

**Part 2A of Form ADV: *Firm Brochure***

**Vanbarton Group LLC**

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This brochure provides information about the qualifications and business practices of Vanbarton Group LLC. If you have any questions about the contents of this brochure, please contact us at 212-293-8800 or [Compliance@vanbartongroup.com](mailto:Compliance@vanbartongroup.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Vanbarton Group LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The firm's CRD number is 119128.

## **Item 2      Material Changes**

Since our last brochure dated March 30, 2021, the Advisor has included additional risks surrounding the international conflict in Europe.

Clients may request the most recent version of Vanbarton's brochure by submitting an email request to Vanbarton's Chief Compliance Officer at [compliance@vanbartongroup.com](mailto:compliance@vanbartongroup.com), telephone number (908) 451-8769, or by submitting a written request to the adviser at Vanbarton Group, LLC, 292 Madison Avenue, 7<sup>th</sup> Floor, New York, NY 10017-6318,

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## **Item 4      Advisory Business**

Vanbarton Group LLC (the "Advisor"), is an SEC-registered investment adviser with its principal place of business located in New York City. The Advisor began conducting business in 1992 and has been an SEC-registered investment advisor since 2002.

Listed below are the firm's Managing Partners (i.e., those individuals and/or entities controlling 25% or more of the company).

1. Gary M. Tischler
2. Richard A.C. Coles

The Advisor offers advisory services to its clients solely with respect to real estate investments. The firm provides investment management and asset analysis relating to the direct ownership of real estate, real estate joint ventures, real estate preferred equity, real estate debt instruments and real estate loan origination.

The Advisor manages its advisory accounts on a discretionary basis. The written investment advisory agreement between the Advisor and each of its clients will delineate the parameters for investment for a particular client. Clients may impose restrictions on the types, strategy or size of investments or any other matter.

As of 12/31/2021, the Advisor was actively managing approximately \$2,616,607,210 of client assets on a discretionary basis which includes undrawn commitments and allocations.

## **Item 5      Fees and Compensation**

### **FEEs**

Each of the various fees, which the Advisor negotiates with its clients, is set forth in the investment management agreement between the Advisor and the advisory client. The Advisor generally receives an annual asset management fee equal to between 0.625% and 1.25% of the equity investment in a transaction. In addition, Advisor, or an affiliate of Advisor, which in some cases acts as the managing member of the asset owning entities, typically earns a "promote" or profit participation. Such promotes are generally earned and payable to Advisor or such affiliate after the return of all capital to the client and a stated priority annual return which generally ranges between 8% and 10% per annum. In certain cases, Advisor receives (a) in connection with equity investments, an acquisition fee of up to 1.0% of the total cost of the acquisition as provided in the respective investment advisory agreement and (b) in connection with debt investments, an origination fee of up to 0.75% of the total amount of the debt investment as provided in the respective investment advisory agreement. Advisor may also receive, in connection with equity investments, a financing fee of up to 0.5% of the amount borrowed to acquire or refinance such equity investment. Other fees, promote structures and any other terms may be negotiated and agreed to if and to the extent Advisor or its affiliates and the client deem appropriate.

Asset management fees are generally paid, pursuant to the client agreement, to Advisor quarterly in arrears, though some clients pay them monthly. Advisor either bills its clients for its fees or deducts them from client assets, as provided in the investment advisory agreement.

## GENERAL INFORMATION

**Termination of the Advisory Relationship:** Generally, a client agreement may be canceled at any time without additional cost, by either party, for any reason upon a prescribed notice period as agreed upon by the parties.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances does Advisor require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

### **Item 6      Performance-Based Fees and Side-By-Side Management**

As disclosed in Item 5 of this Brochure, Advisor (or an affiliate) earns performance-based fees from all of its clients. Clients should be aware that a performance-based fee arrangement may create an incentive for Advisor to recommend investments which may be riskier than those which would be recommended under a different fee arrangement.

Advisor endeavors at all times to put the interest of its clients first as part of its fiduciary duty as a registered investment adviser; accordingly, Advisor takes certain steps to address these conflicts, including the following:

1. Disclosure to clients of the existence of all material conflicts of interest;
2. Collection, maintenance and documentation of accurate, complete and relevant client background information, including the client's goals, objectives and risk tolerance;
3. Implementation of policies and procedures for fair and consistent allocation of investment opportunities among all client accounts. Advisor has a formal investment rotation policy and maintains a roster of deal allocation to ensure fairness and avoid potential conflicts of interest.
4. Education of employees regarding the responsibilities of a fiduciary, including the importance for having a reasonable and independent basis for the investment advice provided to clients and equitable treatment of all clients, regardless of the fee arrangement.

The client should understand the performance-based fee method of compensation and its risks prior to entering into an advisory agreement with us.

Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 and/or applicable state regulations.

### **Item 7      Types of Clients**

Advisor provides advisory services to the following types of clients:

1. Pension and profit-sharing plans (but not the plan participants or government pension plans)
2. Pooled investment vehicles (other than investment companies and business development companies)

3. State or municipal government entities (including government pension plans)

## **Item 8      Methods of Analysis, Investment Strategies and Risk of Loss**

Advisor provides investment advisory services solely with respect to real estate investments. The firm pursues a detailed physical and financial assessment of each investment, whether equity or debt, and analyzes the merits of potential litigation in connection with the investment. Underlying investment assumptions are based upon local market fundamentals, both in the general economy (e.g. business and employment growth) and in the real estate sector specifically (e.g. rental rates, supply, absorption, primary competitive properties).

Advisor selects investments for clients that are consistent with the client's stated investment objectives, risk tolerance, and time horizons, among other considerations. Investment in real estate carries risk, including financing risk, environmental and engineering risk, leasing risk, tenant credit risk and loan and borrower risk. The value of the investments could be adversely affected in the event of a natural disaster, severe weather events, climate change, earthquakes, fires, war, terrorism, health pandemics and other public health crises. Investing in securities involves risk of loss that clients should be prepared to bear.

### **OTHER RISKS**

*Risks Related to War and International Conflicts.* A number of countries in Europe have suffered terror attacks and remain on high alert for potential future attacks. In addition, Ukraine has experienced ongoing military conflict; this conflict may expand in Europe. The ultimate effects of these events are not known but could profoundly affect global economies and markets.

*Risks Related to Global Pandemic.* The Novel Coronavirus (COVID-19) in the United States and around the world continues to adversely impact global commercial activity and has contributed to significant volatility in financial markets. Any such economic impact could adversely affect the performance of a client's investments and, as a result, the Novel Coronavirus (COVID-19) continues to present material uncertainty and risk with respect to overall performance and financial results. In addition, the resulting financial and economic market uncertainty may adversely affect the valuations of investments recommended to clients as well as those investments made by the firm on behalf of its clients.

## **Item 9      Disciplinary Information**

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

Advisor and its management personnel have no reportable disciplinary events to disclose.

## **Item 10      Other Financial Industry Activities and Affiliations**

Vanbarton Services LLC is a licensed real estate broker in New York, and certain of its affiliates are licensed brokers in other states. The Advisor also has relationships with client related pooled investment vehicles and sponsors or syndicators of limited partnerships and others where potential conflicts of interest could exist.

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

Advisor strives to conduct its business in compliance with all applicable laws and with the highest ethical standards in keeping with its fiduciary duties to clients. Advisor has adopted a Code of Ethics to confirm its core ethical values and standards of conduct.

Advisor and its personnel owe a duty of loyalty, fairness and good faith towards each client, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Advisor's Code of Ethics includes policies and procedures for the review of quarterly securities transactions and holdings reports that must be submitted by the firm's access persons. Such Code also provides for oversight, enforcement, and recordkeeping provisions.

Advisor's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While Advisor does not believe that it has any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of Advisor's Code of Ethics is available for review to all advisory clients and prospective clients upon request. You may request a copy by sending an e-mail to [Compliance@vanbartongroup.com](mailto:Compliance@vanbartongroup.com), or by calling us at 212-293-8800.

Affiliates of Advisor are the managing member or general partner of several client related limited liability companies or limited partnerships that invest in real estate related investments (the "Partnerships"). The managing member or general partner has designated Advisor as having primary responsibility for investment management and other matters, such as accounting, tax and periodic reporting, pertaining to the Partnerships. Advisor and its members, officers and employees will devote to the Partnerships as much time as they deem necessary and appropriate to manage the Partnerships' business or as outlined per a specific investment management agreement. Advisor and its affiliates are not restricted from forming additional investment funds, entering other investment advisory relationships, or engaging in other business activities, even though such activities may be in competition with the Partnerships and/or may involve substantial time and resources of Advisor and its affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of management personnel and employees will not be devoted exclusively to the business of the Partnerships but could be allocated between the business of the Partnerships and other of Advisor's business activities and its affiliates. The Advisor addresses and avoids these conflicts by anticipating its clients' demands and ensuring the adequacy of its resources to meet those needs.

From time to time, Advisor and its key employees are provided the opportunity to co-invest in investments that Advisor recommends to its advisory clients; provided, however, that (i) neither Advisor nor its employees are permitted to make any investment which would prevent an advisory client from investing in all or a portion of the investment opportunity, (ii) employees are permitted to make an investment on the same terms and conditions as the advisory clients, (iii) Advisor is permitted to make an investment on the same terms and condition as the advisory clients except for differences in special services provided for in client investment agreements, and (iv) all terms and conditions of Advisor and employee co-investments are fully disclosed to the advisory clients.

## **Item 12 Brokerage Practices**

Advisor's advisory services are comprised solely of real estate advisory services. Accordingly, Advisor

does not utilize broker-dealers in connection with client securities transactions.

### **Item 13      Review of Accounts**

Advisor reviews each of its client's investments on a quarterly basis and sends written reports to the clients. The quarterly reports are prepared under the supervision of the principal responsible for overseeing the client's investments and are reviewed by the Managing Partners and the Chief Financial Officer. The quarterly reports generally include an executive summary of the investment's performance, a market summary, an investment update, including performance and variance analyses, leasing, operations and capital expenditures, and financial statements.

In addition, all client accounts are audited annually by a PCAOB-registered independent certified public accounting firm.

### **Item 14      Client Referrals and Other Compensation**

It is Advisor's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to the firm.

In addition, it is Advisor's policy not to accept or allow related persons to accept any form of compensation, including cash, sales awards, or other prizes, from a non-client in conjunction with the advisory services provided to clients.

### **Item 15      Custody**

All client accounts are audited annually by an independent public accountant, and copies of the audited financial statement are distributed to such client. In the event a client account is subject to a surprise examination, the client will receive account statements, at least quarterly, directly from the qualified custodian. Advisor urges clients to carefully compare information provided in statements and reports received from Advisor to the information contained in the audited financial statements and any statements or reports clients receive from custodians.

### **Item 16      Investment Discretion**

Clients may engage Advisor on a discretionary basis to invest in real estate in accordance with the parameters and terms and conditions set forth in an investment advisory agreement.

### **Item 17      Voting Client Securities**

Advisor provides investment management services solely with respect to real estate and does not provide investment advisory services with respect to voting securities. Accordingly, Advisor does not vote proxies on behalf of clients or offer advisory services to clients regarding proxy issues.

## **Item 18      Financial Information**

As an advisory firm that maintains discretionary authority for client accounts and is deemed to have custody of client assets, the firm is also required to disclose any financial condition that is reasonably likely to impair Advisor's ability to meet its contractual obligations. Advisor has no such financial conditions to report.

Under no circumstances does Advisor require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, Advisor is not required to include a financial statement in this brochure.