliates) and other extraordinary expenses related to any

portfolio investments (including fees, costs and expenses classified as extraordinary expenses under generally accepted accounting principles in the United States) and (v) expenses related to industry conferences directly related to a particular portfolio investment. Oversight expenses may be paid to Firm affiliates. Oversight expenses may also include amounts for service costs paid to Firm (or any affiliate) by a borrower or any entity through which a Vehicle invests in a portfolio investment for local administration or management services related to such portfolio investment.

- Certain expenses incurred with regard to *Sourcing and Due Diligence* and *Oversight* may be contractually reimbursable from or directly payable by a portfolio investment.
- Although the Firm does not generally utilize the services of broker-dealers for Vehicle transactions, in the event it chooses to use a broker-dealer, the Vehicles may bear brokerage and transaction costs to the extent incurred. For additional information regarding brokerage and transaction costs, see Item 12 below.

Compensation

Mosaic may be entitled to management fees, performance fees, and/or other compensation payable to the Firm from the Vehicles (collectively, “Compensation”) as established between Mosaic and the applicable Vehicle. Specific details of Compensation and its method of calculation are set out in the offering materials, disclosure documents, management agreements and/or governing documents of the relevant Vehicles, and may vary materially as between the Vehicles. Fee terms of the Vehicles may be changed during the term of the relevant relationship, subject to the terms of the governing documents. The share of compensation earned by Mosaic or its affiliates in respect of a Vehicle varies among investors pursuant to the terms of the governing documents, side letter agreements or other arrangements with specific investors in such Vehicle, whereby such investors may receive direct or indirect reductions of management fees or other compensation otherwise payable with respect to their investments managed by the Firm. Such arrangements may include Mosaic granting certain preferential terms to certain investors in a Vehicle. Where a strategic investor participates in a Vehicle through a dedicated investment vehicle as part of such arrangement, such vehicle may be granted terms, including incentive distributions, which are more favorable than those applicable to other investors.

In addition to management fees or performance fees, the Firm, in certain instances, may earn a non-refundable underwriting fee from a prospective counterparty during the course of evaluating an investment opportunity with the counterparty. If consummated, the investment opportunity would likely be allocated to the Vehicles. Typically, the non-refundable underwriting fee paid to the Firm by the prospective counterparty is equal to \$25,000 U.S. Dollars, but may be greater than or less than \$25,000 depending on the facts

and circumstances of the specific transaction.

Furthermore, the Firm may earn certain due diligence fees with regard to an investment opportunity for which the Vehicles provide a loan or other investment, and where the Firm's due diligence is also utilized by a third-party who provides a loan or other investment to that same investment opportunity alongside Mosaic. The third party loan or investment is generally not-suitable with the Funds' or Co-Investment Funds' strategy based on various criteria, including but not limited to yield, term, or structure. If applicable, a due diligence fee paid to Mosaic by a third party in these circumstances generally equals 50 basis points of the aggregate amount of any third-party loan or investment, *provided, however*, such due diligence fee may vary based on negotiations between Mosaic and the third-party and all the facts and circumstances of the transaction.

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

Mosaic may charge performance based fees, or none at all, with respect to serving as manager, sponsor, general partner, and/or investment manager for certain Vehicles. Certain Vehicles may have performance based fees that vary substantially than performance based fees charged by other Vehicles (including the Funds).

Funds:

- Mosaic expects to make quarterly distributions to the Funds' investors based on the Funds' Distributable income for the quarter and with respect to each investors number of units in the Funds, as more fully described in the Funds' offering memorandum and governing documents. Subject to certain thresholds, as more fully described in the Funds' governing documents,
- Mosaic shall generally receive a quarterly incentive distribution in respect of each unit in the Funds equal to 25% of (a) any Distributable Income allocated to such unit with respect to such quarterly period, as adjusted up or down (as the case may be) for (b) any Impairment Amount (as described below) with respect to such unit as of the end of such quarterly period (the "Income Subject to Incentive Distribution"), provided that Distributable Income allocated to such unit with respect to such quarterly period constitutes an increase over the Incentive Distribution Base (as defined below) of such unit during such calendar year by at least 1% per quarter (4% per annum) (the "Incentive Distribution Threshold"). The Incentive Distribution Threshold is calculated and crystallized on a quarterly basis with no claw-back rights once investors earn at least a 1% quarterly distribution on their committed capital.
- *Definitions.* The following terms used above shall have the meaning as follows:
 - "Distributable Income" shall mean, with respect to any quarterly period, the sum of (a) all interest payments and any other cash income (including any other fees such as commitment, origination, structuring, diligence and consulting fees or other fees that are received by the Funds from investments) received by the Funds during such quarterly period not constituting a return of capital, in each case determined after the deduction of applicable fees, payment of expenses and liabilities (including, without limitation, funds expended for payments of principal and interest on indebtedness) and all amounts required in Mosaic's discretion to pay or reserve for current or potential costs, expenses, indebtedness, liabilities and other obligations and (b) any reduction in reserves of the Funds during such quarterly period.

- The “Impairment Amount” for any given quarter shall be (a) the amount, if any, of adjustments made by Mosaic during such quarter in the values of investments to reflect severe and sustained changes in the value of such investments (“Impairment Adjustments”), which Impairment Adjustments may be further adjusted up or down from time to time by Mosaic in its reasonable discretion (provided that the Impairment Adjustments for a given investment shall in no event be adjusted up in excess of the cost of such investment) plus (b) any “Impairment Carry Forward Amount” from prior quarters (as described below). The “Impairment Carry Forward Amount” shall be the amount, if any, of Impairment Adjustments from prior quarters that were not adjusted for in the calculation of Income Subject to Incentive Distribution (as described above) in such prior quarters based on a lack of Distributable Income.
- In some circumstances, it is possible the Firm will make use of side letters with certain investors in the Fund whose investment in the Fund is a meaningful and significant amount as a percentage of the total assets of the Fund. In such instances, it is possible that these investors will obtain a more favorable fee structure and/or more favorable terms than other investors in the Fund.

Co-Investment Funds:

- The Compensation payable to Mosaic with respect to any Co-Investment Fund may include performance based fees, the terms of which will be set forth more fully in the organization documents of each Co-Investment Funds. Currently, certain Co-Investment Funds are charged performance based fees substantially similar to the Funds while certain other Co-Investment Funds are charged performance based fees more typically found in private equity funds whereby Mosaic shall be entitled to a percentage of cash flows upon the Co-Investment Fund returning investor capital plus a prescribed preferred return / equity multiple.

Performance Based Fee Split:

- Mosaic may, through one or more separately created entities (structured as a limited liability company, limited partnership, or other entity) (each, an “Incentive Party”), pay to such Incentive Party, all or part of any performance based fee otherwise due and payable to Mosaic under its Advisory Agreement and the organizational documents for any Vehicle. Such Incentive Party may include entities formed by certain principals and/or affiliates of Mosaic for legal or tax purposes or may include entities formed by Mosaic or its affiliates with certain third-parties in order to share a portion of certain performance based fees with those third-parties and further based upon a the terms set forth in a written agreement.

Item 7. Types of Clients

Mosaic currently provides advisory services to the Vehicles. A non-exhaustive list of the types of investors that may subscribe into the Vehicles may consist of one or more of the following:

- Individuals (other than high net worth individuals);
- High net worth individuals;
- State or municipal government entities;
- Pension and profit sharing plans (other than plan participants);
- Charitable organizations Corporations or other businesses not listed above;
- Hedge funds;
- Index Funds;
- Family offices;
- Retirement accounts (including, but not limited to individual retirement accounts);
- Offshore investment vehicles; and
- Wealth managers and/or their clients (individually or through trusts or other investments vehicles).

Mosaic requires investors in the Vehicles to make representations concerning their financial sophistication and ability to bear the risk of loss of their entire investment.

In general, a minimum investment Mosaic requires in the Funds by an investor is US \$100,000; however, lesser amounts may be accepted in Mosaic's sole discretion, to the extent permissible by law.

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

Methods of Analysis

Mosaic provides investment advisory services that are customized to each Vehicles' investment objectives, time horizon and risk tolerances as set forth in a Vehicle's respective offering and/or offering documents. In offering advisory services, Mosaic generally applies the following methods:

- ***Sourcing***

Mosaic will source investments both by using the vast network of direct contacts that its principals and senior management have established over many decades as industry leaders as well as the broad network of brokerages companies with whom senior management of Mosaic have many long-standing ties. In addition, senior management receives incoming inquiries from both borrowers and brokers who they may not know but who are familiar with the reputation and activity of Mosaic.

- ***Investment Process***

A formalized committee (the, "Investment Committee") will govern the investment approval process. Mosaic, in accordance with internally published underwriting guidelines, will underwrite each investment. Such guidelines will detail a number of components of commercial real estate analysis (value, location, the basis of the loan, current and potential cash flow, market demand for the asset/feasibility, environmental, structural, capital improvement/construction budgets and borrower experience). Specific source documentation, market information and industry standard due diligence related studies and materials will be collected and independent verification will be required. Third parties will be retained for valuation, environmental, budgeting, feasibility, zoning, title and engineering analysis. Underwriting will focus on the value of the underlying real estate asset as compared to Mosaic's basis in the project, as well as the depth of the market for such asset, with an understanding that Mosaic's remedies include taking control of the asset and disposing of it. Other areas of focus will include fundamental cost and terminal value analysis and the issue of adherence to portfolio diversification constraints. Borrower legal searches, capabilities and track records will also be analyzed. Completed analysis will be presented to the Investment Committee, which will be comprised of the members of Mosaic's senior management who will make the final investment decisions and will monitor the overall investment strategy and portfolio of the Vehicles in conjunction with the asset management and finance team. Investment Committee approval will be required to cause the Vehicles to originate, acquire or dispose of any investment. For such approvals, unanimous consent is required by the members of the Investment Committee. If a

prospective investment materially deviates from the initial terms and commitments outlined in the detailed recommendation, a subsequent Investment Committee meeting will be held to consider and (if deemed appropriate) ratify such changes based upon a unanimous vote.

The Investment Committee currently comprises:

- Ethan Penner, Managing Partner of Mosaic;
- Vicky Schiff, Managing Partner of Mosaic;
- Bruce Davidson, Executive Managing Director and Head of Asset Management of Mosaic; and
- Alex Ovalle, Executive Managing Director and Head of Originations of Mosaic.

The Investment Committee shall unanimously approve each initial investment decision and any and all material changes or modifications to any approved investment decision, as more fully described in Mosaic's internal underwriting guidelines. The membership of the Investment Committee may change from time to time at the discretion of Mosaic's Managing Partners.

- ***Asset Management Process***

Mosaic will employ in-house and 3rd party asset management professionals, whose responsibilities will include close supervision of the borrowers and their operational and/or development teams for each loan originated or owned by the Vehicles, as well as regular monitoring of the loan's business plan progress and general market conditions of the area within which the property is located. In addition, the Firm will engage third party firm(s), experienced in the real estate industry and in particular construction loans, to review loan draw requests in the event a loan involves redevelopment and/or development. The asset manager will be expected to visit each property for a site inspection no less frequently than twice per year and generally more frequently. There will be regular asset management meetings, no less than quarterly, with the Mosaic's principals and Investment Committee to review the updated performance of each loan with any significant events discussed more frequently. The members of Mosaic's senior management, who also serve on the Investment Committee, comprise seasoned real estate and investment professionals with broad based investment experience with specific expertise in real estate debt.

Investment Strategies

Simply stated, the investment strategy for the Vehicles is to generate superior risk-adjusted

returns through the origination and purchase of real estate debt and debt-related instruments. Mosaic strives to consistently adhere to our mission of acquiring or originating debt instruments with stable and predictable returns and strong principal protection. Mosaic aims to establish an industry leading, sustained, real estate investment franchise that employs structured finance principles and is known throughout the nation as a dependable financier for borrowers in need for short-term debt and debt-related products.

The below characteristics are specific to the Funds, the Co-Investment Funds have distinct characteristics based on their respective governing documents.

- Mosaic will make investments seeking to generate a net (after fees, expenses, Incentive Distributions and reserves), annualized current target return in the range of 9% - 12% (the Funds' offering memorandum provide further information about these unguaranteed, targeted returns).
- Several features of the investment strategy will seek to mitigate risks that might otherwise be associated with the investment profile of the Funds, including:
 - Focusing on the geographic locations with the most vibrant economies and/or demand for the asset being considered.
 - The investment process will be governed by Mosaic's stringent risk management discipline, including a formalized Investment Committee process and focus on principal protection and risk-adjusted returns.
 - Underwriting will focus on underlying real estate fundamental value analysis, with an emphasis on Mosaic's basis in a debt investment (generally 70% or lower of value) and protecting the downside risk while evaluating what the disposition value of the underlying property is.
 - Mosaic's focus on portfolio diversification will serve to smooth out the returns for the Funds investors, with a goal of protecting investors from any single underperforming asset or any specific geographic location.
 - Mosaic will utilize asset managers that will be charged with overseeing the performance of each asset financed by the Funds.
 - Careful attention will be paid in structuring our investments so as to provide the Funds with important legal and financial protections as well as ease of access to a property if a loan defaults.
 - The Funds intends to originate or acquire short term loans collateralized by real estate, including but not limited to first mortgage interests, structured finance products such as mezzanine debt, and preferred equity, each with Loan-to-Value ("LTV") exposure not to exceed 70%.

Risk Factors

Investment with Mosaic or an investment in the Vehicles entails a high degree of risk and is suitable only for sophisticated investors for which an investment in the Vehicles is not their complete investment program and that fully understand and are capable of bearing the risks associated with an investment in the Vehicles. There can be no assurance that the Vehicles' objectives will be achieved, and investors must be prepared to lose all or a portion of their investment in the Vehicles.

Although Mosaic believes that the Vehicles should be well positioned to take advantage of attractive investment opportunities, there can be no assurance that it will be able to do so. The entry of additional lenders and investors into the segments of the real estate market in which Mosaic will focus, or a decline in the number or size of transactions anticipated in the formation of Mosaic's strategy could have potentially adverse consequences for Vehicles and their investors. Competition for unspecified assets may also result in Mosaic making investments on less favorable terms than expected. There can be no assurance that targeted investments will be available when Mosaic seeks investment opportunities or that then available investments will meet the Mosaic's investment criteria.

Mosaic and certain affiliates thereof contemplate organizing and sponsoring additional alternative investment funds. Although Mosaic intends that the targets and investment activities, taken as a whole, for such additional funds will not conflict with the targets and investment activities, taken as a whole, of the Vehicles, it is nevertheless possible that conflicts may arise. In addition, certain senior personnel of Mosaic and/or its affiliates who serve as members of the Investment Committee may serve in similar roles for additional investment funds and managed by Mosaic or its affiliates. These senior personnel may experience diversions of their attention. However, Mosaic has implemented formal policies to mitigate any potential conflicts of interests in connection with organizing and sponsoring additional alternative investment funds.

Investment analyses and decisions by Mosaic may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to Mosaic at the time of making an investment decision may be limited, and Mosaic may not have access to detailed information regarding the investment, such as conditions affecting collateral. Therefore, no assurance can be given that Mosaic will have knowledge of all circumstances that may adversely affect an investment. In addition, Mosaic expects to rely upon independent consultants in connection with its evaluation of proposed investments, and no assurance can be given as to the accuracy or completeness of the information provided by such independent consultants or to the Vehicles' right of recourse against them in the event errors or omissions do occur.

Mosaic may invest in a variety of real estate-related debt investments. In addition to the risks of borrower default (including loss of principal and nonpayment of interest) and the

risks associated with real property investments, Mosaic will be subject to a variety of risks in connection with such debt investments, including the risks of illiquidity, lack of control, mismanagement or decline in value of collateral, contested foreclosures, bankruptcy of the debtor, claims for lender liability, violations of usury laws and the imposition of common law or statutory restrictions on the Mosaic's exercise of contractual remedies for defaults of such investments.

The Funds are open-ended and therefore have an indefinite term while the Co-Investment Funds vary in structure and may be closed to open-ended. Although Mosaic expects most investments to generate current cash flow and to pay off in accordance with their terms, it is possible that any cash flow will occur only after the partial or complete financing, refinancing or sale of an investment, delaying the return to the respective investors. It is possible that the Vehicles may not encounter favorable financing, refinancing or sale terms for an investment, thereby reducing or eliminating the return or resulting in a loss of principle. Likewise, the Vehicles may be unable to achieve proper or optimal asset diversification due to a variety of factors, including having an investment strategy that is not achieved, challenges in the marketplace, lack of investor capital, failure to monetize assets as intended, as well as socio-economic challenges (including but not limited to wars, pandemics, or other major regional, national, or global events that impair real estate or the economy, generally).

Mosaic's current strategy is to originate or acquire debt and debt-like instruments across a variety of real estate product-types in a variety of geographic locations. Accordingly, Mosaic will be required to maintain expertise, relationships and market knowledge across a broad range of product-types and geographic regions, and will be subject to the market conditions affecting each such product-type in various markets, including such factors as the local legal and regulatory environment, economic climate, business layoffs, industry slowdowns, changing demographics, and supply and demand issues affecting each such market. This multi-sector approach could require more management time, staff support and expense than would be experienced with a company whose focus is dedicated to a greater extent on a single product-type in fewer jurisdictions than is contemplated by Mosaic.

The investment strategy for Mosaic may include both originating investments and acquiring investments in the secondary market. Mosaic's success may hinge on its ability to successfully pursue both of these strategies, although market and other forces may from time to time cause the Mosaic to pursue one versus the other more vigorously. While most of the risks apply to investments made pursuant to both portions of the investment strategy, in certain cases the risks relating to the origination portion of the strategy and the risks relating to the acquisition portion of the strategy may differ. Prospective investors should consider carefully the risks described herein and how they impact each of the two portions

of the investment strategy, as well as the two portions taken together.

As part of Mosaic's general strategy for the Funds and other Vehicles, Mosaic may enter into various debt transactions whereby a Vehicle or Vehicles become the borrower from a third-party (bank, broker, or other party) on a single asset, a pool of assets, or other asset based borrower, including, for example a repurchase facility or a revolving credit facility (each as applicable and subject to limitations in each Vehicle's governing documents. In a repurchase agreement, a party sells certain of its securities or assets to a buyer and concurrently agrees to repurchase the securities or assets at a future time and set price, representing the loan amount plus an interest factor. During the repurchase period, the Vehicles would reinvest the proceeds from the sale and continue to receive principal and interest payments on the subject securities and assets. Repurchase agreements can have effects similar to margin trading and other leveraging strategies. Repurchase agreements involve the risk that the market value of the securities or assets retained by the Vehicles may decline below the price of the subject securities or assets the Vehicles sold but is obligated to repurchase under the repurchase agreement. In the event the buyer of subject securities or assets under a repurchase agreement files for bankruptcy or becomes insolvent, the Vehicle's use of the proceeds of the agreement may be restricted. Mosaic may cause the Vehicles to enter into a revolving credit facility whereby the Vehicles would be required to abide by various financial covenants to the lender. A breach of certain covenants could result in the lender taking action against the Funds' assets if the Funds are unable to become compliant or pay down the outstanding loan on the revolving credit facility. The Vehicles may limit certain types of leverage undertaken by the Vehicles, for example, the Funds currently limit Fund leverage to 25% of each Fund's Net Asset Value, excluding embedded leverage, determined in Mosaic's discretion and whereby embedded leverage includes but is not limited to repurchase agreements, subordinated debt agreements, and other transactions involving asset based borrowing.

Mosaic generally expects to originate, participate in and/or acquire real estate loans that will often be non-recourse to the borrower with the exception of certain "carve outs", as governed by the terms of the respective loan mortgage investments have special inherent risks relative to collateral value. To the extent Mosaic makes or acquires subordinated or "mezzanine" debt investments, the Mosaic does not anticipate having absolute control over the underlying collateral as such Mosaic will be dependent upon third-party borrowers and agents and will have rights that are subordinate to those of senior lenders. In certain circumstances, the Vehicle's loans may not be secured by a mortgage, but instead by limited liability company or partnership interests or by other collateral that may provide contractual rights inferior to or more complex than a lender's customary rights under a mortgage or. In any case, in the event of default, the Vehicles' source of repayment will be limited to the value of the collateral and may be subordinate to other lienholders. The collateral value of the property may be less than the outstanding amount of Mosaic's

investment; in cases in which the Vehicles' collateral consists of partnership or similar interests, the Vehicles' rights and level of security may be less than if it held a mortgage loan. Returns on an investment of this type depend on the borrower's ability to make required payments, and, in the event of default, the ability of the Lender to either take over the entity and manage through liquidation and/or utilize a foreclosure process and liquidate the asset.

While it is anticipated that debt instruments will generally be held to maturity, the value of fixed-income securities that may be held by the Vehicles changes as the general levels of interest rates fluctuate. When interest rates decline, the value of fixed-income securities can be expected to rise. Conversely, when interest rates rise, the value of such securities can be expected to decline. Investments in lower rated or unrated fixed income securities, while generally providing greater opportunity for gain and income than investments in higher rated securities, usually are less liquid, more volatile and entail greater risk (including the possibility of default or bankruptcy of the issuers of such securities).

Real estate loans originated or acquired by Mosaic may be at the time of their origination or acquisition, or may become after origination, participation or acquisition, nonperforming for a wide variety of reasons. Such nonperforming real estate loans may require a substantial amount of workout negotiations and/or restructuring, which may entail, among other things, a reduction in the interest rate and a write-down of the principal of such loan. However, even if a restructuring were successfully accomplished, a risk exists that, upon maturity of such real estate loan, replacement "takeout" financing will not be available. It is possible that Mosaic may find it necessary or desirable to foreclose on collateral securing one or more real estate loans originated or purchased by the Vehicles. The foreclosure process can be lengthy and expensive.

The mezzanine loans in which Mosaic may invest may include loans secured by one or more direct or indirect ownership interests in a company, partnership or other entity owning, operating or controlling, directly or through subsidiaries or affiliates, one or more commercial properties. Although not directly secured by the underlying real estate, mezzanine loans share certain of the characteristics of subordinate loan interests described herein. It is expected that the commercial properties owned by such entities are or will be subject to existing mortgage loans and other indebtedness. As with subordinate commercial mortgage loans, repayment of a mezzanine loan is dependent on the successful operation of the underlying commercial properties and, therefore, is subject to similar considerations and risks, including certain of the considerations and risks described herein. Mezzanine loans may also be affected by the successful operation of other properties, the interests in which are not pledged to secure the mezzanine loan. The entity ownership interests securing the mezzanine loans may represent only partial interests in the related real estate company and may not control either the related real estate company or the underlying commercial property. As a result, the effective realization on the collateral securing a

mezzanine loan in the event of default may be limited.

Mezzanine loans may also involve certain additional considerations and risks. For example, the terms of mezzanine loans may restrict transfer of the interests securing such loans (including an involuntary transfer upon foreclosure) or may require the consent of the senior lender or other members or partners of or equity holders in the related real estate company, or may otherwise prohibit a change of control of the related real estate company. These and other limitations on realization on the collateral securing a mezzanine loan or the practical limitations on the availability and effectiveness of such a remedy may affect the likelihood of repayment in the event of a default.

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

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

The Vehicles, including the Funds, may purchase certain liquid real estate securities listed on major stock exchanges such as real estate investment trusts (each, a “REIT”) that purchase or originate mortgages or mortgage-back securities (“Mortgage REITs”) that align with the Mosaic’s overall strategy. If the Vehicles elect to invest in Mortgage REIT securities, Mosaic will continuously monitor macro-market factors, the underlying composition of the Mortgage REIT portfolios, and Vehicle’s cash needs to determine purchasing new securities, holding existing securities, or disposing of current holdings. Should any Vehicle seek to acquire listed securities, Mosaic would enter into a relationship with a reputable and experienced custodian and/or prime broker.

Commercial mortgage loans originated by Mosaic, through the Vehicles, generally are non-recourse to our borrowers, except for certain carve-outs providing recourse to the borrower or certain guarantors (construction loans are generally recourse when originated by commercial banks). In addition to a mortgage interest in its loans, Mosaic may also require a pledge of equity of the borrower entity, providing the alternative option to foreclose on

the loan borrower's legal entity through the Uniform Commercial Code in lieu of a real property foreclosure. In the event of a real property foreclosure on a commercial mortgage loan, the proceeds received by the lender from the foreclosure may be less than the total amount due under the loan (including, without limitation, the outstanding principal balance, accrued but unpaid interest, default interest, collection costs, and other amounts due under loan). However, if the proceeds received by lender exceed the total amount due under the loan, Lender will be required to remit such excess proceeds to the person or persons legally entitled thereto, which may include junior lien holders or the borrower. As an alternative to a sale to a third party in a foreclosure action, the Vehicles may elect to credit bid their outstanding loan principal to effectively take over the ownership of the underlying property. Owning equity in real property presents similar and different risks than being solely a lender, which also could result in the Vehicle losing its entire principal value in an investment. In addition, owning real property equity presents the opportunity to achieve a higher yield than originally intended under the loan depending on the final disposition price of the property.

A portion of Mosaic's investments may consist of interests in loans originated by banks and other financial institutions. The loans invested in by the Vehicles may include term loans and revolving loans, may pay interest at a fixed or floating rate and may be senior or subordinated. Purchasers of bank loans are predominantly commercial banks, investment funds and investment banks.

Mosaic may acquire interests in bank loans either directly (by way of sale or assignment) or indirectly (by way of participation). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. Participation interests in a portion of the debt obligation typically, but not always, result in a contractual relationship only with the institution participating out the interest, not with the borrower. If the Vehicles purchases participations, then the Vehicles generally will have no right either to enforce compliance by the borrower with the terms of the underlying loan or to set-off obligations that the Vehicles may otherwise owe to the borrower. Furthermore, the Vehicles may not directly benefit from the collateral supporting the loan in which it has purchased the participation. As a result, the Vehicles would assume the credit risk of both the borrower and the institution selling the participation.

Some of Mosaic's investments may take the form of construction loans. Construction financing is traditionally considered a riskier form of financing than financing secured by completed commercial properties due to the need of the borrower/developer to execute on a specific business plan which includes adherence to time and cost schedules. Were construction not to proceed as planned, claims against the borrower may arise. Such claims could arise, because, among other things, the construction may take more time and be more

expensive than anticipated, materials and labor necessary to do the construction may not be available on a timely basis or necessary financing may not be obtainable to complete construction. If such a claim were successful, delays in payments to the Vehicles may result. In addition, properties that have not been completed are less likely to be fully leased to tenants.

It is possible that a Vehicle will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring debt and/or preferred equity transactions is highly competitive and involves a high degree of uncertainty. There can be no assurance that a Vehicle will be able to locate, consummate and exit investments that satisfy a Vehicle's rate of return objectives or realize upon their values or that it will be able to invest fully its committed capital. However, certain investors may be required to pay annual management fees during the investment period based on the full amount of their commitments.

An investment in a Vehicle should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, may occur only upon the partial or complete disposition of an investment, depending on how a particular deal is structured. It is unlikely that there will be a public market for the loans held by a Vehicle at the time of their acquisition. A Vehicle will generally not be able to sell the loans publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases a Vehicle may be prohibited by contract or regulatory reasons from selling certain securities for a period of time. Before any investment is sold, there may be no current return on the investment. Furthermore, the expenses of operating a Vehicle may exceed its income, thereby requiring that the difference be paid from a Vehicle's capital. Where a Vehicle holds Mortgage REIT securities or other like listed, liquid securities, such investments may be liquid in form but the overall market for the specific security may not provide sufficient liquidity to a Vehicle's entire position at any point in time or at a favorable price. Changes to trading volume and other macro-economic factors can influence the price and liquidity of publicly traded securities.

Investors may have conflicting investment, tax, and other interests with respect to their investments in a Vehicle, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the Firm regarding an investment that may be more beneficial to one investor than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, the Firm will consider the investment and tax objectives of a Vehicle and its investors as a whole, not the investment, tax, or other objectives of any investor individually.

Laws, regulations, and administrative guidance are subject to change, and there is no certainty that the legal and/or tax laws in place currently will remain in place into the future. Changes in laws could present unknown and uncertain risk to the Funds, Co-Investment Funds, and individual investors. The legal and tax structures established by Mosaic for its Vehicles could be challenged by authorities causing unknown and uncertain risk to the tax positions taken in prior years.

Increased reliance on internet-based programs and applications to conduct transactions and store data creates growing operational and security risks. Targeted cyberattacks or accidental events can lead to breaches in computer and data systems security, and subsequent unauthorized access to sensitive transactional and personal information held or maintained by the Firm, its affiliates, and third party service providers or counterparties. Any breaches that occur could result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to investors and the beneficial owners of investors, and may lead to theft, data corruption, or overall disruption in operational systems. Criminals may use data taken in breaches in identity theft, obtaining loans or payments under false identities and other crimes that have the potential to affect the value of assets in which the Vehicles invest. The information and technology systems of the Firm, the Vehicles and their portfolio companies may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. These risks have the potential to disrupt the Firm's ability to engage in transactions, cause direct financial loss and reputational damage or lead to violations of applicable laws related to data and privacy protection and consumer protection. Cybersecurity risks also necessitate ongoing prevention and compliance costs.

A number of U.S. states and municipal pension plans have adopted so-called "pay-to-play" laws, regulations, or policies that prohibit, restrict, or require that individuals or entities seeking to do business with state entities, including those seeking investments by public retirement funds, disclose payments to and/or contracts with state officials. The SEC has adopted rules prohibiting investment advisers from providing advisory services for compensation to a government client for two years after the adviser or certain of its executives, employees, or agents makes a contribution to certain elected officials or candidates. If the Firm, any of its employees or affiliates, or any service providers acting on its behalf fail to comply with such laws, regulations, or policies, it could adversely affect the Vehicles.

The Firm's business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster, terrorist attacks or other circumstances resulting in property damage, network interruption and/or prolonged power outages. Although the Firm has implemented, or expects to implement, measures to manage risks relating to these types

of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on the Firm and investments therein.

An epidemic outbreak or pandemic, and reactions thereto could cause uncertainty in markets and businesses, including the Firm's business, and may adversely affect the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. The Firm has policies and procedures to address known situations, but because a large epidemic or pandemic may create significant market and business uncertainties and disruptions, not all events that could affect the Firm's business and/or the markets can be determined and addressed in advance.

An investment in a Co-Investment Fund typically bears many, if not all of the risks described above, but generally a Co-Investment Fund provides a less diversified asset pool, which may be as few as a single asset; accordingly, underperformance any single asset may comparatively impact the Co-Investment Fund more negatively than a similar investment in the same asset as the Funds.

Item 9. Disciplinary Information

Mosaic is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

In March 2007, the New York Attorney General commenced an industry-wide investigation into, among other things, alleged conflicts of interest and corruption involving investment firms' use of placement agents to obtain investments from public pension plans. The Wetherly Capital Group, LLC and DAV/Wetherly Financial, L.P. (collectively, "Wetherly") investigation focused primarily on certain sub-agents used by Wetherly with respect to the New York CRF. In February 2010, Wetherly and the New York Attorney General's Office entered into an assurance or discontinuance pursuant to which Ms. Vicky Schiff (who was not personally the subject of the investigation) agreed to refrain from being engaged by an investment firm to advise any public pension fund, other than when acting as a principal, shareholder or employee of the engaging firm. This action was concluded in February 2010, and there has been no subsequent action involving Ms. Schiff. While Ms. Schiff was not personally the subject of the New York Attorney General's investigation, and although she was not formally enjoined or barred, Ms. Schiff agreed to comply with the New York Attorney General's Public Pension Fund Code of Conduct and is precluded from being engaged by an investment firm to provide advice, consulting and/or marketing services in connection with potential investments by public pension funds other than as a principal, shareholder, or bona fide employee of the investment firm, where the engagement involves direct or indirect communications with certain government and/or public pension fund officials.

In May 2011, the New Mexico State Investment Council filed a claim in the court of New Mexico State District County, Santa Fe (the State of New Mexico case is D-101-CV-2011-01534, Court of Appeals Case Number 33,787) as well as a related case in the United States District Court (District of New Mexico) (No. 11-CV-00390, the federal case was dismissed without prejudice) alleging that the former CIO of the New Mexico State Investment Council and a financial advisory firm acting as a third party placement agent hired for Wetherly improperly steered New Mexico investments to political supporters of former New Mexico Governor Bill Richardson in an alleged "pay-to-play" scheme in New Mexico. Wetherly, as a firm with which such persons did business, and Ms. Schiff, as a principal of Wetherly, were alleged to have aided, abetted and profited from the alleged scheme. Ms. Schiff and her former partner at Wetherly agreed to a settlement in December 2013, subject to the court's approval, which settlement required Ms. Schiff and her former partner to pay \$100,000 in the aggregate, of which Ms. Schiff paid \$40,000 (or 40%). The court held a fairness hearing in November 2013, and the trial judge approved the settlement on February 12, 2014. The trial judge subsequently dismissed the case on March 30, 2014. On April 19, 2014, qui tam plaintiffs who objected to the settlement appealed to the New

Mexico Court of Appeals, which appeal is currently still pending. The briefing for the Court of Appeals was completed during the summer 2015. Oral arguments were presented in December 2015. On March 24, 2016, the Court of Appeals affirmed the district court's approval of the settlements. The Qui Tam plaintiffs asked the New Mexico Supreme Court to review the Court of Appeals decision. The New Mexico Supreme declined to review the Court of Appeals in the summer of 2016. The appeals process is complete and the case is deemed to be concluded.

Item 10. Other Financial Industry Activities and Affiliations

Mosaic and/or management personnel of Mosaic advise the Vehicles and their subsidiaries. Mosaic also generally serves as the managing member/general partner of the Vehicles.

Mosaic Real Estate Investors is an investment platform and a tradename of Mosaic that seeks to create investment products that are designed to pursue investment strategies focused on capital protection and stability.

Ms. Vicky Schiff, Co-Founder & Managing Partner of Mosaic serves as a related person of Mosaic. In addition, Ms. Schiff, in her individual capacity, has served as an independent director on the board of directors of DREAM Industrial REIT (TSX: DIR), a Toronto-based real estate investment trust with investment activities currently primarily in Canadian submarkets. For the services Ms. Schiff renders as a director, she receives compensation in the form of cash payments and subordinate voting shares, as disclosed in DIR's public regulatory filings. Mosaic could potentially, in the future, consider a co-investment or other relationship with DIR or its affiliates.

In 2017, Ms. Schiff was appointed to the advisory board of private company, Morgan Properties, a large privately held multi-family firm based near Philadelphia.

Item 11. Code of Ethics

Mosaic has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. Mosaic’s Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non- public information by the Firm or any of its Supervised Persons.

The Code of Ethics also requires certain of Mosaic’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings, and issuers on a firm ‘restricted list’). This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities.

The Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm’s access persons. Among other things, the Code of Ethics also requires the prior approval by the Chief Compliance Officer of any transactions by access persons in securities in a limited offering (*e.g.*, private placement), an initial public offering or on Mosaic’s restricted list (as applicable). The Code of Ethics also provides for oversight, enforcement and recordkeeping provisions.

The Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all access persons are reminded that such information may not be used in a personal or professional capacity other than in connection with their provision of services to Mosaic, and can never be used for trading in securities.

A copy of the Code of Ethics is available to Mosaic client and prospective clients. You may request a copy by email sent to compliance@mosaicrei.com, or by calling us at +1.310.929.4600.

Mosaic serves as the managing member or general partner of the Vehicles. Mosaic has responsibility for investment management and administrative matters, such as accounting, tax and periodic reporting pertaining to the Vehicles. Mosaic and its affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the Vehicles and/or may involve substantial time and resources of our Firm and our affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the Vehicles, but could be allocated between such businesses and other of our business activities and those of our affiliates.

Item 12. Brokerage Practices

Recommendation of Broker/Dealers for Client Transactions

Mosaic does not have or plan to have any soft-dollar arrangements, and does not receive nor plan to receive any soft-dollar benefits for its investment transactions. Furthermore, with respect to the Vehicles, Mosaic does not engage in cross trades, block trades, or permit directed brokerage. Mosaic's business model is to typically invest in debt, debt-like structured finance instruments collateralized by real estate and other credit-focused arrangements and consequently, will generally not require the use of a broker or the payment of commissions to a broker. Should Mosaic utilize traditional securities brokerage firms, Mosaic would work with U.S. based reputable brokers in the industry for trade execution and to hold custody of securities.

Item 13. Review of Accounts

Account Reviews

Mosaic reviews the positions of its accounts (the Vehicles) on an ongoing basis.

The Vehicles' third-party administrator, SS&C Technologies, Inc., also generates quarterly reports, as described in more detail below, for each investor in the Vehicles, which Mosaic reviews and approves prior to distribution.

Account Statements and Reports

Clients invested in Vehicles are provided with quarterly summary account statements, which shall include capital statements and unaudited financial statements prepared in accordance with U.S. GAAP, or such other standard as may be required by law, directly from the third-party administrator of the Vehicle. On an annual basis, each Vehicle is audited by a national CPA firm, and the tax returns and tax reporting (including Schedule K-1 and similar state forms, each as applicable) is also prepared by a national CPA firm. Vehicles domiciled outside the United States of America may have additional requirements imposed by that country's laws, rules, and regulations, including but not limited to the use of an accounting firm being qualified to operate in that jurisdiction.

Item 14. Client Referrals and Other Compensation

Client Referrals

The Firm currently provides compensation to certain third-party solicitors/placement agents for successful client investments into the Funds. On April 13, 2016, the Firm entered into a distribution arrangement with CAIS Capital LLC (“CAIS”), a registered broker-dealer, for the marketing and distribution of the Funds to CAIS’ network of family offices, wealth managers and registered investment advisers with whom CAIS has established relationships.

Effective as of December 31, 2020, Mosaic has active placement agent or similar distribution arrangements with CAIS, as well as two additional placement agent firms: Edgeline Capital, LLC and InFin Capital Ltd. Each arrangements involve payments to these placement agents for successful placement of investors into the Funds.

Item 15. Custody

Investors in the Vehicles receive periodic statements directly from the administrator of the Funds. Annually, investors in Vehicles receive financial statements audited by a CPA firm.

In addition, as discussed in Item 13, Mosaic may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the custodian and/or administrator and compare them to those received from Mosaic.

Item 16. Investment Discretion

Clients may hire Mosaic to provide discretionary investment management services, in which case, Mosaic enters into investment transactions on behalf of its clients without contacting the client prior to each transaction to obtain the client's permission.

Mosaic's discretionary authority includes the ability to do the following without contacting the client:

- Determine the type of investment transaction to enter into; and/or
- Determine the amount of the investment transaction to enter into.

Item 17. Voting Client Securities

Declination of Proxy Voting Authority

To the extent applicable, Mosaic generally does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. In the event this position changes, Mosaic will implement the appropriate policies and procedures and promptly update this Item 17 of the Brochure, as necessary.

Item 18. Financial Information

Mosaic is not required to disclose any financial information due to the following:

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