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This brochure provides information about the qualifications and business practices of CW Investment Advisers, LLC. If you have any questions about the contents of this brochure, please contact us through Chi Shing (Niol) Ma at (626) 788-2382 or niol.ma@cottonwoodmgmt.com. 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 CW Investment Advisers, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

CW Investment Advisers, LLC is an SEC registered investment adviser. This registration does not imply a specific level of expertise, skill or training. This registration does not imply a recommendation by the SEC or by any state securities authority.

This Cover Page constitutes Item 1 to the CW Investment Advisers, LLC Brochure.

Item 2. Material Changes

CW Investment Advisers, LLC (the “**Adviser**”) became registered with the SEC as an investment adviser on January 14, 2021 in anticipation of it satisfying the large advisor federal registration requirements within 120 days of registration. The Adviser’s client, Cottonwood Real Estate Founders Fund, LP, and its parallel investment vehicle, Cottonwood Real Estate Founders Cayman Fund, LP, commenced operations in May 2021 with initial limited partner capital commitments of \$150 Million. This brochure provides information about the business of the Adviser as the advisor to Cottonwood Real Estate Founders Fund, LP.

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Item 4. Advisory Business

CW Investment Advisers, LLC, a Delaware limited liability company (the "**Adviser**" or "**we**"), is an SEC registered investment adviser that offers advice on a variety of investments in real estate, including mortgage and mezzanine loans to, and equity investments in, developers and operators of commercial and residential properties. Our initial client, Cottonwood Real Estate Founders Fund, LP, a Delaware limited partnership and its related parallel investment vehicles (together the "**Cottonwood Fund**"), accepted its first limited partners and made its first investment in May 2021. We may also provide advice to other pooled investment vehicles ("**Funds**") including, without limitation, Funds comprising investors participating in the U.S. Fifth Employment Based Preference Immigrant Visa Category Program (the "**EB-5 Program**"). We do not presently intend to provide advice to retail investors, i.e., individual clients or high net worth individual clients. References in this brochure to a "client" or "clients" means the Cottonwood Fund and/or other Funds to which the Adviser provides investment advisory services. We do not provide investment advice to any limited partners in Cottonwood Fund or any investors in other Funds (collectively, "**Investors**"). Cottonwood Management, LLC ("**Cottonwood**"), an affiliate of the Adviser, is a real estate asset management firm based in Los Angeles. Established in 2011, Cottonwood personnel have more than 100 years of combined experience in the evaluation, financing and development management of commercial real estate, and in participating in the real estate capital markets. CW Credit Services, LLC, a Cottonwood subsidiary, provides loan administration services to Funds holding loans made under the EB-5 Program ("**EB-5 Program Funds**"). Other Cottonwood subsidiaries arrange debt and equity financings in connection with commercial real estate projects and provide administration services in connection with these transactions. Cottonwood has arranged, made or managed over \$3.9 billion of loan and equity investments. The ultimate beneficial owner of the Adviser and Cottonwood is Hon Kit (Alex) Shing.

The Adviser will advise the Cottonwood Fund on the origination, acquisition, participation and sale of secured first mortgage and mezzanine loans for real estate development projects, acquisitions and refinancings (collectively, "**Loans**"), as well as equity investments in owners and developers of commercial real estate projects (collectively, "**Equity Investments**" and, together with Loans, "**Investments**"). Our investment advice relates to the evaluation of the prospects for development, value creation, financing, leasing, and operations of commercial real estate assets ("**Projects**"), as well as the amount, terms and conditions, and recoverability of Investments in the Projects. Among other things, we review and give advice with respect to the analysis of projected costs, investment structure and terms and business plans, and we monitor investment performance. The Adviser's analysis methods include detailed financial analyses based on each Project, developer experience, market analyses, economic analyses, tenant analyses, market trends, valuation estimates, basic fundamentals of supply and demand, and sector type.

NOTE: THE INFORMATION AND DESCRIPTIONS CONTAINED IN THIS SECTION ARE FOR THE READER'S INFORMATIONAL PURPOSES ONLY AND DO NOT CONSTITUTE LEGAL OR INVESTMENT ADVICE OR ANY

EXPRESS OR IMPLIED PROMISES, REPRESENTATIONS OR WARRANTIES OF THE ADVISOR.

The Adviser's advisory services are driven primarily by the nature of Investments being evaluated, not by the individual needs of clients. We intend to primarily focus on investing in properties in what we believe are (1) key gateway and primary growth markets with strong economic and demographic fundamentals and (2) asset classes in which we have substantial sector knowledge and/or in-house operating capabilities, such as large-scale mixed-use development, residential property development and management. Investments of the Fund may be in the form of private real estate loan and equity investments, as well as investments in publicly traded real estate securities on select occasions in connection with the acquisition of an asset or portfolio of assets owned by a public company. The Cottonwood Fund's investment program is styled to exploit what the Adviser believes to be capital stack pricing inefficiencies and near-term market conditions in targeted gateway and growth markets in a risk-adjusted manner.

Adviser does not currently participate in wrap fee programs.

As of May 2021, we have approximately \$150,000,000 of assets under management comprised of capital commitments and capital contributions (net of Investments) to Cottonwood Fund and the Investments made by Cottonwood Fund. We consider the assets under management attributed to Cottonwood Fund to be managed on a discretionary basis because the investment decisions of Cottonwood Fund are made by its general partner, as affiliate of the Adviser and Cottonwood. We do not currently manage any client assets on a non-discretionary basis.

Item 5. Fees and Compensation

Cottonwood Fund and each other client of the Adviser, will pay Adviser an investment management fee (“**Investment Management Fee**”) based upon the net asset value of assets under management or other generally accepted metrics (“NAV”). The Investment Management Fee for Cottonwood Fund is 1.25% per annum of NAV. Our maximum percentage fee will be 2.0% per annum of the client's NAV. Investment Management Fees are charged and invoiced quarterly in arrears. We do not typically charge a set-up fee.

The Investment Management Fee will be determined on an Investor-by-Investor basis and will be billed, and in the discretion of the Investor, either paid by the Investor directly or by withdrawal from the Investor’s capital accounts, in addition to funding the Investor’s commitments to the Fund.

The Investment Management Fee is calculated with respect to each Investor’s share of the Fund’s NAV at the end of the applicable calendar quarter. An Investor’s share of Investment Management Fee rate is negotiable at the discretion of the Adviser.

Cottonwood Fund will also pay the Adviser an origination fee (i) with respect to Debt Investments in an amount not to exceed 1% of the maximum Loan amount and (ii) with respect to Equity Investments in an amount equal to 1% of the gross purchase price of such Investment.

With respect to the Cottonwood Fund, the Adviser will also be entitled to receive a performance fee (the “**Performance Fee**”), determined on an Investor-by Investor basis, equal to twenty percent 20% of the amount by which the Investor’s Net Return Amount for the applicable calendar year (each calendar year, a “**Measurement Period**”) exceeds the Performance Fee Hurdle Amount. An Investor’s “**Net Return Amount**” in a Measurement Period is the amount equal to (i) the actual increase or decrease, as the case may be, in the Investor’s NAV over the Measurement Period, plus (ii) the aggregate amount of distributions (net of any Investment Management Fees) received by such Investor that are not reinvested in the Cottonwood Fund pursuant to the distribution reinvestment plan. The Investor’s “**Performance Fee Hurdle Amount**” for a Measurement Period, is the amount equal to (i) the aggregate amount of distributions (net of any Investment Management Fees) received by such Investor that are not reinvested in the Fund pursuant to the distribution reinvestment plan, plus (ii) an amount equal to the hypothetical increase or decrease in such Investor’s NAV over the Measurement Period necessary for such Investor to earn a seven percent (7%) Net IRR over such Measurement Period, taking into account the actual capital contributions made by and distributions described in clause (i) received by such Investor during such Measurement Period. “**Net IRR**” shall mean, with respect to an Investor, the internal rate of return (“**IRR**”) on such Investor’s Units, net of Investment Management Fees, taking into account any distributions and/or reinvestments during the Measurement Period. The Performance Fee with respect to each Measurement Period shall be paid as follows:

- 50% of the Performance Fee shall be due and payable within 10 days after the NAV Per Unit is determined for the applicable Measurement Period;
- 50% of the Performance Fee shall be due and payable on the first anniversary of the last day of the applicable Measurement Period; and is payable only if the Net IRR over the previous two (2) years (the Measurement Period plus such first anniversary) meets or exceeds a 7% IRR.

The Adviser may elect to receive the Performance Fee in the form of limited partnership units in Cottonwood Fund with an aggregate NAV equal to the Performance Fee. The general partner of Cottonwood Fund may elect to forego all or any portion of the Performance Fee and in its stead, receive a profits interest in Cottonwood Fund with respect to the foregone amount.

Clients may be subject to regulatory fees, transaction costs, custodian and sub-custodian fees, professional fees, consulting fees, insurance premiums, deductibles and retainage, interest and other loan and financing fees, reasonable travel costs, and other costs and expenses incurred in connection with the investigation, research, diligence, evaluation, acquisition, financing, ownership, monitoring, managing, operating and disposing of Projects, regardless of whether the Fund shall realize any profits. The client will reimburse the Adviser for reasonable travel expenses incurred in carrying out its duties under the investment management agreement between the Adviser and the client. Travel expenses incurred on behalf of multiple clients will be equitably allocated among the applicable clients. Each Project is subject to development management fees, property management fees, leasing commissions, sale commissions, and financing origination fees payable to third parties. In negotiating fees payable to third party service providers, we make commercially reasonable efforts to minimize those costs. EB-5 Program Funds that become clients of the Adviser will also pay loan administration fees to CW Credit Services, LLC, an affiliate of the Adviser, and program management fees to Celona Asset Management USA, Ltd. and to regional centers, neither of which are affiliates of the Adviser. Similarly, an affiliate of the Adviser will receive arm's-length compensation for any services (that would otherwise be provided by another third party) that it provides to a Project in which one or more clients of the Adviser have invested.

In certain cases, a co-investment vehicle, a parallel vehicle or other similar vehicle established to facilitate the investment by Investors to invest alongside the Cottonwood Fund ("Co-Investor") may be formed in connection with the consummation of a transaction or portfolio. The Investors in the Co-Investor will typically bear all expenses related to the organization, formation and operation of the Co-Investor. The Adviser and its affiliates have discretion to (i) receive performance-based compensation, management fees or similar fees from Co-Investors and their respective Investors, and (ii) collect customary fees in connection with actual or contemplated Investments that are the subject to co-investment arrangements.

Generally, each of Cottonwood Fund and the Co-Investor will bear its pro rata portion of expenses incurred in the making the Investment. If a proposed transaction is not

consummated, whether or not the Co-Investor was formed, the full amount of any expenses relating to such proposed but not consummated transaction (including any expenses relating to the organization of Co-Investor, termination fees, extraordinary expenses such as litigation costs and judgments and other expenses, collectively “**Dead Deal Costs**”) will be borne by the Cottonwood Fund. Similarly, Co-Investors will not be allocated any share of break-up or termination fees paid or received in connection with such an unconsummated transaction.

In the event an Investment is repaid, or if our investment management agreement is terminated before the end of a calendar quarter, we will prorate our fee on a daily basis and refund to the client the unearned portion of our fee. Refund of our fee will typically be made within 10 business days after the settlement of the repayment of an Investment.

Neither Adviser nor its supervised persons accept compensation for the sale of securities or other investment products.

A client may originate a new Investment that the Adviser has arranged through brokers or agents not affiliated with Adviser.

Item 6. Performance Based Fees and Side By Side Management

As described in Item 5 above, for services to the Cottonwood Fund, the Adviser will be entitled to receive Performance Fees determined on the basis of return for each Investor. Investors in the Cottonwood Fund are expected to satisfy the requirements of "qualified clients," as defined in Rule 205-3 under the Investment Advisers Act of 1940 (the "**Advisers Act**").

When an investment manager is responsible for both fixed fee accounts and performance based fee accounts, a conflict of interest can arise in allocating Investment opportunities among the client accounts from the incentive to allocate the highest returns and shortest maturity dates to the performance based fee accounts. If we determine that two or more clients should participate in a specific Project, we typically will allocate the investment first in accordance with the available capital of the clients and then on a rotational basis. However, we reserve the right to allocate on a non-rotational (e.g. pro rata or specific allocation) basis, where the circumstances justify such action.

Item 7. Types of Clients

We expect to provide advice solely to the Cottonwood Fund and may do so for other Funds engaged primarily in the business of originating and acquiring first mortgage and mezzanine Loans for, and making equity investments, directly or indirectly, in commercial real estate Projects. Unless the general partner in its sole and absolute discretion accepts a lesser amount, the minimum commitment for each Investor in the Cottonwood Fund is \$10 million.

Important Notice

This Brochure may be provided to prospective investors in an existing or prospective client of Adviser, together with the specific investment vehicle's private placement memorandum ("PPM"), organizational documents and other related documents ("Governing Documents"), in connection with the Investor's consideration of an investment. While this Brochure may include information about the investment vehicles to which Adviser provides investment advice, it does not represent a complete discussion of the features, risks or conflicts associated with the investment vehicles. More complete information is included in the PPM and other Governing Documents.

In no event should this Brochure be considered an offer of units in an investment vehicle to which Adviser provides investment advice or be relied upon in determining whether to invest in such vehicle. It is also not an offer of, or agreement to provide, advisory services directly to any Investor. Rather, this Brochure is designed only to provide information about us to comply with regulatory requirements under the Investment Advisers Act of 1940. Information in this Brochure may differ from the information provided in the PPM. If there is any conflict between the information in this Brochure and similar information in the PPM, Investors should rely on the information in the PPM with respect to their investment in such investment vehicles.

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

A. Methods of Analysis and Investment Strategies

We offer advice with respect to direct and indirect equity and debt investments in all major classes of commercial real estate.

Our analysis methods include, without limitation, detailed financial analyses based on each Project, developer experience, detailed financial analyses; market analyses, economic analyses, tenant analyses; market trends; valuation estimates; basic fundamentals of supply and demand; and sector type. We use research and other information obtained and prepared by Cottonwood and its affiliates. Our investment advice to clients includes our financial analyses and our views on income and growth potential and market pricing.

Our strategy is to have our clients' accounts fully invested in Investments at all times. We do not manage cash. We invest only in long positions for both long term and short term holding periods. We do not purchase, sell or create derivatives, or sell real estate-related securities short. We may cause a client to sell participation interests in loans originated or acquired by the client, and to sell loans or tranches of mortgage or mezzanine loans originated or acquired by a client based upon what we believe is in the best interest of the client.

In light of the near-term investment outlook of various sectors and the Adviser's in-house operating capabilities, the Cottonwood Fund will initially target the industrial / logistic, mixed use / rental residential, and prime office asset classes through specific components of the capital stack during the first 12 -18 months of the Cottonwood Fund. Whether we cause Cottonwood Fund to make its investments in debt, equity or a combination of debt and equity will be based on the asset class, and the stage of development or operations. The Adviser intends to use financing at both the Cottonwood Fund and underlying Investment levels to enhance the returns on the Investment. The Adviser's aim is to make quarterly distributions to Investors in Cottonwood Fund and towards that end, it will evaluate the use of various forms of credit facilities, including subscription credit and asset/portfolio-based financing. The Adviser will use commercially reasonable efforts to manage Cottonwood Fund's leverage such that the maximum amount of Fund-level leverage does not exceed 50% of the gross market value of its Investments at the time the debt is incurred. Other leverage restrictions will apply at the level of underlying real estate in which Cottonwood Fund makes Investments. Cottonwood Fund may incur inter-company indebtedness from time to time, which may be between or among the Fund and its direct or indirect subsidiaries. Cottonwood Fund may also cross collateralize certain Investments. The Cottonwood Fund may not meet its stated investment strategy and goals, and the Adviser has the right, without the consent of Investors but subject to the approval of the Advisory Committee of the Cottonwood Fund, to vary from its strategy and policies or update the investment program if it determines such a change is in the best interest of the Cottonwood Fund.

Risk of Loss

General Investment Risk. All investments in real estate, direct or indirect, equity or debt, involve substantial risk of loss (potentially resulting in rapid declines in market prices and significant losses) arising from any number of factors that are beyond Adviser's control, such as: changing market sentiment, competition and tenant preferences; changes in industrial conditions, competition and technology; changes in inflation, exchange or interest rates; changes in domestic or international economic or political conditions or events; changes in tax laws and governmental regulation; and changes in trade, fiscal, monetary or exchange control programs or policies of governments or their agencies (including their central banks). Changes such as these, as well as innumerable other factors, are often unpredictable and unforeseeable, rendering it difficult or impossible to predict or foresee future market movements.

Strategy Risk. Our strategy includes the origination and acquisition of Loans secured directly or indirectly by commercial real estate. The success of the long positions established pursuant to our strategy depends in large part on our ability to accurately assess the fundamental value of the underlying Projects and their respective development terms. An accurate assessment of fundamental value depends on a complex analysis of a number of financial factors. No assurance can be given that we will be in a position to assess the nature and magnitude of all material factors having a bearing on the value of a client's positions, or that we will accurately assess the impact of all factors of which it is aware.

Potential Downturns. An extraordinary prior market downturn, which began in mid-2008, resulted in tightened credit markets, a dramatic slow-down in property transaction volumes and significant downward pressures on real estate values. These factors made the valuation of real estate investments more difficult. If a similar downturn were to occur in the future, it would cause significant uncertainty in the valuation of, or in the stability of the value of, certain of a Fund's possible investments, fair values of such investments as reflected in the Fund's results of operations may not reflect the prices that a Fund would obtain if such investments were actually sold. As a result, there can be no assurance that any Fund will be able to make real estate investments that will generate the returns the Fund is targeting. A Fund may also be required to hold illiquid investments for several years before any disposition can be effected.

Custodial Risk. Notes payable to a client, related security instruments and collateral will be held by the applicable Fund manager or general partner of the client. The general partner of Cottonwood Fund is an affiliate of the Adviser. Third parties, including property managers and banks, hold and manage real estate assets and cash and pay property operating and ownership costs and expenses. Equity interests in limited liability companies and partnerships, if any, will be held in the name of the client and are likely to be uncertificated. Property interests, including title, will be held by third parties. Financial difficulty, fraud or misrepresentation by persons holding client assets and title to real properties and to custodian institutions could impair the rights and position of a client.

Cyber Security Risk. With the increased use of technologies such as the Internet to conduct business, Adviser is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and can

lead to the misappropriation or corruption of client, Investment and property related data. Cyber security failures or breaches by a third party service provider can cause disruptions and impact business operations and violations of applicable privacy and other laws. Electronic and digital records will be maintained in Cottonwood's computer system. Cottonwood believes that it has taken appropriate precautions designed to avoid a cyber incident. Cottonwood tests its cyber security system at least once each calendar year.

Health Emergencies and Market Disruption. The occurrence of widespread health emergencies could have a material adverse effect on the Fund. The recent outbreak of COVID-19, which has been identified as a “pandemic”, has resulted in decreased economic activity and on-going health concerns, which have adversely affected the broader global economy. Federal, state and local governments have taken a variety of actions in efforts to lessen the effects of the pandemic on individuals. Federal and global actions designed to reduce the adverse impact on the U.S. and other economies have been taken and others may be forthcoming. At this time, the extent to which COVID-19 and resulting consequences may impact the Fund and its properties and investment opportunities, and the duration of such impact, are uncertain. However, health emergencies such as COVID-19 or related significant public health and safety events, such as quarantine measures, travel restrictions, business closures and stay-at-home orders, could have a material adverse effect on a Fund’s property revenue, expenses and operations, liquidity and redemptions, acquisitions, financing and dispositions of assets, cash distributions, and property and portfolio values and prospects. At this time, the Adviser cannot determine whether any of the Investments permitted under a client’s investment program will be more adversely affected than other investment types, in the near term or over an extended period of time.

Lack of Investment Advisory Prior Performance. The Adviser is newly organized and accordingly, has no prior performance history upon which prospective clients and Investors can evaluate any Fund’s likely performance. Although the Adviser’s management team has experience in acquiring, developing and operating real estate and acquiring and managing debt instruments, there can be no assurance that the performance of those activities will be reflective of the future performance of any Fund. There can be no assurance that any Fund will achieve its investment objective. Clients cannot be assured that historic performance of Cottonwood will be repeated with respect to its Investments

Reliance on Key Persons. The ability of the Adviser to attend to clients’ Investments currently depends on the management team of Cottonwood. There can be no assurance that the Adviser will be able to implement successfully the strategies that a client intends to pursue. There can be no assurance that the Adviser’s decisions in this regard will result in a profit for any client. Further, there can be no assurance that the members of the management team will remain affiliated with Cottonwood throughout the term of any Fund or otherwise be able to continue to carry on their current duties throughout such term. The loss of the services of one or more of these individuals, and the inability to recruit and hire replacement or additional key personnel as needed could have a material adverse effect on clients. Furthermore, although investment professionals employed by Cottonwood will commit a significant amount of their business efforts to the Adviser and Cottonwood Fund, they will not be required to devote all of their business time to the Adviser’s or Cottonwood Fund’s affairs.

Lack of Control by Investors. A Fund's Investors will not have an opportunity to evaluate the investments made by the Fund or the terms of any particular investment. Investors should expect to rely solely on the ability of the Adviser to make appropriate investments for the Fund and to appropriately manage and dispose of the Investments.

Unspecified Investments. A Fund's Investors will only be able to evaluate the Fund's existing investments at the time they make their investment in the Fund and will be unable to evaluate the Fund's future investments, including (i) the terms of the acquisition of investments by the Fund, (ii) the type or location of the investments or (iii) other relevant economic and financial data affecting the investments. An Investor who acquires its Units later may have more information available concerning specific investments than earlier Investors.

Competition for Investments. The activity of identifying, completing, and realizing attractive acquisitions of core real estate, real estate assets and related debt investments is highly competitive. The Adviser will compete for these opportunities with many other real estate investors, including public and private REITs, other real estate funds, and institutional investors. These competitors may have more experience, more resources and may be willing to accept more risk than the client being represented in the Investment by the Adviser. This competition may increase prices, reduce returns, and eliminate investment opportunities. There can be no assurance that the Adviser will be able to locate and acquire investments that satisfy a client's investment objectives.

Co-Investments. Limited partners of Cottonwood Fund co-investing with Cottonwood Fund will not be clients of the Adviser and should not rely upon any advice that the Adviser renders to Cottonwood Fund as individual advice to the co-investing Limited Partner.

Limited Removal Rights. Investors in a Fund will have no ability to remove or replace the Adviser except (i) through the removal of the general partner or manager of the applicable Fund, in which case the Adviser may be terminated, or (ii) in certain situations such as for gross negligence, fraud, willful misconduct, bankruptcy, or material breach of the Investment Management Agreement.

B. Specific Risks Associated with Adviser's Investment Strategy.

Due Diligence and Analytic Risks. There is generally limited publicly-available information about real properties, and we must therefore rely on our own due diligence and that of Cottonwood in evaluating Project-sponsors and Projects for Investments.

Economic Risk and Valuation. The ability of a developer to repay a Loan or to return an Equity Investment is highly dependent upon its ability to realize the value of its Project through a sale or refinancing transaction. Local and national economic factors make the valuation of real estate investments more difficult in today's market. There can be no assurance that the valuation given to any Project is indicative of the amount that an unaffiliated third party would be willing to pay for such property or the amount that a lender would be willing to loan against such property.

Investments in Debt Instruments. Based upon the applicable state law (which laws may differ substantially from state to state), investments in debt may be adversely affected by (i) the operation of state law with respect to the ability to foreclose mortgage loans or to

exercise other creditors' rights provided in the underlying loan documents, (ii) lender liability with respect to the negotiation, administration, collection and/or foreclosure of mortgage loans, (iii) penalties for violations of state usury limitations and (iv) the impact of bankruptcy law.

Lack of Independent Valuation. Unless specifically requested by the client, Adviser does not obtain independent valuations or appraisals of Investments or the collateral for Loans. There can be no assurance that the book value of client Investments, if any, is indicative of their market value.

Developer Risks. Each client's assets are Investments. Debt service on mortgage loans encumbering new development Projects will be funded out of construction loan proceeds for a term provided in the Project loan agreement. Debt service on mezzanine loans to the owners of new development Projects will be funded out of loan reserves for a specified term. Developer/borrower risks include, among other things, lease up risks, the collection of rents from tenants, and control of development costs and operating costs. A developer/borrower default in performing its debt service obligations, or bankruptcy, could affect adversely cash flow from the Project and cause the client to incur a loss of all or part of its Investment as well as legal and other costs that would not likely be recouped.

Construction Risks. Construction costs for commercial facilities to be developed will be estimated for feasibility purposes and bid out for construction purposes. Construction costs are subject to fluctuation based on actual trade and supply contractor bidding. Change orders and certain unforeseen conditions may increase the cost beyond the general contractor's guaranteed maximum price.

Fixed and Variable Cost Risks. Many costs associated with a real estate investment, such as debt service and real estate taxes, are not reduced even when a property is not fully occupied or utilized, or other circumstances cause a reduction in income from the investment. These fixed costs intensify the risk of a developer or tenant default or an unanticipated delay in achieving occupancy of a newly constructed or redeveloped property. Some costs associated with a real estate investment, such as maintenance and repairs, may be subject to cost increases beyond the control of the property owner. Variable rate debt in a time of rising interest rates could also result in unanticipated costs increases.

Interest rate hedging transactions entered into directly with counterparty is subject to the risk that the counterparty will fail to perform its obligations in accordance with the agreed terms and conditions of the transaction. A counterparty may become bankrupt or otherwise fail to perform its obligations due to financial difficulties resulting in significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding or no recovery in such circumstances.

Environmental Risks. Environmental laws often impose responsibility for investigation and cleanup of hazardous substances and materials found on real property on the owner of the property, without regard to culpability. Uncertainty as to whether properties are in compliance with environmental laws could affect adversely the value of such properties.

The environmental condition of a Project could affect decisions to foreclose on the ownership of the Project in an effort to recover an Investment.

No Active Trading or Tax Planning. Adviser's client accounts are not actively managed and do not involve frequent trading. We currently manage all client accounts without regard to tax considerations.

Diversification Risks. As the Cottonwood Fund makes its initial investments, it will not be diversified due to holding a limited number of investments in what may be only one or two sectors. It is also possible that in the future, the Cottonwood Fund may become less diversified if it only holds a limited number of investments. In addition, the Cottonwood Fund's Investments may be made in a limited number of sectors, which may increase the magnitude of the risks associated with such sectors (discussed in greater detail below). Accordingly, there can be no assurances concerning the diversification of the Cottonwood Fund's assets. EB-5 Program Funds are likely to make only a single investment and, accordingly will not have a diversified portfolio of Investments. A limited degree of diversification increases risk because, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of a single Investment. In addition, the geographic diversification of a Fund's Investments may be limited due to the anticipated concentration of investments in target markets. A limited degree of diversification increases risk because, as a consequence, the aggregate return of the Fund may be substantially adversely affected by unfavorable performance in a specific market.

A Fund extending a Loan will not be an owner of real estate and will not enjoy the rights, privileges and benefits of an equity investment in the Project. Such Fund will only be entitled to exercise the rights, privileges and benefits afforded it as a secured lender under its Loan documents. Accordingly, such Fund will not have any control over the sale, refinancing or management of a Project.

Alternate Investments Upon Early Repayment of the Loan. Regarding EB-5 Program Funds, if a portion or full repayment of principal on the Loan is made to the EB-5 Program Fund prior to second anniversary of receipt of conditional permanent residence by an investor whose commitment was used to make the Loan, the proceeds from any such repayment must be redeployed by the EB-5 Program Fund into one or more alternate investments for the purpose of maintaining such investor's commitment "at risk" as required in the EB-5 Program. The Adviser will advise the EB-5 Program Fund on the redeployment of such Loan proceeds in an alternative investment.

Alternate investments will be approved by the EB-5 Program Fund managers, in their sole discretion. No alternate investments have been identified. The EB-5 Program Fund may make alternate investments that are subject to an extended duration, a reduced opportunity for return and may pose additional and greater risks than the original Loan. An alternate investment may result in a delay in the repayment of commitments to the Investors by the EB-5 Program Fund. Alternate investments are speculative and therefore may increase the duration of an EB-5 Program Fund's investment with no certainty of return and that the possibility of a partial or total loss of the EB-5 Program Fund's capital and Investors' commitment exists. Furthermore, there is no assurance that any alternate investment would

satisfy EB-5 Program requirements or enable an investor to apply for or receive a visa and residency in the United States.

Additional indebtedness may substantially impair a borrower's ability to repay an Investment. Investment documents may permit a developer to incur additional debt, whether secured or unsecured, from affiliates and other third parties, at any time or from time to time in the future.

Increased levels of indebtedness and related debt service and other obligations of a developer could have important consequences, including the following: (i) impair its ability to obtain additional financing for working capital, building costs, other capital expenditures, debt service or general corporate purposes; (ii) cause it to use a substantial portion of its cash flow from operations for debt service, which would reduce funds available for other purposes (including distributions in respect of Equity Investments and service of Loans); and (iii) increase its vulnerability to economic downturns and adverse developments in its business as a result of insufficient cash flow remaining after debt service. Additionally, a substantial level of indebtedness could make it difficult for the developer to satisfy its obligations under the Investment, especially in the event of a default or event of default under, and a corresponding acceleration of, any other indebtedness. It is unlikely that a Fund will have the financial resources required to purchase a first mortgage loan in default and thereby protect its investment.

A Fund may not receive the payments due under the Loan Agreement. A borrower may incur additional indebtedness in any amounts and under any terms it determines. In connection with such additional debt, the Fund's right to repayment under the Loan documents may be subordinated to the rights of repayment of such additional lenders (such other lenders, the "**Senior Lenders**"). Additionally, the Fund may be required to enter into an intercreditor agreement with Senior Lenders which may adversely affect the Fund's ability to exercise certain remedies upon a default under its Loan documents. For example, in the event of a default under the loan documents of a senior loan (such loan documents, the "**Senior Loan Documents**"), the control of the workout, foreclosure or disposition of the Project will be controlled by the Senior Lender rather than the Fund. Often, the holder of a mezzanine loan (secured by a pledge of the ownership interest in the property owner) must repay or refinance the senior loan to preserve its indirect interest in the property and realize on its loan. There can be no assurance that the Fund will receive all payments due under its Loan. The Financial condition of a borrower and the ability of a borrower to satisfy the covenants and obligations to the Senior Lenders could adversely affect the borrower's ability to satisfy its obligations under the Loan.

An EB-5 Program Fund's ability to exercise its rights under the Loan documents is effectively limited by the provisions of the EB-5 Program. Loan documents will contain certain rights relating to the repayment of the Loan upon the occurrence of an event of default under the Loan documents. With respect to Loans made by an EB-5 Program Fund, the Loan documents will generally prohibit the EB-5 Program Fund from accelerating the repayment of the outstanding Loan balance if such repayment would adversely affect the Immigration status of any EB-5 Program Fund Investor.

Reinvestment Risk. Cottonwood Fund is a perpetual fund. Repayments of principal and proceeds from the sale or refinancing of Projects in which Cottonwood Fund has equity interests are expected to be reinvested by the general partner into new Investments. There can be no assurance that the Adviser will be able to arrange suitable reinvestment opportunities when and as investable funds are available.

Risk of Nonperformance. Investments acquired directly or indirectly by the Fund may be nonperforming at the time of their acquisition or following their acquisition for a wide variety of reasons. Such nonperforming investments may require a substantial amount of workout negotiations or restructuring, which may entail for debt investments, among other things, a substantial reduction in the interest rate and a substantial 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. Purchases of participations in real estate loans raise many of the same risks as investments in a real estate loans and also carry risks of illiquidity and lack of control.

Investor Failure to Fund Commitments. If an Investor fails to fund its commitment obligations when due, the ability to complete its investment program or otherwise to continue operations may be substantially impaired. A default by one or more Investors who have made commitments could limit opportunities for investment diversification and reduce returns to the investment vehicle.

Illiquidity of Interests. Investors should be aware of the long-term nature of an investment in the Cottonwood Fund and in any EB-5 Program Fund. There is not now and may not ever be a public market for the units of limited partnership interests in any Fund (“Units”). Because the Units have not been registered under the Securities Act of 1933 (“**Securities Act**”) or under the securities laws of any state or non-United States jurisdiction, the Units are “restricted securities” and cannot be resold in the United States except permitted under the Securities Act and applicable state securities laws, pursuant to registration thereunder or exemption from such registration. It is not presently contemplated that registration under the Securities Act or other securities laws will ever be affected. The Units may also not be sold or otherwise transferred without the consent of the Fund general partner and compliance with the various investment vehicles governing documents such as the Cottonwood Fund Limited Partnership Agreement. Accordingly, an Investor may not be able to liquidate its investment in the event of an emergency or for any other reason, and its Units may not be acceptable as collateral for loans. Limitations on the transfer of the Units may also adversely affect the price that an Investor might be able to obtain for Units in a private sale.

No Assurance of Liquidity to Permit Redemptions. Although all Investors have the right to request redemption of their Units in the Cottonwood Fund after a lock-up period, the Cottonwood Fund (i) may not have sufficient available cash to fund the redemption of Units when redemptions are requested, or (ii) may exercise its discretion to not permit redemption of Units. There is no guarantee that cash will be available at any particular time to fund a particular redemption request, and the Cottonwood Fund is under no obligation to make such cash immediately available through the sale of assets, acceptance

of new Investor commitments, borrowings or otherwise. Under the Cottonwood Fund's redemption policy as set forth in its Limited Partnership Agreement, any redemptions will be made using available redemption proceeds (i) first, to satisfy any redemption requests from a prior quarter that were not satisfied in full on a pro rata basis in proportion to the total number of Units owned by the Investors who submitted redemption requests with respect to such earlier redemption date and (ii) secondly to fund redemption requests submitted by Investors for the current redemption date on a pro rata basis on the total number of Units owned by Investors seeking redemption. Redemption ability, if any, and procedures are outlined in the governing documents of the other investment vehicles.

Lack of Liquidity of Investments. A Fund's real estate Investments will generally be highly illiquid compared to other asset classes. Given the nature of real estate investments, the Fund may be unable to realize its investment objectives by sale or other disposition at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy for its Investments. In some cases the Fund may be prohibited by contract from selling investments for a period of time, or there may be contractual rights or obligations that may otherwise significantly affect price and/or liquidity. In addition, it is expected that equity investments will in certain cases not be sold until a number of years after they are made. The types of investments held by a Fund may be such that they require a substantial length of time to liquidate. In the event a loan repayment or other funding obligation arises at a time in which the Fund does not have sufficient cash assets to cover such payment, the Fund may have to liquidate certain investments at less than their expected returns to satisfy the obligations thereby resulting in lower realized proceeds to the Fund than might otherwise be the case. The ability of the Fund to sell or refinance its assets will directly affect its ability to redeem Units when requested.

The Cottonwood Fund also intends to invest in debt obligations secured by real estate properties for which the number of potential purchasers and sellers, if any, is often very limited. This factor may have the effect of limiting the availability of these investments for purchase by Cottonwood Fund and may also limit the ability of Cottonwood Fund to adjust its investing strategy in response to adverse changes in the performance of investments or changes in economic or market trends. As a result of Cottonwood Fund's illiquid investments, there may be little or no near-term cash flow available to the limited partners. Consequently, dispositions of such Investments may require a lengthy time period or may result in distributions in kind to the investors. Additionally, the realizable value of a highly illiquid investment may be less than its intrinsic value.

Joint Venture Risks. Instead of making investments directly, the Adviser may have a Fund make investments through partnerships, joint ventures, corporations, companies, or other entities. Such investments may involve risks not present in wholly-owned investments, including, for example, the possibility that a co-venturer or partner of the Fund might commit fraud, become bankrupt, or may have economic or business interests or goals which are inconsistent with those of the Fund, or that such partner or co-venturer may be in a position to take action contrary to the instructions or the requests of the Fund or contrary to the Fund's policies or objectives or otherwise have certain rights with respect to the Investments which may limit the Fund's ability to protect its position and make decisions with respect to its Investments. In addition, in certain circumstances, a Fund may rely upon the joint venture partner for operational experience, which reliance may

ultimately not be justified. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for the Fund to make up the shortfall from other sources. Any default by such co-venturer or partner could have an adverse effect on the Fund, its assets, and the interests of the Limited Partners. In addition, the Fund may be liable for actions of its co-venturers or partners. While the Adviser will attempt to limit the liability of a Fund by reviewing qualifications and previous experience of co-venturers or partners, such action may not be sufficient to protect the Fund from liability or loss.

Leverage Risks. The Adviser intends to use commercially reasonable efforts to manage a Fund's leverage such that debt financing in respect of the Fund's portfolio within the Fund's leverage limitations. In addition, the Adviser intends to use commercially reasonable efforts to comply with certain leverage restrictions at the level of the underlying real estate in which the Fund invests. The degree of leverage could have important consequences to Investors, including limiting the ability of the Fund to obtain additional financing in the future for working capital, capital expenditures, acquisitions, development or other general corporate purposes and making the Fund more vulnerable to a downturn in business or the economy generally. Further, the Cottonwood Fund may enter into a subscription facility in order to finance investments or pay expenses. As a result, the general partner may assign certain of the Fund's rights with respect to Investor subscription commitments, including the right to draw down such Commitments. The use of a subscription facility will only be included in the leverage test for the Cottonwood Fund if and to the extent that borrowed amounts (plus accrued but unpaid interest) are outstanding for longer than 180 days.

Bank Risk. As a result of the prior economic slowdown and financial market disruptions, certain financial institutions became insolvent or were served with cease-and-desist orders or other administrative actions by Federal bank regulators, such as the FDIC or Office of Thrift Supervision, due to a lack of required capital. Some of the lenders which finance a Fund's investments may become insolvent, enter into receivership or otherwise become unable to fulfill their respective financial obligations to the Fund or its subsidiaries. Should a lender fail to meet its funding obligations, a project could suffer from significant delays and additional expenses, which could adversely impact the Fund's investment in such project. The Fund may be required to seek additional financing, which could prove more difficult in the economic environment at such time, and the Fund may not be able to obtain favorable terms if it does acquire such financing.

Preferred Equity. A Fund may invest in preferred equity interests in entities and properties whose capital structures have significant leverage ranking ahead of the Fund's investments. While the Adviser anticipates that the Fund's investments will usually benefit from the same or similar financial and other covenants as those enjoyed by the leverage ranking ahead of the Fund's investments, some or all of such terms may not be part of particular investments. While the Fund would expect to receive priority distributions ahead of common equity, the Fund's preferred equity interest would be subordinated to any debt issued by the entity or encumbering the property. Accordingly, a Fund holding a preferred equity interest may not be able to receive its anticipated return in the event of a default on indebtedness encumbering a property, particularly in light of the priority of creditors over the Fund's preferred equity interest. Moreover, while the Fund may benefit from an agreement with the senior lender that is equivalent to an intercreditor agreement, it may

nonetheless be restricted in the exercise of its rights in respect of its preferred equity investments, which are subordinate to any debt of the issuer. Accordingly, the Fund may not be able to take the steps necessary to protect such investments in a timely manner or at all, and there can be no assurance that the rate of return objectives of the Fund or any particular investment will be achieved. To protect its original investment and to gain greater control over the underlying assets, the Fund may need to elect to purchase the interest of a senior creditor or take an equity interest in the underlying assets, which may require additional investment by the Fund.

Equity and Debt Instrument Investments. The Cottonwood Fund intends to purchase equity interests or debt instruments secured by mortgages with a view towards potentially acquiring the subject property. In the event that the Cottonwood Fund is not able to complete the desired property acquisition, it may need to liquidate its investment in the equity interests or debt instruments. There can be no assurance that it will be able to liquidate such investments in an orderly fashion or without incurring a loss.

Risk of Uninsured Losses. While the Adviser intends to require that all clients' properties, or the properties collateralizing client loan investments, carry customary comprehensive liability and casualty insurance, certain disaster insurance (such as earthquake insurance) may not be available or may be available only at prohibitive cost. In addition, losses may exceed insurance policy limits, and policies may contain exclusions with respect to various types of losses or other matters. Consequently, all or a portion of a client's properties (or properties collateralizing the Fund's loan investments) may not be covered by disaster insurance, and insurance may not cover all losses.

C. Conflicts of Interest

An investment in Cottonwood Fund involves a number of inherent or potential conflicts of interest, which prospective Investors should carefully consider before subscribing for Units. Among other things, Investors should note that the Adviser is an affiliate of the Cottonwood Fund general partner and it will receive Investment Management Fees based on the NAV of the Cottonwood Fund which, in turn, will be affected by the performance and valuation of the fund assets.

Cottonwood Fund may make Investments in Projects in which affiliates or other clients of the Adviser have an economic interest. In such event, the Cottonwood Fund and other clients and affiliates of the Adviser will own diverse interests in which may create conflicts of interest, particularly with respect to the enforcement of loan obligations.

Conflicts of interest may arise in the allocation of investment opportunities between Cottonwood Fund and other clients of Adviser. If a potential Investment would be appropriate for more than one of its clients seeking reinvestment, it will be incumbent on the Adviser to allocate the potential Investment in accordance with the Adviser's allocation and rotation policy which is generally based first on available cash and then following a rotation list maintained by the Chief Compliance Officer. In certain instances, a potential Investment may be shared among the Cottonwood Fund and other clients of Adviser through their investing in the same or different tranches of capital for a Project. Conflicts

may arise in allocating the investment amounts and opportunities between the clients and in the enforcement of respective rights of clients in the same Project.

The Adviser does not anticipate that its clients will engage in any cross transactions. In the event that a client intends to purchase an Investment from, or sell an Investment to, another client, the Adviser will first verify that the Investment meets the investment strategy of the specific client and is in the best interests of that client. The transaction price will be supported by a fair market valuation (or fairness opinion) made by an independent appraiser. Written information regarding the cross transaction will be provided to the Investors in the affected clients. Neither the Adviser nor any of its affiliates will be paid broker's commissions or similar compensation from a cross transaction. However, it is possible that a cross transaction will result in incentive compensation being paid to the Adviser.

The officers and employees of the Adviser also provide services to Cottonwood, CW Credit Services, LLC, the general partner of Cottonwood Fund, and other affiliates of Cottonwood. Those persons may devote significant time in the future to the management of their other existing investments and professional activities.

No restrictions are placed upon Cottonwood or Adviser management or their affiliates with respect to existing real estate investments that are not owned by the clients. Neither Cottonwood nor any of its management is prohibited from purchasing for its own account an Investment at any time that the Adviser determines that the Cottonwood Fund does not have sufficient capital and resources to make the Investment for its own account or making an equity investment in a Project to be financed in whole or in part by a Fund.

The Adviser has the right to offer co-investment opportunities to certain but not all of the limited partners in Cottonwood Fund or other persons. Such other persons could have significant financial and business relationships with the Adviser or its affiliates, which likely presents certain conflicts of interest as the Adviser or an affiliate has an incentive to offer such co-investment opportunities to such parties in order to maintain its existing relationship with such parties or to influence such parties' decisions to participate in other financial or business relationships. No limited partner shall automatically have the right to participate in or be offered an opportunity to participate in any such co-investments.

Co-investment transactions could create conflicts of interest to the extent Adviser or its Affiliates are simultaneously representing the interests of more than one co-investing party. Adviser and/or a co-investing party are expected to absorb certain expenses borne in connection with consummation of such co-investments, which may include costs associated with the establishment and operation of the Co-Investor or negotiations of joint venture agreements on behalf of the co-investment parties. However, Adviser will not absorb similar expenses or costs incurred by Cottonwood Fund in connection with the portion of these co-investments being made by Cottonwood Fund and such expenses and costs will be treated as expenses of Cottonwood Fund. In addition, on occasion, Adviser, in order to consummate a transaction or facilitate the consummation of an investment and ensure Cottonwood Fund is afforded an investment opportunity or otherwise, may cause Cottonwood Fund to fund on behalf of certain co-investors all or some of the cost of consummating such transaction or acquiring such investment with a view to selling down a portion of such investment to such co-investors or other persons at a later time.

Cottonwood Fund may or may not receive compensation for such activities. If Cottonwood Fund is unable to find co-investment parties and/or in the event that a co-investment party breaches its covenant to purchase the investment from Cottonwood Fund, the Fund will have an allocation to an investment that is larger than originally anticipated. In addition, Cottonwood Fund may bear the risk that any or all of the excess portion of such investment could only be sold on unattractive terms. Cottonwood Fund may also bear the entire portion of any breakup fees, costs or expenses or, if the excess portion of such investment has not been sold, the Fund may bear the entire portion of any other fees, costs and expenses related to such investment, hold a larger than expected investment and could realize lower than expected returns from such investment. Cottonwood Fund will bear expenses associated with co-investments that are not completed, even if a Co-Investor would have borne a portion of such costs if the co-investments had been completed. Adviser endeavors to address such risks by requiring such Investments to be in the best interests of the Fund, regardless of whether any sell-down of such Investments ultimately occurs and being of a size that Cottonwood Fund could hold on a longer-term basis.

The interests of Cottonwood Fund and those of a Co-Investor may conflict in certain specific situations such as a change of investment strategy or exit strategy or level of leverage. Advisor and its affiliates may take decisions, make recommendations and/or act in a way which is not in the best interest of such a Co-Investor or Cottonwood Fund.

Item 9. Disciplinary Information

Neither Adviser nor any of its supervised persons has been party to a legal or disciplinary event that would be material to a client's or prospective client's evaluation of the Adviser or our business integrity.

Item 10. Other Financial Industry Activities and Affiliations

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

Neither Adviser nor any of its supervised persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading adviser, or an associated person of any of the foregoing.

Cottonwood Management, LLC ("**Cottonwood**"), an affiliate of the Adviser, is a real estate asset management firm based in Los Angeles, provides research and other information to Adviser as well as back office and administrative services to Adviser and its clients. CW Credit Services, LLC, a Cottonwood subsidiary, provides loan administration services to EB-5 Program Funds. Other Cottonwood subsidiaries arrange debt and equity financings in connection with commercial real estate projects and provide administration services in connection with these transactions. The ultimate beneficial owner of the Adviser and Cottonwood is Hon Kit (Alex) Shing.

The general partner of Cottonwood Fund is CWRE Founders' Fund GP, LLC, a Delaware limited liability company and an affiliate of Cottonwood and the Adviser.

The Adviser, Cottonwood, CW Credit Services, LLC and the general partner of Cottonwood Fund have common management. The potential exists for material, non-public information to pass between Cottonwood and Adviser. Procedural, physical and legal barriers have been put in place to reduce the likelihood of such an event. More information is available to clients in the Adviser's Code of Ethics.

We do not recommend or select other investment advisers for Adviser clients or receive compensation directly or indirectly from other investment advisers.

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

We follow a Code of Ethics that is designed to comply in all material respects with Rule 204A-1 under the Advisers Act. A copy of our Code of Ethics is available to current and prospective clients and their Investors upon request.

This Code establishes rules of conduct for all of our employees and is designed to, among other things, govern personal securities trading activities in the accounts of employees. In addition, our Code of Ethics includes safeguards designed to avoid conflicts of interests that could adversely affect our clients. In addition to requiring compliance with the applicable securities laws, our Code of Ethics establishes policies and procedures designed to prevent the misuse of material, non-public information (including information regarding our clients) and identifies activities that are either expressly prohibited or that require Chief Compliance Officer approval. Matters that could give rise to an appearance of impropriety, such as gift giving and solicitation, serving on boards of directors of public companies, and political contribution payments and solicitations, also require prior approval by the Chief Compliance Officer.

The Code is based upon the principle that Adviser and its employees owe a fiduciary duty to Adviser's clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of that of the Adviser's clients, (ii) taking inappropriate advantage of their position with the Adviser and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

The Code is designed to ensure that the ethical standards maintained by the principles of Adviser continue to be applied. The purpose of the Code is to preclude activities that may lead to, or give the appearance of, conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of our Adviser and Cottonwood continues to be a direct reflection of the conduct of each employee.

Adviser and its employees are subject to the following specific fiduciary obligations when dealing with clients:

- The duty to have a reasonable, independent basis for the investment advice provided;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs and circumstances; and
- A duty to be loyal to clients.

B. Hon Kit Shing, the chief executive officer of Adviser and Cottonwood, is the ultimate beneficial owner of the entire equity interests in Cottonwood and the Adviser and holds a beneficial interest in Cottonwood Fund. Officers of Adviser also own, indirectly, interests

in the other operating companies, and may invest in Cottonwood Fund and in Projects financed by clients.

Neither Adviser nor any related person may recommend any transactions for a client without having disclosed his or her interest, if any, in such transaction or any party to the transaction, including, without limitation:

- any direct or indirect beneficial ownership of any economic interest in any party to the transaction;
- any contemplated transaction by such person and any other party to the transaction;
- any position as an officer, director, general partner, manager or similar position that such person holds with a party to the transaction or any affiliate of a party to the transaction; and
- Any present or proposed business relationship or transaction, between such person and any party to the transaction or any of its known affiliates.

We have adopted the following principles governing personal investment activities by our officers and principals:

- The interests of client accounts will at all times be placed first;
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Our officers and principals must not take inappropriate advantage of their positions.

Item 12. Brokerage Practices

Adviser, as a matter of policy and practice, does not have any formal or informal arrangements or commitments to utilize research, research related products and/or other services obtained from broker dealers or third parties on a soft dollar commission basis.

Adviser does not encourage or solicit client referrals from broker dealers.

Adviser's policy and practice is to not accept advisory clients' instructions for directing a client's brokerage transactions to a particular broker dealer.

We, from time to time, may suggest one or more real estate sales or financing brokers to Project managers in connection with proposed transactions.

Item 13. Review of Accounts

The Adviser will review the account(s) of each of its clients on an on-going basis for consistency with targeted performance goals, as specified in the client's advisory agreement, if applicable. The principal executive officers of the Adviser that will perform these ongoing reviews are Hon Kit Shing, CEO, and Tinchuck Agnes Ng, Head of Investments.

We do not review client accounts on other than a periodic basis.

The Adviser will provide quarterly financial statements to each of its clients regarding its account(s).

Item 14. Client Referrals and Other Compensation

The Adviser has no arrangements, oral or written, whereby it would compensate any persons for referrals to its services. However, the general partner of Cottonwood Fund or Cottonwood by itself, may choose to pay persons fees for referring clients to Cottonwood Fund, either as broker-dealers or finders.

Neither Adviser nor any related person, directly or indirectly, compensates any person, who is not a supervised person of the firm, for client referrals.

Item 15. Custody

Adviser does not have custody of client funds or securities. Although it does not provide investment advisory services, CWRE Founders' Fund GP, LLC, as general partner of Cottonwood Fund, will have custody over the cash and Investments of that Fund. One or more affiliates of Adviser, acting as administrator of financing transactions that include Investments by clients of Adviser, may be deemed to have custody over cash of the Adviser's client(s). The members of each client will receive annually audited financial statements of the client.

Item 16. Investment Discretion

The Adviser does not accept discretionary authority to manage assets on behalf of clients. Rather, with respect to Cottonwood Fund, final authority over investment decisions and Fund assets rests with its General Partner, an affiliate of Adviser, in accordance with the limited partnership agreement of Cottonwood Fund and any side letter arrangements with certain limited partners that have the effect of establishing rights in addition to, or altering or supplementing the limited partner's rights under, the limited partnership agreement. Side letter arrangements may include, among other things, alternative or modified fee arrangements, co-investment rights, transfer rights, information rights, and advisory committee participation.

Item 17. Voting Client Securities

The Adviser does not accept proxy voting authority on behalf of its clients. However, affiliates of the Adviser acting in the capacity as the general partner of Cottonwood Fund, may exercise voting on behalf of that client. The following is a summary of the policies and procedures used by the Adviser and its affiliates in voting proxies relating to securities held on behalf of its clients for whom it has voting authority.

In general, if the voting affiliate believes that a company's management and board have interests sufficiently aligned with those of its client, it will vote in favor of board-approved proposals.

Because of the variety and complexity of transactions that are presented to equity and debt holders (such as mergers, acquisition, sales, refinancings, adoptions of anti-takeover measures, changes to capital structures and executive compensation plans, among others), and the variety of industries, companies and market cycles involved, it is extremely difficult to foresee exactly what actions would be in the best interests of the Adviser's clients in all circumstances. Moreover, voting on such proposals involves considerations unique to each transaction. Accordingly, the voting affiliate will take a case-by-case approach to voting on proposals presenting these transactions.

Alternatively, a particular client may direct the Adviser to vote in a particular solicitation for its account or to deliver any proxies to such client for direct voting. In such cases, the Adviser would document such client's direction.

In reference to conflicts of interest, the Adviser has established procedures to help it resolve conflicts of interest that might arise when voting proxies for its clients. These procedures provide that the Adviser's Chief Compliance Officer will examine conflicts of interests of which the Adviser is aware and seek to resolve such conflicts in the best interests of its clients, irrespective of any such conflict.

The Adviser's clients may obtain a copy of the Adviser's policies and procedures regarding proxy voting, as well as their accountant's voting record, upon request.

Item 18. Financial Information

Adviser does not foresee any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients and has not been the subject of a bankruptcy. Thus, no financial statements of the Adviser accompany this Brochure.