



FIRM BROCHURE

(Part 2A of Form ADV)

September 16, 2022

FIRM BROCHURE

(Part 2A of Form ADV)

September 16, 2022

Oakhurst Advisors, LLC

1875 Century Park East, Suite 900

Los Angeles, California 90067

Phone: (310) 278-8282

Fax: (310) 278-8267

ITEM 1: COVER PAGE

This brochure provides information about the qualifications and business practices of Oakhurst Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (310) 278-8282 and/or compliance@oakhurstfunds.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.

Oakhurst Advisors, LLC is a registered investment adviser with the SEC; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Oakhurst Advisors, LLC and its investment adviser representatives are also available on the SEC's website at <https://adviserinfo.sec.gov>.

Oakhurst Advisors, LLC
Form ADV Part 2A

ITEM 2: MATERIAL CHANGES

Since the previous filing on March 31, 2022, the following material changes have been made to this Brochure.

- Updated Items 4, 5, 6, 7, 8, 10, 11, 12, 16, and 17 to remove all references to the Oakhurst Strategic Defined Risk Fund as it is no longer under the management of Oakhurst Advisors, LLC.
- Updated Items 4, 10, and 11 to remove Neil Hueston who is no longer with Oakhurst Advisors, LLC.
- Updated Item 10 (Other Financial Industry Activities and Affiliations) to include Hyperion Realty Capital, LLC.

This Brochure is being provided to all clients and prospective clients.

Pursuant to SEC Rules, Oakhurst Advisors, LLC will send clients a summary of any material changes to this Brochure within 120 days of the close of Oakhurst Advisors, LLC's fiscal year. For more information about the firm, please visit www.oakhurstfunds.com or www.oakhurstoptions.com. Additional information about Oakhurst Advisors, LLC and its Investment Advisor Representatives is available on the SEC's website at <https://advisorinfo.sec.gov>.

ITEM 3	TABLE OF CONTENTS	PAGE
ITEM 1	COVER PAGE	2
ITEM 2	MATERIAL CHANGES	3
ITEM 3	TABLE OF CONTENTS	4
ITEM 4	ADVISORY BUSINESS	5
ITEM 5	FEES AND COMPENSATION	7
ITEM 6	PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	11
ITEM 7	TYPES OF CLIENTS	11
ITEM 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	11
ITEM 9	DISCIPLINARY INFORMATION	22
ITEM 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	22
ITEM 11	CODE OF ETHICS, PARTICIPATION, OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	28
ITEM 12	BROKERAGE PRACTICES	34
ITEM 13	REVIEW OF ACCOUNTS	36
ITEM 14	CLIENT REFERRALS AND OTHER COMPENSATION	36
ITEM 15	CUSTODY	37
ITEM 16	INVESTMENT DISCRETION	37
ITEM 17	VOTING CLIENT SECURITIES	37
ITEM 18	FINANCIAL INFORMATION	38

ITEM 4: ADVISORY BUSINESS

A. Description of Firm

Oakhurst Advisors, LLC ("Oakhurst") is an SEC-registered, Los Angeles-based investment advisor founded in 2014 that advises separately managed accounts, real estate-related private funds, and other pooled investment vehicles. See Item 4 (Advisory Business).

Oakhurst is headquartered in Los Angeles, California with one other office located in Pasadena, California. Oakhurst is majority-owned by Oakhurst Advisors Holdings, LLC, a Delaware limited liability company ("OAH"), with a remaining passive, minority interest held by K&W, LLC, a California limited liability company ("K&W"). K&W, which is owned by a family office, is not involved in Oakhurst's day-to-day management, and has limited operating rights. OAH is owned by Lido Oakhurst Holdings, LLC, a Delaware limited liability company ("LOH") and S&R Oakhurst Holdings, LLC, a Delaware limited liability company ("SOH"). LOH is controlled by Gregory Kushner, Jason Ozur, Alyssa Weinberger, Ken Stern, Jeffrey Westheimer, and Jeff Garden. LAL Institutional Holdings, LLC, a Delaware limited liability company ("LIH"), which is owned by Lido Advisors, LLC ("LAL"), has limited economic rights designated for Oakhurst revenue derived from assets invested in private funds that are not from LAL clients. SOH is owned by Richard Goldman, Stanley Itskowitch and Chuck Ng. Oakhurst also provides an executive incentive equity program, in which Jason P. Lee, Senior Managing Director, General Counsel and Chief Legal and Compliance Officer, participates and receives or expects to receive an ownership or equivalent interest in Oakhurst. Oakhurst's designated officers are Messrs. Goldman, Chief Executive Officer, Kushner, Senior Managing Director, Ozur, Senior Managing Director, and Lee.

B. Advisory Services

Oakhurst advises on two primary classes of investments, "Liquid Alternatives" and "Illiquid Alternatives," which are described in more detail below (Illiquid Alternatives collectively, "Oakhurst Funds").

1. LIQUID ALTERNATIVES

Liquid Alternatives are designed to provide specific investment strategies with daily or short-term liquidity. Currently, Oakhurst advises on a limited number of separately managed accounts. Oakhurst seeks to achieve its investment objective by pursuing a variety of alternative investment strategies, including hedging strategies, which are generally implemented through sub-advisory relationships in separately managed accounts at designated custodians. These strategies include, but are not limited to:

- **Long/Short:** Long/Short strategies combine long investments with short sales in the pursuit of opportunities in rising or declining markets.

- **Market Neutral:** Market neutral strategies seek to produce consistent returns regardless of market conditions, and typically involve taking long and short positions in related instruments, the price movements of which are expected to be significantly correlated.
- **Opportunistic:** Opportunistic strategies seek to generate alpha (the incremental return that active fund managers seek to earn above market benchmarks) by capitalizing on volatility, growth investing, and value investing based on the belief that market conditions favor one or the other.
- **Credit and Derivatives:** Credit and Derivatives strategies seek to employ the use of leverage and derivative instruments to increase potential gains, which will also increase potential losses.
- **Global Macro:** Global Macro strategies seek to generate capital appreciation through a portfolio of investments representing a variety of globally oriented or international (non-US) focused long/short equity strategies. Certain investment managers also make investments in emerging markets.
- **Mortgage-backed Securities:** This strategy seeks measured exposure to real estate assets through opportunities in the mortgage-backed securities sector.

2. ILLIQUID INVESTMENTS

Illiquid Investments are designed to provide specific long-term strategies that require indefinite or prolonged holding periods. These investments are typically private funds, other pooled investment vehicles (including a co-investment vehicle owned by principals, consultants and employees of Oakhurst and its affiliates, as well as certain of their beneficial owners), and real estate operating funds that make direct and indirect investments in real estate and debt secured by real estate (each an "Oakhurst Real Estate Fund", and collectively the "Oakhurst Real Estate Funds," which are included in the Oakhurst Funds).

The Oakhurst Real Estate Funds employ the following strategies:

- **Income Strategy:** a private real property secured debt strategy that focuses on acquiring loans, including participations and other partial loan interests, secured by real estate that is primarily located in California, Texas, New York, and other areas of the Northeastern and Western U.S., but also permits investments in other areas within the U.S. Income strategies are executed by Oakhurst or its affiliates.
- **Sponsored Real Estate Fund Strategy:** a real estate investment strategy in which unaffiliated sponsors of real estate investment opportunities are identified and investments are made on a side-by-side basis with those sponsors, or in a pooled investment vehicle with those sponsors. The investment opportunities offered by these sponsors include both real estate equity and real estate secured debt investment opportunities.
- **Direct Equity Strategy:** a strategy that directly and through contracted managers and joint ventures with managers acquires, rehabilitates, manages, holds, and sells real estate, which includes, without limitation, multifamily residential real estate, single family residential real estate, commercial office buildings, and industrial buildings.

C. OAKHURST SERVICES

Oakhurst's services, either directly or through its affiliates, are set forth on a client-by-client (including, as applicable, a fund-by-fund) basis. Such services include, but are not limited to, legal, regulatory, compliance, insurance, and other functions. The terms of these services, which generally vary client by client, are specifically referenced in offering materials or investment management agreements for the Oakhurst Funds and the investment management agreement with respect to Oakhurst's separate account clients. Clients are invited to refer to the applicable materials for these specifics, copies of which may be requested from Oakhurst. Individual investors within each fund client are not able to designate or limit the potential investments by the Oakhurst Funds.

D. WRAP FEES

Oakhurst does not participate in wrap fee programs.

E. ASSETS UNDER MANAGEMENT

As of December 31, 2021, Oakhurst manages the following client assets on a discretionary and non-discretionary basis:

Type of Account	Account Assets Under Management ("AUM")
Discretionary	\$1,277,681,069
Non-Discretionary	\$0
Total:	\$1,277,681,069

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees Generally

1. OAKHURST REAL ESTATE FUNDS

Oakhurst receives a number of different fees dependent on the circumstances, including but not limited to, origination, services, and exit fees with respect to loans that certain Oakhurst Real Estate Funds make and/or acquire in whole or in part; development advisory fees and/or monitoring, management and oversight fees with respect to individual assets, and various property level fees for equity real estate investments, including due diligence, acquisition, financing, monitoring, dispositions and other fees. Investors in certain funds have also been charged other transaction and real property-related fees by third-party operators of funds that Oakhurst Real Estate Funds have invested in, including, for example, acquisition and disposition fees, property and improvement management fees, and loan origination and exit fees. These third-party operator fees are separate and apart from fees charged by Oakhurst. A graphical summary of these fees is included below.

Fee Category	Fee Amount
Asset Management Fee (if applicable, fee charged for managing underlying real estate in a fund) calculated on an annual basis and paid quarterly.	Up to 2% of assets under management.
Property Management Fee (if applicable, fee charged based on the amount of gross revenue, including rent, collected with respect to real estate owned by a fund) calculated on an annual basis and paid monthly or quarterly.	Up to 7% of gross revenue.
Asset Manager Oversight Fee (if applicable, fee charged for overseeing contracted asset manager) calculated on an annual basis and paid quarterly.	Up to 2% of assets under management.
Performance/Incentive Fee or "Carried Interest" (if applicable, fee charged should a fund's return exceed a certain performance percentage threshold).	A tiered structure that will range from a lower to higher percentage fee dependent on the fund's overall performance and, at its highest level, will be up to 50% of the balance of funds available to distribute following the return of capital invested and the preferred return.
Construction Supervision Fee (if applicable, fee charged for overseeing construction on real estate in a fund) calculated and paid as construction progresses or aggregated on a monthly or quarterly basis.	Based upon market rates, which is generally around 7% of costs.
Development Advisory Fee	A fee charged of providing advisory services with respect to development and rehabilitation projects, which are calculated based upon a percentage of project sales revenue or another basis customarily associated with developer fees and/or development advisory fees. Up to 2% of the amount used as a base for fee calculation.
Acquisition Fee (if applicable, fee charged for acquiring real estate in a fund at the time of acquisition).	Up to 2% of gross acquisition price or aggregate project cost, as applicable, for improved real estate. Up to 4% of purchase price for land to be developed.
Disposition Fee (if applicable, fee charge for disposing, e.g., selling or transferring, real property in a fund at the time of disposition).	Up to 2% of gross disposition price.
Financing/Refinancing Fee (if applicable, fee charged for obtaining financing or refinancing on real estate in a fund at the time of financing or refinancing).	Up to 1% of the principal amount of the loan being obtained.

Fee Category (cont.)	Fee Amount (cont.)
Due diligence fee (if applicable, fee charged for performing due diligence on an asset in a fund, e.g., real estate or loans) paid on or about the time of the acquisition of an asset, calculated based upon time spent, acquisition price of the asset, amount invested or another basis depending upon the type of asset being acquired.	Up to 2% of capital invested in a particular investment.
Asset monitoring fees (if applicable, fee charged for monitoring specific assets into which an Oakhurst Real Estate Fund is directly or indirectly invested).	Up to \$5,000 per month per asset.
Portfolio company monitoring fee (if applicable, fee charged for monitoring specific companies into which an Oakhurst Real Estate Fund is invested), paid monthly or quarterly.	Up to 2% of capital invested in a particular investment with respect to the initial 5 years of ownership, and up to 0.4% of capital invested in a particular investment if held for a longer period of time.
Loan origination rebate fees (if applicable, rebated fees from loan origination, including direct fees in some jurisdictions at origination).	Up to 2%
Liquidation services fee (if applicable, a fee to oversee wind-down and liquidation of a fund following disposition of investments).	A flat fee of no more than \$50,000
Loan underwriting or acquisition fees (if applicable, fees charged to the seller of a loan in connection with an Oakhurst Real Estate Fund's acquisition of a loan).	Up to 2% of the principal amount of a loan.
Other fees (including third party fees and allocations of third-party fees)	Fees directly or indirectly related to fund administration, legal, regulatory, compliance, insurance, and other expenses will be charged to each respective Oakhurst Real Estate Fund, either on a percentage or per hour basis. These costs include, without limitation, legal fees, and other costs, fees and expenses associated with Oakhurst and each Oakhurst Real Estate Fund satisfying its regulatory compliance obligations, including preparing and making regulatory filings, like Form PF under the Investment Advisors Act.

Oakhurst has the discretion to change any of the above-described fees. Oakhurst has equity or economic stakes in the managing members or general partners of certain Oakhurst Funds (or expansion of existing Oakhurst Funds, with respect to such expansion) that are co-sponsored with one or more third parties that will result in additional fees or fee sharing arrangements. By negotiating such stakes, Oakhurst will be able to participate in certain fees, including performance-based fees, with third-party sponsors or operators involved in that specific fund, which are designed to increase Oakhurst's overall economic benefit received from these funds. Oakhurst believes that this arrangement will further align overall economic interests with these funds, third-party sponsors or operators, and investors.

Oakhurst has and will continue to disclose this arrangement in the applicable fund offering materials, including private placement memoranda, or investment management agreements, as applicable. *See* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

Oakhurst also provides its principals, principal of its affiliates, fund consultants, and certain of its and affiliate employees, as well as certain of its beneficial owners, and their respective affiliates, with the opportunity to co-invest through Leviathan Co-Invest I, LLC ("Leviathan"), a co-invest vehicle, in Oakhurst Funds and general partners to Oakhurst Funds including, but not limited to, Oakhurst Real Estate Funds. Leviathan has a different and materially lower fee (including incentive fee) and expense structure than Oakhurst Funds (and in many cases, investors in Leviathan will not be subject to any fees (including incentive fees) otherwise charged with respect to an Oakhurst Real Estate Fund or other Oakhurst-sponsored investment vehicle. Although Oakhurst believes that this co-investment fund substantially aligns the economic interests in Oakhurst, affiliates, their respective employees, Oakhurst Funds, fund consultants and investors in those funds, this arrangement does present potential conflicts of interest. *See* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

Oakhurst generally receives a combination of the above fees in connection with Oakhurst Real Estate Funds. Oakhurst is permitted to, and at times does, change, waive or reduce fees with respect to certain Oakhurst Real Estate Fund investors. Oakhurst generally has the discretion to reduce the fee and the fee amount. The fees that Oakhurst charges for any particular Oakhurst Real Estate Fund are specifically disclosed in the applicable offering materials, a copy of which may be requested from Oakhurst. The expenses for each fund will vary for each Oakhurst Real Estate Fund as disclosed in the relevant offering materials and will generally include an asset management fee and a performance or incentive fee or "carried interest", and various asset level fees. When Oakhurst takes an equity or similar economic interest in the managing member or general partner of a co-sponsored fund, these fees are expected to include additional fee income (including carried interest). Although Oakhurst has the right to charge a "carried interest" to an Oakhurst Real Estate Fund and also participate in the "carried interest" of an underlying third-party sponsor. Oakhurst generally has the discretion to charge the fee and deduct the fee amount from the account of an Oakhurst Real Estate Fund. To the extent that fees that are charged in advance are not earned, the unearned portion is generally deducted from future fees or rebated. Although Oakhurst believes its fees are competitive, the investors in Oakhurst Real Estate Funds should be aware that lower fees for comparable services may be available from other sources.

2. OAKHURST SEPARATELY MANAGED ACCOUNTS

For the management of separately managed accounts, Oakhurst generally charges 0.65% per annum. Fees are calculated in arrears on a quarterly basis using the value of the managed account assets as of quarter end.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Oakhurst generally receives carried interest from the Oakhurst Real Estate Funds. Oakhurst therefore has an incentive to favor or take increased investment risk with respect to Oakhurst Real Estate Funds from which it receives these fees over Oakhurst Real Estate Funds from which it does not. Oakhurst mitigates this potential conflict of interest through its Investment Committee, which routinely and periodically reviews Oakhurst Real Estate Funds to ensure Oakhurst adheres to investment allocation requirements (if applicable), and the distinct investment mandate for each fund. Oakhurst's investment mandates are distinct for the Oakhurst Real Estate Funds. Oakhurst does not charge performance-based fees on separately managed account assets.

ITEM 7: TYPES OF CLIENTS

A. CLIENT

Oakhurst provides investment management, advisory, asset management and administrative services, as described above in response to Item 4, to the Oakhurst Real Estate Funds, as well as a limited number of separately managed accounts, each of which are Oakhurst's clients. Investment in Oakhurst Real Estate Funds is generally only available to institutional investors and certain high-net-worth investors that are "accredited investors" within the meaning of the Securities Act. For certain Oakhurst Real Estate Funds, investment is further limited to "qualified clients", "qualified purchasers", or non-"U.S. persons" within the meaning of the Securities Act, the Investment Advisers Act and the Investment Company Act, as applicable. Oakhurst Real Estate Funds generally have a specified minimum investment amount as set forth in their offering materials, disclosure documents and/or governing documents. These minimum amounts are subject to discretion, on the part of Oakhurst to permit investments of a smaller amount generally or with respect to any investor. Oakhurst also provides client services through sub-advisory relationships with other investment advisors, typically through separately managed accounts.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

1. OAKHURST REAL ESTATE FUNDS

As noted above in Item 4, Oakhurst advises the Oakhurst Real Estate Funds which invest primarily in real estate investments and real estate-secured loans. Oakhurst analyzes its investments and performs due diligence using a combination of qualitative and quantitative information, including, but not limited to, real property specific information (including appraisals and income modelling), news, financial publications, internal and external research reports, interviews, and prospectuses, including primary and secondary local and regional market research. Strategies for Oakhurst Real Estate Funds vary by fund, and include current income, capital appreciation, asset repositioning, value add, income and growth, and new development. Oakhurst will continue to develop various strategies, which are expected to include tailored separately managed strategies for ultra-high-net-worth individuals and entities.

2. OAKHURST SEPARATELY MANAGED ACCOUNTS

As noted above in Item 4, Oakhurst utilizes a number of different liquid strategies through sub-advisory relationships with third-party investment advisors. Each strategy employs different quantitative or qualitative methodologies, which are more fully described in supplemental materials provided to clients through their third-party investment advisors.

Oakhurst provides no assurances that investment strategies will ultimately meet client objectives. Oakhurst's investments bear risk, some more than others, and an investor should be prepared to assume those risks, including the potential for complete loss of investment principal.

B. MATERIAL RISKS

1. OAKHURST REAL ESTATE FUNDS

Oakhurst seeks to conduct reasonable and appropriate analysis and due diligence of its investments based on the facts and circumstances applicable to each investment. The objective of such analysis and due diligence is to identify investment opportunities based on the facts and circumstances surrounding an investment and to identify possible risks associated with that investment, and factors that might cause an investment to be desirable or undesirable. When conducting due diligence and making an assessment regarding an investment, Oakhurst relies upon public and private information derived from a variety of sources, including, but not limited to, sponsors of an investment opportunity, local real estate and mortgage brokers, third-party investigations and reports (including appraisal and property condition reports), and other sources based upon the nature of the investment opportunity. As a result, the due diligence process can at times be subjective. Accordingly, Oakhurst cannot be certain that its due diligence investigations with respect to any investment opportunity will reveal or highlight all relevant facts (including fraud) that would be necessary or helpful in evaluating such investment opportunity.

Oakhurst's real estate-oriented investments involve a significant risk of loss, including, but not limited to, complete loss of any initially invested capital or principal. Oakhurst's investments are subject to various market, currency,

economic, political, and business risks, and these investments are not always profitable. Moreover, there is risk that the initial principal or equity will be lost due to these risks. Oakhurst cannot and does not make any assurance that any investment will successfully meet a client's (or an investor's) expectations.

Before investing, investors should:

- Commit assets that can be invested on a long-term basis, usually a minimum of three to seven years; and
- Understand that volatility from investing can occur and the performance of recommended investments can fluctuate widely; and, during the course of its investment, the client's assets are frequently valued at more or less than the amount invested.

Oakhurst Real Estate Funds typically make investments for the long-term. However, Oakhurst Real Estate Funds have had business plans that involve shorter holding periods than would be typical and are expected to do so in the future, depending upon the strategy of those funds. The nature of each Oakhurst Real Estate Fund is described in the governing documents and/or the disclosure documents associated with that fund.

Prospective investors in Oakhurst Real Estate Funds should review all offering materials, including private placement memoranda, if applicable, before investing as these materials provide important information about the investment's terms and conditions, risk factors, and potential conflicts of interest.

While the following outlines the risks generally associated with real estate-oriented investments, prospective investors in Oakhurst Real Estate Funds should review all offering materials and governing documents, which generally describe additional investment specific risks:

- **Real Estate Market Risk:** Real estate investments are subject to risks incident to the ownership of real estate and risks incident to the ownership of real estate related assets, many of which are beyond the control of Oakhurst, including, without limitation, (i) risks associated with the general economic climate; (ii) local real estate conditions; (iii) risks due to dependence on cash flow; (iv) risks and operating problems arising out of the absence of certain construction materials; (v) changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); (vi) the financial condition of tenants, buyers, and sellers of properties; (vii) energy and supply shortages; and (viii) construction related risks and liabilities, including, without limitation, liability for construction defects, some of which may become known years after a project is sold.
- **Real Estate Valuation Risk:** The value of real estate is generally appraised upon purchase or at the time that a real property secured loan is made. Over time, the value of real estate can vary widely depending on market conditions. There is no guarantee or assurance that the carried value reflects a value that a buyer would be willing to pay.
- **Competition Risk:** Other entities, including private investment firms, institutional investors, partnerships, and corporations, are engaged in the business of investing in real estate assets, many of which have greater financial, analytical, management and other resources at their disposal. There is no guarantee or assurance that Oakhurst will be able to compete with such firms.

- **Americans with Disabilities Act:** It is likely that an underlying parcel of real estate related to an Oakhurst Real Estate Fund investment will be required to comply with the Americans with Disability Act of 1990 (the "ADA"). Compliance with the ADA could require substantial capital expenditures to remove access barriers and noncompliance could result in imposition of fines by the federal government or an award of damages and attorney's fees (which could exceed the cost of remediation) to private litigants, or both. Investors should carefully review the risk factors section in the relevant offering documents for more complete information.
- **Environmental and Catastrophic Event Risk:** Investing in any Oakhurst Real Estate Fund is also subject to possible loss due to uninsured losses from hazardous contamination and other environmental liabilities, and disasters such as fire, earthquakes, floods, tsunamis, terrorist attacks, pandemics, etc. Investors should carefully review the risk factors section of the relevant offering documents for more complete information.
- **Environmental Regulation Risk:** Investing in any Oakhurst Real Estate Fund is also subject to possible loss due to various federal, state, and local environmental laws that impose liability for the costs of the investigation, removal, and remediation of hazardous or toxic substances on real property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Some governmental agencies have so-called "super priority" lien rights to recover amounts expended on environmental clean-up and other expenses, giving the governmental agency "first" priority lien rights, which exposes lenders and owners to a greater likelihood of incurring losses in connection with environmental liability in those jurisdictions. In addition to clean-up actions brought by federal, state, and local agencies, the presence of hazardous substances on a property could result in personal injury or similar claims by third-party plaintiffs. Investors should carefully review the risk factors section in the relevant offering documents for more complete information.
- **Housing Regulation Risk:** Housing and housing policy is highly regulated at all levels of government, and various governmental and quasi-governmental entities regulate and/or subsidize housing and housing activity. Changes in how housing is regulated, subsidized and financed could have a material adverse effect on certain Oakhurst real-estate oriented investments, including, without limitation, (i) proposals to change or disband governmental and quasi-governmental entities providing financial support for housing through the purchase of home mortgages and the issuance of guarantees or otherwise, and (ii) changes in investment patterns of the Federal Reserve Board, which in recent years has supported housing through the purchase of mortgage-backed securities.
- **Student Housing Property-related Investment Risk:** Student housing investments are subject to various risks specific or inherent with respect to these types of investments. In particular, these investments are typically subject to an annual (12-month) leasing cycle and/or short lease-up period, as well as seasonal cash flows characterized by reduced cash flows and/or rental demand during the summer months. In addition, changes in university admission policies can adversely affect investors such as the Oakhurst Real Estate Funds and their portfolio companies, for example if the university reduces admissions or requires that a certain class of students use university-owned living facilities, those changes would have a

corresponding negative effect on rental demand for portfolio company-owned properties. Also, the demand for student housing may be adversely impacted by federal and state regulations that require colleges to publish informational reports regarding on-campus crime statistics, graduate salaries and/or employment or other matters, which may result in negative publicity and media coverage associated with crimes occurring on or in the vicinity of on-campus properties, or negative publicity regarding the economic desirability of attending a particular institution. Finally, portfolio company student housing properties may face significant competition from university-owned on-campus student housing, from other off-campus student housing properties and from traditional multifamily housing located within close proximity of the university, while also noting that on-campus student housing has certain inherent advantages over off-campus living alternatives such as portfolio company real estate investments in terms of physical proximity to the university campus and integration of on-campus facilities into the academic community.

- **Hospitality/Hotel Property-related Investment Risk:** Oakhurst Real Estate Funds' investments in hospitality/hotel properties may be adversely affected by various operating risks common to the hospitality industry. Examples of these types of hospitality-specific operating risks include (i) highly volatile and fluctuating earnings due to very short-term rental or usage activity by customers or patrons (e.g., typical usage for hotels involving stays of only a few nights by different customers), (ii) competition from other hotels and an oversupply of hotels in markets where underlying properties are located, which can adversely affect occupancy levels and revenues, (iii) dependence or over-dependence on business and commercial travelers and tourism, which can hurt results in periods of economic downturn or during periods of increased energy costs and other expenses that decrease business travel and tourism, (iv) regulatory changes that can negatively impact financial results such as changes in zoning ordinances, increases in local hotel or lodging taxes or changes in assessed property taxes from changes in valuation or real estate tax rates, (v) requirements for capital re-investment needed to or repair and upgrade hotels (which may also be required for a hotel to maintain its franchise or other rights), increases in the cost of property insurance, and/or increases in operating costs due to inflation and other factors, which cost increases may not be offset by increased room rates and/or cannot be otherwise passed on to customers, (vi) changes in interest rates or other developments that negatively impact the availability, cost and terms of financing, and (vii) more generally, adverse effects of international, national, regional and market conditions, which in turn can cause a downturn in the lodging industry.
- **Retail Property-related Investment Risk:** The value of Oakhurst Real Estate Funds' investments in one or more retail properties is determined, in substantial part, by the amount of such property's cash flow (or its potential to generate cash flow), and the factors discussed below, among others, will affect the ability of a retail property to generate net operating income, and accordingly, to enhance its market value. These factors include (i) the location, age and design of the subject property, (ii) the lack of any operating history in the case of a newly built or renovated property, as well as perceptions regarding the convenience and attractiveness of the property, (iii) characteristics of the neighborhood where a property is located, the degree to which the subject property competes with other properties in the area and the existence, construction, proximity and attractiveness of competing properties, (iv) a property's tenant mix and tenant concentration, including the dependence upon a single tenant or a concentration of

tenants in a particular business or industry, (v) national and regional economic conditions, such as plant closings, industrial slowdowns, unemployment rates and general macro-economic trends or changes, such as those involving customer confidence, tastes and preferences, as well as local real estate conditions (e.g., an increase in or oversupply of comparable commercial space), along with relevant demographic factors, (vi) retroactive changes in building codes and other applicable laws, real estate taxes and the ability to pass such taxes and any increases on to tenants or consumers, as well as other changes in governmental rules, regulations, and fiscal policies, and (vii) exposure to litigation by tenants and consumers or patrons. In addition to the above, particular factors that may adversely affect a retail property's ability to generate net operating income needed to sustain operations and grow valuations include increases in interest rates, real estate taxes or other operating expenses, increases in capital expenditures needed to maintain a property or make improvements, a decline in the financial condition of a major tenant (e.g. an anchor tenant or sole tenant), increased competition from online and other alternate sources of supply to consumers and the ability of tenants to sustain sales in the face of that competition, an increase in vacancy rates, a decline in rental rates as leases are renewed or replaced, natural disasters or civil disturbances and environmental contamination. Finally, the volatility of net operating income generated by a retail property over time will be influenced by many of the above-referenced factors, as well as by the length of tenant leases, credit worthiness of tenants, the level of tenant defaults, rental rates at which leases are renewed or replaced, the percentage of total property expenses in relation to revenue, the ratio of fixed operating expenses to those that vary with revenues, and the required level of capital expenditures needed to maintain a property and to maintain or replace tenants.

- **Industrial Property-related Investment Risk:** The success of Oakhurst Real Estate Funds' investments in their industrial projects and related properties will necessarily depend on the success of a particular industrial project, including whether that project can generate positive and increasing cash flow and profits. Many of the same factors as mentioned above that impact a retail property's cash flow will be similar applicable in the case of an industrial project and related property investment e.g., whether the project offers a service or product that is in demand, whether that product or service can be offered or produced for a consistent profit, and how that project's ongoing viability is impacted by government regulation, economic conditions and changes in manufacturing, distribution, storage and inventory maintenance technologies and systems. Also, the larger the scale of Oakhurst Real Estate Funds investment in a particular industrial project and the degree to which its overall investments are not diversified into investments in non-industrial or unrelated investments, the greater the risk to Oakhurst Real Estate Funds investors in the event that the particular industrial project is not successful (e.g. does not generate consistent and growing positive cash flow); under such circumstances, the failure of an industrial project and its related industrial property investments would likely result in significant losses for the Oakhurst Real Estate Funds.
- **Office Property-related Investment Risk:** As discussed above with regard to retail property investments, the success of Oakhurst Real Estate Funds' investments in office-related properties will depend on whether the subject properties can generate positive and increasing cash flow. Many of the same factors as mentioned above that impact a retail property's cash flow will be similar applicable in

the case of an office property, including (i) whether the office property's tenants offer a service or product that is in demand, (ii) national, regional, and local economic conditions and government laws and regulations that can impact demand for office space, and (iii) tenant mix and concentration. By way of example, the loss of an anchor or sole tenant could significantly and adversely affect the cash flow and profitability of an office property and related investment, which in turn could cause losses to the Oakhurst Real Estate Funds.

- **Capital-Deployment Risk:** Certain Oakhurst Real Estate Funds, especially those that acquire interests in investment opportunities sponsored by third parties, often do not have immediate opportunities to deploy investor capital. Although an investor makes an up-front commitment to invest a certain amount in an Oakhurst Real Estate Fund (and in some cases fully or partially funds that commitment), that investment is typically not immediately utilized because Oakhurst (or the third party) has not yet identified appropriate investment opportunities. In such cases, the investor's investment will remain unused until such opportunities are available, which will have an immediate and detrimental impact on an investor's overall expected and actual return.
- **Tax Risk-Passthrough Tax Liability:** Oakhurst Real Estate Funds are generally structured as limited partnerships, or other types of entities that are taxed as partnerships. As a result, an investor will receive K-1 s reflecting the investor's limited partnership or membership interest and allocations associated with that interest. In addition, depending on the nature of the Oakhurst Real Estate Fund, these K-1 s will be issued for multiple states, resulting in an investor being required to file tax returns and pay taxes in those states. Finally, an investor will be required to file tax filing extensions in cases where these K-1 s are not issued (or unable to be issued) until after the tax deadline.
- **Tax Risk-Fund Taxes:** Oakhurst Real Estate Funds are subject to various types of taxation, including real property value-based taxes, and local taxes. Changes in real property tax rates and tax rates for other types of taxes, along with changes in the deductibility of those taxes, may adversely affect the amount of cash available to investors in Oakhurst Real Estate Funds, which may result in the depletion of reserves held by an Oakhurst Real Estate Fund and the need for an Oakhurst Real Estate Fund to raise additional capital. If additional capital is required, there is no assurance that an Oakhurst Real Estate Fund will be able to raise additional capital on a timely basis, or at all.
- **Bridge Loans Financing Risk:** With respect to certain investments of Oakhurst Real Estate Funds, Oakhurst obtains bridge loans, or bridge equity, to initially fund the investment, in advance of receiving funds from investors. If Oakhurst obtained a bridge loan or bridge equity, that bridge loan (equity) is typically structured so that investor monies will be used to repay the bridge loan or return the bridge equity, including any accrued and unpaid or undistributed interest or preferred return. In those circumstances, amounts otherwise distributable to the investor will be used to satisfy the interest or preferred return obligation until it is paid in full, which will have an adverse impact on the timing of returns and expected and actual performance.
- **Performance-Based Fee Incentive Allocation Risk:** Going forward, Oakhurst Real Estate Funds are generally expected to impose performance-based fees or incentive allocations payable to Oakhurst or one of its affiliates. Those performance-based fee or incentive allocation structures create an incentive

for Oakhurst (or its affiliate) to make investment choices that are riskier or more speculative than would be the case in the absence of a performance-based fee/ incentive allocation structure. When applicable, the performance-based fee structure could also cause Oakhurst (or its affiliate) to devote a disproportionate amount of time to manage these investments and cause the compensation to Oakhurst (or its affiliate) to be larger than it otherwise would have been because the fee/incentive allocation is based on account performance instead of a percentage of assets under management. *See Item 6* (Performance Based fees and Side-by-Side Management).

- **Leverage:** Many Oakhurst Real Estate Funds employ the use of leverage, which also creates additional risk. Leverage is the use of debt to finance an activity, which is generally secured by assets. Leverage can exist both at the Oakhurst Real Estate Fund level (i.e., the fund itself is the borrower), or inside of underlying investments in which an Oakhurst Real Estate Fund invests. While leverage can operate to increase rates of return, it also increases the amount of risk inherent in an investment and magnifies losses.
- **Foreclosure Risk:** If a real estate investment is acquired using a loan as part of the acquisition capital and the borrower is unable at any time to make the loan payments, the holder of the note may foreclose or take other actions to protect its investment to the extent permitted by the terms of such loan, which could result in loss of that real estate investment (and any other collateral securing that loan).
- **Opportunity Cost Risk:** The risk that in allocating funds to invest in a particular investment, an investor will not be able to invest those funds in other investments, which will result in the investor foregoing potential profits or returns from those other investments.
- **Cybersecurity Risk:** With the increased use of technologies such as the Internet to conduct business, Oakhurst Real Estate Funds are susceptible to operational, information security, and related risks. Cyber incidents affecting an Oakhurst Real Estate Fund or its service providers may cause disruptions and impact business operations, potentially resulting in financial losses, the release of private investor information or other confidential information, impediments to processing transactions, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.
- **Insurance Availability, Adequacy and Cost:** Insurance for certain activities of, and risks incurred by, Oakhurst Real Estate Funds may not be available, or the amounts of insurance that are available or amounts of insurance actually purchased may not be adequate to reimburse the Oakhurst Real Estate Fund for the losses and costs incurred with respect to those activities and risks (e.g., casualty losses, legal liabilities arising from operations, natural and man-made disasters and terrorism). Additionally, the cost of obtaining insurance coverage varies over time, and at times may be prohibitive. As a result of the foregoing, Oakhurst Real Estate Funds may suffer unrecoverable losses, which may materially and adversely affect investments in Oakhurst Real Estate Funds. Additionally, the cost of obtaining and maintaining insurance may rise faster than revenue of an Oakhurst Real Estate Fund, which would reduce the amounts that are distributable to investors.
- **Risks Associated With The Global Health Concerns:** Pandemics and similar public health concerns can cause severe disruptions in the global economy. Many countries have become susceptible to epidemics

and pandemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and, currently, the coronavirus "COVID-19" which the World Health Organization has declared to be a pandemic. The outbreak of such communicable diseases could result in a widespread health crisis that could adversely affect general commercial activity and the economies and financial markets of many countries, and may have a material, negative impact on various types of Oakhurst Funds. Pandemics and preventative measures taken to contain or mitigate their spread have caused, and can continue to cause, business shutdowns, cancellations of events and travel, significant reductions in demand for certain goods and services, reductions in business activity and financial transactions, supply chain interruptions and overall economic and financial market instability both globally and in the U.S. Some, like supply chain interruptions, will continue to impact local and global economies, for a substantial period of time, which may extend beyond the end of the current pandemic, and may move from market to market due to various factors, including interdependencies between markets. Additionally, Oakhurst's operations could also be affected if some or all its employees were unable to access its offices or remote work systems due to an outbreak of an epidemic or pandemic. None of these conditions are within Oakhurst's control.

- **Inflation:** In response to recent economic events, including the global financial crisis and the current COVID-19 global pandemic, countries around the world have significantly loosened monetary policy and injected trillions of dollars into the economy in an effort to prevent more severe economic turbulence. This unprecedented amount of government funding and support may give rise to significant increases in government spending and (in many instances) significant increases to the amount of debt issued by governments in the international bond markets. In addition, the U.S. and other countries have experienced, and may in the future experience, supply chain disruptions for a number of goods in the marketplace. This potential disruption in supply of goods, combined with unprecedented levels of such government spending and monetary policy, may materially increase inflation of the U.S. dollar and other currencies in the coming years. Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets. For example, if an investment is unable to increase its revenue in times of higher inflation, its profitability may be adversely affected. Investments may have revenues linked to some extent to inflation, including without limitation, by government regulations and contractual arrangement. As inflation rises, an investment may earn more revenue but may incur higher expenses. As inflation declines, an investment may not be able to reduce expenses commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy, which may include central banks raising interest rates. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on each Oakhurst Real Estate Fund's returns.
- **Inflation Related Risks Specific to Real Estate:** Inflation, which duration is itself uncertain, can adversely affect the Oakhurst Real Estate Funds by increasing costs of land, materials, and labor, which would, in turn, affect the ongoing cash flow and profitability of Oakhurst Real Estate Funds real estate investments. In addition, significant inflation is often accompanied by higher interest rates and/or government policies

designed to reduce the money supply or curtail government spending, either of which may have a negative impact on both the ability of Oakhurst Real Estate Funds portfolio companies to fund the development or construction of real estate projects and consumer or customer demand for the products or services associated with their real estate investments (e.g. lower demand for hospitality, retail, industrial or office space and higher vacancy rates, reduced cash flow and profitability for tenants of subject properties). Also, reductions in demand for products and services offered by the Oakhurst Real Estate Funds real estate investments would limit the ability of these investments to pass cost increases due to inflation on to their existing customer bases. In addition, rising inflation may lower the perceived market value for Oakhurst Real Estate Funds real estate investments and their respective assets, which in turn could result in losses for Oakhurst Real Estate Funds.

- **Risk Relating to Supply Chain Disruptions:** The possibility of rising inflation attributable to supply chain or other logistics disruptions caused by the COVID-19 pandemic (or otherwise), which duration is uncertain, may have a significant negative impact on the cash flow and profitability of Oakhurst Real Estate Funds real estate investments. The timeline for construction and development of Oakhurst Real Estate Funds real estate investments may experience longer than expected delays due to the inability to timely deliver goods and/or services from vendors or suppliers, which in turn could adversely affect the cash flow and profitability of such investments and cause losses to Oakhurst Real Estate Funds. Supply chain disruptions could also make the goods and services that Oakhurst Real Estate Funds real estate investments purchase (or those purchased by their tenants) more costly, and this circumstances could similarly hurt the cash flow and profitability of such investments and again cause losses to the Oakhurst Real Estate Funds.
- **Risk Relating to Global Conflict (e.g., Ukraine):** Oakhurst Real Estate Funds real estate investments may be located in geographic areas subject to or directly affected by global conflict, including without limitation, the invasion of Ukraine by Russia. The occurrence of such global conflicts could delay construction and development of such real estate investments or interfere with or otherwise adversely impact their business operations, including cash flow and profitability. Furthermore, if a real estate investment does not have insurance to fully cover business interruptions or losses resulting from these events, the Oakhurst Real Estate Funds could be adversely affected. More generally, a major event such as a war or other change in the geopolitical landscape could provoke immediate dramatic changes in general market psychology and could motivate widespread variation in the absolute and relative pricing of real estate and financial assets, including Oakhurst Real Estate Funds real estate investments. Analogous circumstances in the past have imposed material adverse influences on general liquidity in financial markets, on the pricing, purchases, and sales of broad investment categories and, in certain cases, on the existence of financial markets during conventional business hours. In addition, such events may result in widespread revisions to prior standards for asset valuation, transaction costs and the price and availability of capital, all of which could result in losses for the Oakhurst Real Estate Funds.

The following outlines the risks specific to investments in mortgages and deeds of trust (which is in addition to the above risks associated with real estate-oriented investments generally):

- **Valuation Risk:** The value of the underlying property is appraised as of a specific date. There is no guarantee or assurance that the appraised value reflects a value that a buyer would be willing to pay.
- **Borrower Risk:** The borrower's ability to continue to make payments and repay the loan will depend upon the borrower's financial condition, which could change over time.
- **Default Risk:** Default by the borrower could affect monthly payments. Under extreme cases, we may determine it to be necessary to foreclose or take other actions to protect the Oakhurst Real Estate Fund's investment. The total amount received upon foreclosure could be more or less than the total amount invested.
- **Senior Lien Risk:** The risk that a senior secured lender or another holder of a senior lien encumbering real property collateral for a loan forecloses on their lien, which would result in junior lenders and lien holders no longer holding collateral for their loans and other obligations.
- **Bankruptcy Risk:** If a borrower files a reorganization or full insolvency bankruptcy, the foreclosure process could be stalled. Additionally, investors could incur significant legal fees and costs in attempting to obtain relief from the bankruptcy filing. (Relief consists of getting court approval to release the property out of the bankruptcy so that the property can be foreclosed upon.) Furthermore, the court could modify the terms of the loan by extending the due date, changing the interest rate and/or payment structure, causing a portion of the loan to be unsecured, or causing the priority of the loan to be subordinated to a bankruptcy court-approved financing plan.
- **Control Risk:** In addition, to the extent that an Oakhurst Real Estate Fund invests in an investment opportunity of another sponsor, or if the Oakhurst Real Estate Fund does not otherwise control the underlying investment asset, Oakhurst would be a minority or non-controlling investor in the underlying opportunity and would not have substantial management rights or voting control rights. Therefore, neither Oakhurst nor investors in those Oakhurst Funds would have the power to exercise significant control over the activities of the underlying company or investment asset, and thus, must rely upon the judgment and experience of the underlying company and its managers, officers, directors, employees and affiliated individuals and entities (or those in control of the underlying investment asset).

Additional risks include economic conditions, neighborhood values, interest rates, the supply of and demand for properties of like kind, the ability of the borrower to obtain necessary alternative financing and certain city, state and/or federal regulations. Investing in any general real estate investment also is subject to possible loss due to uninsured and unpredictable losses from acts of nature or systemic shocks such as earthquakes, floods, tsunamis, pandemics, terrorist attacks, and acts of war. Investors in Oakhurst Real Estate Funds should carefully review the risk factors section in the relevant offering documents for more complete information. These investments are often also concentrated geographically, which increases the likelihood and the impact of any such event. These risks are in addition to the principal risks associated with investing in a private investment vehicle, which are outlined in their respective offering materials provided to prospective investors prior to investing.

Additional conflicts of interest and policies to address those conflicts are disclosed in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

ITEM 9: DISCIPLINARY INFORMATION

Oakhurst is required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of Oakhurst or the integrity of its management. Oakhurst does not have any of these legal or disciplinary events and thus has no information to disclose with respect to this Item 9.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. OTHER FINANCIAL INDUSTRY ACTIVITIES

1. OTHER INVESTMENT ADVISOR AFFILIATIONS

PRIMARY BUSINESS ACTIVITIES

Messrs. Greg Kushner, Ozur, Westheimer, Stern, Lee, and Garden and Ms. Weinberger are all principals of LAL. Each of those identified individuals works for LAL on a full-time basis and will only be able to devote a limited amount of time to the business of Oakhurst. As described elsewhere in this Brochure, LAL is an SEC-registered investment advisor from which Oakhurst sublets office space. *See* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading). LAL also recommends investments in Oakhurst Real Estate Funds to its clients.

2. PASSIVE OWNERSHIP INTERESTS / PASSIVE INVESTMENT AFFILIATIONS

- **K&W:** K&W is a passive owner of Oakhurst. The principals of K&W are also clients of LAL and an investor in the Oakhurst Funds. Due to these relationships, conflicts of interest exist, such as Oakhurst favoring K&W over other investors or Oakhurst providing preferential or sole access to certain recommended investments, including making Bridge Loans (as defined below, which includes making bridge equity investments) through an affiliate of K&W to facilitate the creation of Oakhurst Real Estate Funds. K&W and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few clients. *See* Item 4 (Advisory Business) and Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).
- **Lido Flamingo, LLC ("LF")** was created to purchase and hold minority interests in real estate-related investments, which include those sponsored or operated by Oakhurst. LF members include Messrs. Kushner, Ozur, Westheimer, Ms. Weinberger, and their family members. Messrs. Kushner and Ozur serve as LF's Managing Members. LF's interest often represents a significant minority interest in those investments. These investments could also be suitable for an Oakhurst Real Estate Fund. Additionally, one or more investors in Oakhurst Real Estate Funds have participated in the same investments as LF. LF generally advises Oakhurst of investments it is considering, and those investment opportunities are made available to Oakhurst. Oakhurst mitigates this potential conflict by precluding affiliated individuals or parties from investing, outside of certain contractual obligations to do so, and side-by-side co-investments

associated with aligning economic interests with fund investors, if investor demand meets or exceeds the fund's available capacity.

- **AG Associate, LLC ("AG")** is co-managed by Mr. Goldman. He and certain Oakhurst principals and clients of LAL are members and managers of AG. Pursuant to the Oakhurst Consulting Agreement, AG is to invest up to \$250,000 in any Oakhurst-affiliated investment, which is intended to be a side-by-side investment with investors in Oakhurst Real Estate Funds. Oakhurst principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients and managers, and investors in Oakhurst Real Estate Funds that are members and/or managers of AG became involved or associated with AG prior to them becoming investors in Oakhurst Real Estate Funds. In the past AG has separately invested in investment opportunities in which one or more Oakhurst Real Estate Funds also invested, which were separate from, and in addition to AG's investments pursuant to the Oakhurst Consulting Agreement. AG has ceased co-investing in Oakhurst Real Estate Funds and, in its stead, this side-by-side investment activity has and is expected to continue through Leviathan (defined and described below), which could reduce the amount of a particular investment opportunity that is available to an Oakhurst Real Estate Fund, depending upon the size and terms of such opportunity. Oakhurst mitigates this potential from investing, outside of the noted contractual obligations to do so, and side-by-side co-investments associated with aligning economic interests with fund investors, if investor demand meets or exceeds the fund's available capacity.
- **Leviathan Co-Invest I, LLC ("Leviathan")** is managed by Mr. Goldman on behalf of Oakhurst. Mr. Goldman is an Oakhurst principal. Mr. Goldman and certain Oakhurst principals, LAL principals, fund consultants, and certain of Oakhurst's and LAL's executives and employees, as well as certain of its beneficial owners, and their respective affiliates, have become members of Leviathan. Leviathan (or a similarly structured fund having the same management structure) has invested, and is expected to continue to invest, in most Oakhurst affiliated investments, which investment is intended to be a side-by-side investment with investors in Oakhurst Real Estate Funds. Oakhurst and LAL principals or entities owned or controlled by them are members of Leviathan and have invested in similar opportunities through AG in the past. This side-by-side investment activity has occurred in the past and is expected to continue to occur in the future, which could reduce the amount of a particular investment opportunity that is available in an Oakhurst Real Estate Fund, depending upon the size and terms of such opportunity. Oakhurst mitigates this potential conflict by precluding affiliated individuals or parties from investing, outside of the noted contractual obligations to do so, and side by side co-investments associated with aligning economic interests with fund investors, if investor demand meets or exceeds the fund's available capacity.
- **Mapleton Capital Management, LLC ("Mapleton")** is a hedge fund manager in which Mr. Goldman is a non-managing member and principal. LAL recommends investments in Mapleton funds to its clients. Mapleton and Oakhurst both sublease office space from LAL and share common areas, some internet and other telecommunication facilities, and supplies.
- **Lido Bellagio, LLC ("LB")** was created to participate in a variety of investment opportunities, including, among others, equity investments, alternative investments, and real estate investments. LB members include Messrs. Kushner, and Ozur and Ms. Weinberger. Members may invest at their individual

discretion. In general, investments made by LB do not meet investment criteria applicable to the significant majority of clients due to, among other things, investment size or risk.

- **Lido Advisors, LLC** ("LAL") is an SEC-registered, Los Angeles-based investment advisor that offers a variety of services, including, but not limited to, investment management and asset allocation, financial planning, family office services, and retirement and estate planning. LAL offers these services to high-net-worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other types of business entities. Principals or partial owners of this affiliated investment adviser include Messrs. Kushner, Ozur, Westheimer, Stern and Lee, and Ms. Weinberger. Oakhurst sublets office space from LAL and many of the investors in Oakhurst Real Estate Funds are LAL clients.
- **Paladin Solutions, LLC**, Paladin Fund I, LLC and Paladin Fund II, LLC ("Paladin Entities") were established in order to invest in the opportunity of acquiring defaulted residential mortgages from large mortgage institutions. Members and partial owners of these entities include Richard Goldman, who is also their Co-Chief Executive Officer. Two investors in Oakhurst Real Estate Funds, who are also LAL clients, invested in Paladin-sponsored funds.
- **R & R Realty Advisors, Inc.** ("R&R"), is the manager, general partner and sponsor of several real estate investments funds that invest in single and multi-family residential developments that are developed by Thomas James Homes. Many investors in Oakhurst Real Estate Funds have invested in real estate investment funds sponsored by R&R. Mr. Goldman is the Chairman of R&R, and many LAL clients have invested in funds sponsored by R&R.
- **Archway Capital, LLC** ("Archway"), is the manager, and is an affiliate of the sponsor, of two real estate investment funds, one of which originates and invests in loans secured by real property and the other of which acquires distressed and subordinated loans secured by real property (and similar assets). Many investors in Oakhurst Real Estate Funds have invested, or will likely invest, in real estate investment funds sponsored by Archway and one of its affiliates. Messrs. Goldman and Ng are board members of Archway's, and its fund sponsor affiliate's three-member board, Mr. Ng sits on the loan/investment committee of Archway, and Mr. Goldman sits on the two-member board of Archway's Parent. The other board vote of Archway, its parent, and its fund sponsor affiliate is controlled by an individual that is not affiliated with Oakhurst. Affiliates of Oakhurst have an economic interest in Archway.
- **Palladius Capital Management, LLC** ("Palladius"), is the manager, and is an affiliate of the sponsor, of a real estate investment fund, which began accepting investors and acquiring investment assets in the second half of 2021. That investment fund invests in multi-family and student housing projects. Many investors in Oakhurst Real Estate Funds have invested, or will likely invest, in real estate investment funds sponsored by Palladius. Messrs. Goldman and Ozur are board members of Palladius' board, and Messrs. Goldman and Ozur sit on the investment committee of Palladius. Affiliates of Oakhurst have an economic interest in Palladius.
- **Mandalay Portal JV, LLC** ("Mandalay Portal"), is the sponsor of a real estate investment fund focused on opportunistic investments in retail and mixed-use retail shopping centers in the Western U.S. Many investors in Oakhurst Real Estate Funds have invested or will likely invest in real estate investment funds sponsored by Mandalay Portal. Messrs. Goldman and Ng control one of the two board votes for Mandalay

Portal's board. The other board vote is controlled by an operating group that is not affiliated with Oakhurst. Affiliates of Oakhurst have an economic interest in Mandalay Portal.

- **Hyperion Realty Capital, LLC** (“Hyperion”), is the manager, and is an affiliate of the sponsor, of a real estate investment fund. Many investors in Oakhurst Real Estate Funds have invested or will likely invest in real estate investment funds sponsored by Hyperion. Messrs. Goldman and Ng control one of the two board votes for Hyperion's board. The other board vote is controlled by an operating group that is not affiliated with Oakhurst. Affiliates of Oakhurst have an economic interest in Hyperion.
- **LAL client or owner investment opportunities** - From time to time, LAL clients or owners present certain investment opportunities to Oakhurst Real Estate Funds some of which Oakhurst deems suitable for investment. Such opportunities and investments present conflicts of interest in that Oakhurst Real Estate Funds may be biased in favor of these opportunities due to the relationship between Oakhurst and LAL and that these LAL clients or owners will benefit when an investment is made by the relevant Oakhurst Real Estate Fund. In order to mitigate these conflicts, Oakhurst performs due diligence on these opportunities and determines, prior to investment, that the investment is not only suitable for the fund but also presents at least the same potential benefits and involve standard terms and conditions as other available third-party opportunities reasonably then known to Oakhurst. To date, Oakhurst Real Estate Funds have made, or committed to make, several investments in LAL client or owner related opportunities, which were also disclosed by the relevant Oakhurst Real Estate Fund.
- **Other Passive Investments/Affiliations** - Oakhurst principals are from time to time introduced to certain investment opportunities from their clients, from family members of their clients, and from a variety of other sources. The principals conduct their own independent due diligence and obtain approval from Oakhurst's CCO to participate in these investments. Most if not all of these investments are deemed too speculative for Oakhurst Funds. In instances where Oakhurst believes that the opportunity is suitable for an Oakhurst Fund, or otherwise not suitable, Oakhurst will utilize an Oakhurst Fund to pursue that opportunity.

See Item 10 (Other Financial Industry Activities and Affiliations) and 11 (Code of Ethics, Participation or Interest In Client Transactions and Personal Trading).

4. SUBLETTING ACTIVITIES

Oakhurst subleases office space and subcontracts information technology equipment and services from LAL. These fees and activities performed by both LAL and Oakhurst, and the proximity of Oakhurst to LAL create conflicts of interest. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

B. AFFILIATIONS

Mr. Kushner is also a member, partial owner, Senior Managing Director and Chairman of LAL, and the founder and President of Lido Consulting, LLC., a consulting firm specializing in providing education and other services to

family offices and high-net-worth individuals. Lido Consulting does not provide investment advice or offer, purchase, or sell securities. Mr. Kushner also serves as the managing member for several limited liability companies that invest in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Oakhurst Real Estate Funds. The members of those LLCs are family members and close friends and the main purpose of each LLC is passive real estate investing. While Mr. Kushner serves as the managing member for those LLCs, he is not involved in the day-to-day management of the various properties. Additionally, Mr. Kushner serves as trustee to two family-related trusts and as CFO to a family foundation, and all three are clients of LAL. Also, Mr. Kushner serves as CFO and is a shareholder of a California corporation that performs real estate management services. This company does provide management services to some of the real estate invested in by the family LLCs. Mr. Kushner spends the substantial majority of his work time performing his duties to LAL, and less than 10% of his work time performing his duties for Oakhurst and the other entities referred to above.

Mr. Westheimer is a partial owner and Senior Managing Director of LAL. Mr. Westheimer is also the owner of 10 Fifteen Consulting, which is a sole proprietor that provides non-investment related business consulting services. Additionally, Mr. Westheimer is a managing member of a limited liability company, which invests in various commercial and residential real estate, both directly and through investments in private limited partnerships, including certain alternative investments with client investments. Mr. Westheimer spends the substantial majority of his work time performing his duties to LAL, and less than 5% of his work time performing his duties for Oakhurst and the other entities referred to above. It is not currently anticipated that Mr. Westheimer will provide substantial amounts of time managing or supervising the businesses of Oakhurst.

Mr. Ozur is also a partial owner and Senior Managing Director, and Chief Executive Officer of LAL. Mr. Ozur also provides back office, accounting, and related services to certain alternative investments, including private funds managed by Mapleton Capital Management, LLC and related entities, and funds sponsored by R&R for which Thomas James Homes and its affiliate companies ("TJC")¹ is the developer and/or asset manager.

Additionally, Mr. Ozur is a managing member of a limited liability company that invests in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain alternative investments with client investments. Mr. Ozur is a part owner and board member of Palladius Capital Management, LLC. Mr. Ozur spends the substantial majority of his work time performing his duties to LAL, and less than 5% of his work time performing his duties for Oakhurst and the other entities referred to above. It is not currently anticipated that Mr. Ozur will provide substantial amounts of time managing or supervising the businesses of Oakhurst. Mr. Stern is a member of GTIS Qualified Opportunity Zone Fund's Advisory Board. He is neither compensated for nor a fiduciary pursuant to this role. Mr. Stern receives no compensation from Oakhurst and spends the substantial majority of his work time performing his duties to LAL.

¹ TJC related funds are managed and operated by Richard Goldman and the other co-owner of R&R through R&R's role as the general partner or manager of those funds. See Items 4 (Advisory Business) and 11 (Code of Ethics, Potential Conflicts of Interest).

Messrs. Kushner, Ozur, Goldman, Lee and Westheimer and Ms. Weinberger invest through affiliated entities in alternative investments in which clients also invest, which creates a potential conflict of interest. Certain pooled investment vehicles, including certain vehicles that are exempt from SEC registration as private funds, are limited by the number of investors due to, among other things, applicable law and regulations or the investment's structure. Oakhurst principals' investments under these circumstances can, therefore, result in a displacement of other investors. In other words, Oakhurst principals' investment will have used a "slot" that would otherwise have been available to other investors. Oakhurst addresses the potential conflicts through its Code of Ethics that includes pre-approval and reporting requirements of certain personal securities transactions by Oakhurst principals, directors, officers, agents, or employees ("Associated Persons"), including these investments, and through disclosures to clients. Further, as noted above, Oakhurst mitigates this potential conflict by precluding these investments, outside of certain contractual obligations to do so, and side by side co-investments associated with aligning economic interests with fund investors, if investor demand meets or exceeds the fund's available capacity.

Ms. Weinberger is a LAL Investment Advisor Representative ("IAR") and a partial owner of LAL, and a principal of Lido Consulting, LLC.

Mr. Garden is LAL's Chief Investment Officer.

Mr. Lee is a LAL principal and Senior Manager Director, Chief Legal and Chief Compliance Officer.

Mr. Goldman, an attorney, is also a member of AG, which invests in Oakhurst Real Estate Funds pursuant to the Oakhurst Consulting Agreement, and the Chief Executive Officer of R&R. Mr. Goldman is also a member of Mapleton, which is a sponsor of investment funds, the Co-Chief Executive Officer of the Paladin Funds, a board member of Archway and its affiliates, and a manager of a board member of Mandalay Portal. Mr. Goldman is also a member of the loan/investment committee of Archway.

Mr. Itskowitch is also a member of AG. Mr. Itskowitch also devotes time to providing tax preparation and due diligence services to a family office, of which he is a member.

Mr. Ng is also a principal of 5NGs Advisors, Inc., a real estate investment advisory firm that specializes in acquisition, disposition, financing, leasing, and asset management. Mr. Ng is a member of the loan/investment committee of Archway, and a manager of a board member of Mandalay Portal.

For negotiating and executing on transactions in the Oakhurst Real Estate Funds, Oakhurst utilizes the services of a large, sophisticated law firm in the Los Angeles area in which one of the Oakhurst's principal's son is a partner. Partner Fund Services, LLC ("PFS"), which is the fund administrator for all of the Oakhurst Real Estate Funds, is 100% owned by the spouse of an Oakhurst principal and employs, in an administrative capacity, a family member of another Oakhurst principal. *See* Item 10 (Other Financial Industry Activities and Affiliations).

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

A. CODE OF ETHICS SUMMARY

Oakhurst has adopted a Code of Ethics ("Code") in compliance with the Advisors Act Rule 204A-1. The Code establishes standards of conduct for supervised persons and includes general requirements that supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, potential conflicts of interest and confidentiality of client information.

The Code reflects policies reasonably designed to prevent the unlawful use of material, non-public information by Oakhurst or any of its associated persons. The Code also requires that certain of Oakhurst's personnel (called "Access Persons") report their personal securities assets and transactions and obtain pre-approval of certain investments, including initial public offerings and limited offerings. Other than certain exceptions that are outlined in the Code, Oakhurst's Access Persons generally are not permitted to effect transactions for themselves or for their immediate family members (i.e., spouse, minor children, and adults living in the same household as the Access Person) within three (3) business days before and one (1) business day after any client transaction in the same security or when otherwise in violation of the Code or federal securities laws.

The Code also requires supervised persons to report any violations of the Code promptly to the CCO.

Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code during that year. Oakhurst will provide a copy of its Code of Ethics to any client or prospective client upon request.

Consistent with the Code, the following is a summary of Oakhurst's potential conflicts of interest:

1. Oakhurst-Related Actual or Potential Conflicts of Interest

K&W, LLC

Conflicts:

K&W, LLC ("K&W") is a minority owner of Oakhurst. Via an affiliated entity, K&W is also a minority owner of LAL, and its principals are clients of LAL. K&W participates in Oakhurst's profitability and has certain limited ownership rights. K&W, however, is not involved in Oakhurst's day-to-day operations. The principals of K&W have made, and are likely to continue to make, investments in Oakhurst Real Estate Funds. As both an LAL client and owner, and an Oakhurst owner, there are significant, potential conflicts of interest, including, but not limited to, Oakhurst favoring K&W and its affiliated entities and principals over other investors, or Oakhurst providing preferential or

sole access to certain recommended investments, including making Bridge Loans (as defined below, which includes making bridge equity investments) to facilitate the creation of Oakhurst Real Estate Funds. K&W and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few clients.

Leviathan Co-Invest I, LLC

Richard Goldman

Jason Ozur

Conflicts:

Leviathan is managed by Mr. Goldman on behalf of Oakhurst. Mr. Goldman is an Oakhurst principal. He and certain Oakhurst principals, LAL principals, fund consultants, and certain of Oakhurst's and LAL's executives and employees, as well as certain of its beneficial owners, and their respective affiliates are, and are expected to continue to be, members of Leviathan. Leviathan (or a similarly structured fund having the same management structure) invests in most or all Oakhurst-affiliated investments, which investment is intended to be a side-by-side investment with investors in Oakhurst Real Estate Funds. Oakhurst and LAL principals or entities owned or controlled by them are members of Leviathan and have also invested in similar opportunities through AG in the past. This side-by-side investment activity is expected to continue in the future, which could reduce the amount of a particular investment opportunity that is available in an Oakhurst Real Estate Fund, depending upon the size and terms of such opportunity. Oakhurst mitigates this potential conflict by precluding affiliated individuals or parties from investing, outside of the noted contractual obligations to do so, and side by side co-investments associated with aligning economic interests with fund investors, if investor demand meets or exceeds the fund's available capacity.

K&W and Affiliated Entities' Bridge Lending Activities

Conflicts:

Oakhurst has obtained, and expects in the future to obtain, bridge loans and bridge equity ("Bridge Loans") from certain ultra-high-net-worth LAL clients ("Bridge Loan Lender") that has or will be used for the acquisition of certain underlying assets of Oakhurst Real Estate Funds prior to being opened to other prospective investors for investment. To date, the only Bridge Loan Lender has been the principals of K&W, directly and through a wholly owned licensed lending company. For those Oakhurst affiliated investments involving a Bridge Loan Lender, the Bridge Loan Lender will receive interest (or accrued preferred return) with respect to the period of time during which the Bridge Loan is outstanding, which may compound. Oakhurst makes these interest payments from amounts that would otherwise be distributed to the Oakhurst Real Estate Fund investors whose interest was financed through a Bridge Loan and/ or the sale of additional interests in the Oakhurst Real Estate Fund using or benefitting from a Bridge Loan, with the principal portion of the Bridge Loan being repaid through the initial investment by those clients. Typically, if the Bridge Loan is not fully paid by a certain date, the remaining balance (or unreturned capital, as applicable) is converted into a non-preferred equity stake in the Oakhurst Real Estate Fund.

Lido Advisors, LLC**Greg Kushner, Jason Ozur, Ken Stern, Jeffrey Westheimer, Alyssa Weinberger, Jason Lee, Jeff Garden****Conflicts:**

Some Oakhurst principals are principals in LAL, a separate but affiliated SEC-registered investment advisor, which offers a variety of services, including, but not limited to, investment management and asset allocation, financial planning, family office services, and retirement and estate planning to high-net-worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other types of business entities.

LAL clients invest in Oakhurst Real Estate Funds. Oakhurst does not pay LAL or any of its principals any direct or indirect compensation for LAL client investments in Oakhurst Real Estate Funds. Oakhurst intends to continue to sell Oakhurst Real Estate Funds to LAL clients. In order to mitigate this potential conflict of interest, except as noted, LAL and its principals will continue to only earn its LAL asset management fee on LAL client investments in Oakhurst Real Estate Funds. Further, except as noted above, any Oakhurst principal that is also a principal of LAL is specifically precluded from receiving any direct revenue derived from any LAL client investment in Oakhurst Real Estate Funds. Mr. Lee, who is both LAL's and Oakhurst's General Counsel and CCO, participates in the overall profits of both firms which presents a conflict of interest. This conflict is mitigated as Mr. Lee is not directly involved in the day-to-day investment decisions made by LAL or Oakhurst on behalf of its clients.

Oakhurst's sale of Oakhurst Real Estate Funds to LAL clients based on LAL's recommendations will indirectly benefit Oakhurst principals who are also LAL principals by increasing Oakhurst's assets under management and thus increasing Oakhurst's enterprise value. Relatedly, LAL principals that are also Oakhurst principals could favor Oakhurst Real Estate Funds over other alternative investments in order to increase Oakhurst's enterprise value. Consequently, the LAL principals that are also Oakhurst principals' ownership interest in Oakhurst will appreciate. Oakhurst will continue to monitor and address this potential conflict of interest as appropriate.

Other LAL-related potential conflicts of interest include:

Shared Premises and Address: Oakhurst is a LAL subtenant. LAL and Oakhurst share use of various common areas. Additionally, the Bridge Loan Lender shares in revenues generated by Oakhurst. A potential conflict of interest exists in that the Bridge Loan Lender receives an investment opportunity and economic benefit unavailable to other LAL clients and other investors in an Oakhurst Real Estate Fund, and the placement of Oakhurst-affiliated investments with other LAL clients directly results in the repayment of the portion of the outstanding principal of the loan, and in some cases the payment of interest.

LAL and Oakhurst Compliance functions: Oakhurst's and LAL's Chief Legal and Compliance Officer is the same individual and many of its compliance functions are performed by dual LAL and Oakhurst employees. Both entities' overlapping compliance functions can result in potential conflicts of interests, including, but not limited to, the allocation of resources dedicated to the respective entities' compliance functions, Oakhurst clients are disadvantaged by the potential bias in favor of LAL, and the relationship between LAL and Oakhurst results in

potential unidentified compliance risks. Oakhurst will remediate these potential conflicts of interests by monitoring and enhanced conflict of interest policies and procedures.

Soft Dollars and Other Brokerage-Related Compensation or Benefits

Conflicts:

Oakhurst currently does not have any soft dollar arrangements.

Solicitors and Compensation for Client Referrals

Conflicts:

Oakhurst may enter into written agreements with individuals and organizations to refer clients to Oakhurst for compensation, which are referred to as solicitor agreements. Oakhurst will comply with the requirements of Rule 206(4)-3 of the Advisers Act should it enter into these agreements. Although the specific terms of each agreement may differ, Oakhurst would generally provide compensation to these individuals calculated based on a portion of the Asset Management Fee. Currently, Oakhurst does not have any such agreements.

Shareholder Services Agreements

Conflicts:

From time to time, Oakhurst will enter into shareholder services agreements with independent, third-party private funds (not Oakhurst Funds) to provide certain supplemental services, including operational, logistic, and marketing support. In instances where LAL clients are investors in those funds in which Oakhurst provides those services, the portion of those fees that would be allocable to LAL clients are credited to those clients. A conflict of interest is created in instances where non-LAL clients are invested in these funds and will, in total, pay higher total fees for their investments than LAL client investors. These clients, however, will be receiving tangible additional services that the relevant fund would not otherwise provide. Additional information concerning these services and resulting conflicts are included in the offering memoranda of these independent third-party funds.

2. Affiliate-Related Actual or Potential Conflicts of Interest

Archway-Affiliated Companies

Richard Goldman, Bobby Khorshidi

Conflicts:

Archway Capital LLC ("Archway") is a sub-tenant of LAL and a joint venture between Oakhurst and certain third parties involving Oakhurst-affiliated Private Funds ("Archway Funds") investing in real estate loans. LAL will, should Archway Funds be suitable, invest its clients' assets in these affiliated funds. This relationship creates a potential conflict of interest due to the proximity of Archway to Oakhurst and LAL and the potential to influence LAL to invest its client assets in the Archway Funds. Archway is also a subtenant of LAL and its lease payments to LAL may also further influence LAL similarly. To mitigate such potential conflicts of interests, Oakhurst will monitor its relationship with Archway and LAL to determine whether additional policies and procedures are required aside from Oakhurst's standard allocation practices.

Bobby Khorshidi is a licensed real estate broker in the State of California, and a board member of Archway and its affiliates, and a principal of Partners Capital Finance, Inc., a licensed real estate broker in the State of California which is not affiliated with Oakhurst. Partners Capital does not earn brokerage fees for loans (including portions of loans) funded by investment funds that are managed by Archway. Partners Capital charges brokerage fees to other Oakhurst Real Estate Funds that are not managed by Archway.

Palladius-Affiliated Companies

Jason Ozur, Richard Goldman, Nitin Chexal

Conflicts:

Palladius Capital Management, LLC ("Palladius") is a joint venture between Oakhurst (through its principals), certain third parties, and LAL involving Oakhurst affiliated Private Funds ("Palladius Funds") investing in various classes of real estate, including multi-family residential and student housing. Messrs. Goldman and Ozur serve on the board of Palladius. In the future, Palladius Funds may invest in loans secured by real estate and preferred equity investments in companies that own real estate. LAL will, should Palladius Funds be suitable, invest its client's assets in these affiliated funds. This relationship creates a potential conflict of interest due to the proximity of Palladius to Oakhurst and LAL and the potential to influence LAL to invest its client assets in the Palladius Funds. To mitigate such potential conflicts of interests, Oakhurst will monitor its relationship with Palladius and LAL to determine whether additional policies and procedures are required aside from Oakhurst's standard allocation practices. Palladius also leases an office from LAL through Oakhurst.

Nitin Chexal is the CEO of Palladius Capital Management, LLC and Palladius Real Estate, LLC. In addition to compensation that he receives through his employment by Palladius Real Estate and through his ownership interests in Palladius Capital and its subsidiaries, Mr. Chexal receives compensation from other Oakhurst Real Estate Funds in consideration of services that he provides to those funds.

Mandalay Portal JV, LLC

Scott Tiano, Jon Mendis

Conflicts:

Mandalay Portal JV, LLC ("Mandalay") is a joint venture between Oakhurst (through its principals), certain third parties, and LAL involving Oakhurst affiliated Private Funds ("Mandalay Funds") investing in retail driven real estate. Messrs. Goldman and Ozur serve on the board of Mandalay. LAL will, should Mandalay Funds be suitable, invest its client's assets in these affiliated funds. This relationship creates a potential conflict of interest due to the proximity of Mandalay to Oakhurst and LAL and the potential to influence LAL to invest its client assets in the Mandalay Funds. To mitigate such potential conflicts of interests, Oakhurst will monitor its relationship with Mandalay and LAL to determine whether additional policies and procedures are required aside from Oakhurst's standard allocation practices.

Scott Tiano is a manager of Portal Investment Management, LLC ("Portal IM"), which is a board member of Mandalay. Mr. Tiano is also a principal of JS Western, which acquires core plus and value add investments on

behalf of private investors and family offices. These investments are similar to investments acquired by Oakhurst Real Estate Funds managed by Mandalay Portal.

Jon Mendis is also a manager of Portal IM, which is a board member of Mandalay.

**AG Associate, LLC, R&R Realty Advisors, Inc., Paladin Solutions, LLC, Mapleton Capital Management, LLC
Richard Goldman**

Conflicts:

Mr. Goldman is a manager of AG, and certain LAL clients including investors in Oakhurst Real Estate Funds are members of AG. Pursuant to the Oakhurst Consulting Agreement, AG was to invest a minimum of up to the lesser of \$250,000 or 5% of the amount raised for an Oakhurst Real Estate Fund into the particular Oakhurst Real Estate Fund, which was intended to be a side-by-side investment with clients of LAL. That obligation is now being performed by Leviathan. LAL and Oakhurst principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients became involved or associated with AG prior to them becoming LAL clients.

Mapleton is a California registered investment advisor that offers various types of hedge funds to investors. LAL has recommended Mapleton fund investments to its clients, some of which have invested in Mapleton funds. Mapleton also manages separate accounts for many of LAL's clients. Mr. Goldman is a member of Mapleton, and Mapleton is a subtenant of LAL. R&R is a Los Angeles based sponsor of real estate funds that invest in certain single family and multi-family housing developments of Thomas James Homes. LAL has recommended R&R fund investments to its clients, many of which have invested in R&R sponsored funds. Mr. Goldman is a partial owner and the Chief Executive Officer of R&R. Paladin is a Los Angeles based sponsor of funds that invested in defaulted real property secured debt portfolios that were sold following the Great Recession by large mortgage institutions. Two current clients of LAL invested in Paladin sponsored funds prior to becoming clients of LAL. Mr. Goldman is a partial owner and Co- Chief Executive Officer of Paladin. Mr. Goldman introduced LAL to almost all of its current subtenants. Pursuant to the Oakhurst Consulting Agreement, Mr. Goldman benefits from LAL recommendations to its clients to invest in Oakhurst-Real Estate Funds. Collectively, there are significant business dealings between LAL, Oakhurst, their principals, and Mr. Goldman. Mr. Ozur has been involved in various business dealings with Mr. Goldman for over 20 years. Such dealings benefit Mr. Goldman and generally have the effect of causing a bias in favor of Mr. Goldman or his affiliates. LAL and Oakhurst mitigate these potential conflicts of interest with policies and procedures relating to this relationship.

B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Oakhurst's policy prohibits principal transactions, unless approved by Oakhurst's Chief Compliance Officer and/or appropriate limited partner advisory committees. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Oakhurst

has and will continue to invest, either directly or through AG, Leviathan, similar co-investment vehicles or its principals, in the Oakhurst Funds. Oakhurst does this in order to align its economic interests with those of the investors that will and have invested in these funds. *See* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

C. CROSS TRADES AND CO-INVESTMENT TRANSACTIONS

Oakhurst's policy prohibits cross trades and co-investment transactions unless approved by Oakhurst's Chief Compliance Officer and/or appropriate limited partner advisory committees. A cross trade occurs where an adviser, acting as general partner, manager or other fiduciary for an account causes a transaction to occur between one or more other accounts for which the advisor acts as a general partner, manager, or other fiduciary. A co-investment occurs where more than one account participates in the same investment, or different investments secured by or with respect to the same underlying assets. Oakhurst causes accounts to transact between each other, alongside of each other or in differing priority with each other when it is determined that the transaction is beneficial all of the accounts involved in the transaction, and consistent with the investment purposes of all participating accounts. Cross trades and co-investment transactions include transactions where one Oakhurst Real Estate Fund with excess liquidity that is not earning a satisfactory return makes a loan or provided a line of credit to another Oakhurst Real Estate Fund on a short-term basis, or where two different Oakhurst Real Estate Funds participate in the same investment, in which case each Oakhurst Real Estate Fund may have the same or different payment priority. Additionally, Oakhurst maintains an investment fund through which it acquires investments for future allocation to other Oakhurst Real Estate Funds. That investment fund uses bridge lines of credit from, and pays interest to, other Oakhurst Investment Funds which benefits those funds through the payment of interest on otherwise undeployed funds, all of which is disclosed in the relevant offering documents.

ITEM 12: BROKERAGE PRACTICES

The following discussion summarizes the material aspects of Oakhurst's practices for the recommendation of custodians and the selection of broker dealers to execute client transactions.

A. SELECTION CRITERIA

Oakhurst does not maintain physical custody of clients' assets although we are deemed to have custody of clients' assets. *See* Item 15 (Custody). Client securities and funds must be maintained in an account at a "qualified custodian," generally a broker dealer or bank.

B. BEST EXECUTION

Oakhurst has discretion to place buy and sell orders with or through such brokers or dealers as it deems appropriate. Although Oakhurst will strive to achieve the best execution possible for client securities transactions, this does not require Oakhurst to solicit competitive bids and Oakhurst does not have an obligation to seek the

lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Oakhurst will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client transactions. Oakhurst is not required to negotiate "execution only" commission rates, thus the client would be deemed to be paying for, research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate. Oakhurst will periodically (and no less often than annually) evaluate the trading process and broker/custodians utilized.

C. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Oakhurst's policy prohibits principal transactions or agency cross transactions on behalf of clients, unless approved by Oakhurst's Chief Compliance Officer, appropriate limited partner advisory committees, to the extent required, or an appointed independent fiduciary. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any client. Agency cross transactions occur where a person with Oakhurst has discretion to place buy and sell orders with or through such brokers or dealers as it deems appropriate. Although Oakhurst will strive to achieve the best execution possible for client securities transactions, this does not require Oakhurst to solicit competitive bids and Oakhurst does not have an obligation to seek the lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Oakhurst will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client transactions. Oakhurst is not required to negotiate "execution only" commission rates, thus the client would be deemed to be paying for, research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate. Oakhurst will periodically (and no less often than annually) evaluate the trading process and broker/custodians utilized.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Oakhurst currently has no soft dollar arrangements in place.

Our clients do no direct brokerage.

As all of our clients are private investment funds that we manage, we select all broker-dealers for our clients.

D. TRADE AGGREGATION AND ALLOCATION

Oakhurst performs investment management services for various clients, some of which have similar investment objectives. In such cases, Oakhurst would aggregate sale and purchase orders with other clients, including proprietary (employee) accounts that have similar orders being made at the same time, if in Oakhurst's judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. These

benefits can include better transaction prices and lower trade execution costs. Oakhurst can (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Oakhurst's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account on any given day. If these orders cannot be fully executed under prevailing market conditions, Oakhurst will allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, clients' investment objectives, and liquidity of the security.

ITEM 13: REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

Oakhurst investment strategies are reviewed by one or more of the General Partner, portfolio manager and senior management of each Oakhurst Fund on a periodic basis, which at a minimum occurs quarterly.

B. REGULAR REPORTS

Custodian account statements are generated no less than quarterly and are sent directly from the account custodian. The account statement lists the account positions, activity in the account over the covered period, and other related information, including all additions and withdraws from the account. Clients also receive confirmations following each account transaction unless confirmations have been waived. These reports are provided in written form.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. COMPENSATION FOR CLIENT REFERRALS

Certain Oakhurst IARs, have outside business activities with unaffiliated registered investment advisers, unaffiliated registered broker dealers, and other firms. Consequently, these activities create potential conflicts of interest. See Item 10 (Other Financial Industry Activities and Affiliations) and respective Oakhurst IAR's Form ADV Part 2B (Supplemental Brochure).

B. OTHER COMPENSATION

Certain Oakhurst IARs, have outside business activities with unaffiliated registered investment advisers, unaffiliated registered broker dealers, and other firms. Consequently, these activities create potential conflicts of

interest. See Item 10 (Other Financial Industry Activities and Affiliations) and respective Oakhurst IAR's Form ADV Part 2B (Supplemental Brochure).

ITEM 15: CUSTODY

Pursuant to Rule 206(4)-2 of the Advisers Act, Oakhurst is deemed to have custody of client funds, because we have the authority to access clients' funds and deduct fees and expenses from clients' accounts. In order to comply with Rule 206(4)-2, we utilize the services of qualified custodians (as defined under Rule 206(4)-2) to hold all non-real property related assets of our clients. We also ensure that each qualified custodian maintains these funds in accounts that contain only clients' funds and securities. In accordance with Rule 206(4)-2, we also (1) engage an outside auditor to audit our clients at the end of each client's fiscal year and (2) report the results of the audit through the distribution of audited financial statements that are prepared in accordance with generally accepted accounting principles to all investors in our clients within 120 days after the end of each client's fiscal year or within 180 days after the end of each client's fiscal year in the case of fund-of-fund structures as defined by the SEC.

ITEM 16: INVESTMENT DISCRETION

A. DISCRETIONARY AUTHORITY; LIMITATIONS

Oakhurst has discretionary authority with Oakhurst Real Estate Funds to buy and sell investments on behalf of the Oakhurst Real Estate Funds and to determine the amount of such investments to be bought and sold. Despite this broad authority, we adhere to the investment strategy and program set forth in each of our clients' private placement memoranda and governing documents, as applicable.

B. LIMITED POWER OF ATTORNEY

Investors in Oakhurst Real Estate Funds authorize Oakhurst to exercise full discretionary authority with respect to all investment transactions of the Oakhurst Real Estate Fund upon execution of the limited partnership agreement for the Oakhurst Real Estate Fund. Among other things, the limited partnership agreement designates Oakhurst, or one of its affiliates, as the client's attorney-in-fact with discretionary authority to conduct investment transactions, including, but not limited to, giving instructions to third parties in furtherance of such authority.

ITEM 17: VOTING CLIENT SECURITIES

The fundamental guidelines followed by Oakhurst in voting proxies and exercising other voting rights on behalf of the Oakhurst Fund is to make every effort to ensure that the way shares and interests are voted is in the best

interest of the Oakhurst Fund and the value of the specific investment. Absent special circumstances of the types described below, it is the policy of Oakhurst to exercise its proxy voting discretion and other voting rights in accordance with the guidelines set forth below.

PRIVATE SECURITIES OAKHURST REAL ESTATE FUNDS

Some Oakhurst Real Estate Funds invest in limited partnership and limited liability company investment opportunities that are sponsored by third parties. The agreements governing those investment vehicles typically include voting rights with respect to the investment interest acquired by the particular Oakhurst Real Estate Fund. In connection with exercising voting rights held by Oakhurst Real Estate Funds, it is the policy of Oakhurst to vote in the best interest of the Oakhurst Real Estate Fund and the value of the specific investment. Any changes to Oakhurst voting guidelines referred to above must be pre-approved in writing by Oakhurst's CCO. A copy of Oakhurst's proxy voting policies and procedures is available to investors upon request.

ITEM 18: FINANCIAL INFORMATION

Oakhurst does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. Oakhurst does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding.
