

Form ADV Part 2A: Firm Brochure

Item 1 Cover Page



January 1, 2023

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CRD: 158137

This Brochure provides information about the qualifications and business practices of Beacon Capital Partners, LLC. If you have any questions about the contents of this Brochure, please contact Doug Cornelius, Chief Compliance Officer at 617-457-0400 or dcornelius@beaconcapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as an investment adviser does not imply any level of skill or training. Additional information about Beacon Capital Partners, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

The following are the material changes from the Form ADV Part 2A dated January 1, 2022.

1. The Assets Under Management described in Section 4.E.
2. Beacon Capital Strategic Partners VI (“Fund VI”) is near the end of its partnership term and we are liquidating its few remaining assets and returning capital to investors.
3. As we achieve our business plans for the assets owned in Beacon Capital Strategic Partners VII (“Fund VII”) we are strategically selling assets and returning capital to investors.
4. Beacon Capital Strategic Partners 8 (“Fund 8”) has stopped allocating capital to new investments.
5. Beacon Capital Strategic Partner 9 (“Fund 9”) had its first closing in 2022.
6. Beacon Capital has continued to invest with strategic joint ventures in real estate investments that are outside of the investment criteria of Fund 8 and Fund 9.
7. Alan Leventhal was appointed as the US Ambassador to Denmark in the second quarter of 2022. In connection with this appointment, he was required to resign from management roles at Beacon Capital. During the nomination process, we obtained consent from the investors/partners for Mr. Leventhal to leave management and to appoint a board of managers in connection with his departure. Mr. Leventhal has retained his ownership interest.

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Item 4 Advisory Business

A. Description of Firm and Principal Owner

Beacon Capital Partners, LLC (“Beacon Capital”) was founded in 1998 to sponsor and manage private, closed-end, commingled real estate investment funds. Beacon Capital is headquartered in Boston, with offices in Chicago, Denver, Los Angeles, New York, San Francisco, Seattle, and Washington D.C./Northern Virginia.

Prior to forming Beacon Capital, Alan Leventhal, and nine other members of Beacon Capital’s original management team served as officers of Beacon Properties Corporation, a publicly traded, national office property company that completed its IPO in 1994. Beacon Properties Corporation merged with Equity Office Properties Trust in December 1997.

Since 1998, Beacon Capital has raised ten private, closed-end, commingled investment funds. We have raised more than \$19 billion of equity across these funds, co-investments and joint ventures.

The direct owner of Beacon Capital is Beacon Capital Partners Owner, LLC. It provides a participation interest to senior executives of Beacon and is principally owned by senior executives of Beacon Capital and The Pine Trust, an estate planning vehicle of Alan M. Leventhal and his family,

B. Types of Advisory Services Offered

Beacon Capital has affiliated entities that serve as the general partner of Fund VI, Fund VII, Fund 8, and Fund 9 (the “Beacon Funds”). For more information on the Beacon Funds see Item 7 below.

The Beacon Funds invest in commercial real estate and related assets, with a focus on value-added investments in office properties and select life science properties in its target markets. The form of investment may include equity or debt interests.

For investments that fall outside the investment parameters of the Beacon Funds, Beacon Capital has entered into other investment platforms and investment partnerships (“Beacon JVs”).

The Beacon Funds and the Beacon JVs are collectively referred to as the “Beacon Platforms.”

C. Tailoring Advisory Services to Individual Needs

Beacon Capital tailors its advisory services to the individual needs of the Beacon Platforms in accordance with their investment objectives and restrictions in their limited partnership

agreement or other constituent documents (for each Beacon Platform, collectively its “Platform Agreements”).

D. Wrap Fee Program

Beacon Capital does not participate in wrap fee programs.

E. Assets Under Management

As of December 31, 2022, Beacon Capital managed \$ 2.3 billion on a discretionary basis, based on the definition of Regulatory Assets Under Management.

As of December 31, 2022, the gross value of the real estate assets managed by Beacon Capital in the Beacon Platforms, including debt, co-investments and joint venture interests, and uncalled capital was \$14.9 billion.

Item 5 Fees and Compensation

A. How Beacon Capital is Compensated for its Advisory Services

Each Beacon Fund pays to Beacon Capital or an affiliate of Beacon Capital an annual management fee or special distribution (the “Management Fee”) payable in quarterly installments.

During a Beacon Fund’s commitment period, the Management Fee payable by a Beacon Fund in respect of each investor will equal the product of a stated percentage applicable to that investor multiplied by its total commitment to the applicable Beacon Fund. Following the commitment period, the Management Fee payable by the Beacon Fund in respect of an investor will equal the product of the stated percentage for that investor multiplied by that investor’s share of the costs of assets held by the Beacon Fund on the payment date (reduced by any write-downs or write-offs for such assets).

As described in Item 6 below, the general partner of each Beacon Fund is entitled to incentive payments in certain circumstances.

In certain circumstances, Beacon Capital is entitled to a portion of certain savings from negotiated property management agreements, with the remainder of the savings accruing to the applicable Beacon Fund.

For Fund VII, Fund 8, and Fund 9, Beacon Capital is entitled to a fee for leasing services in certain circumstances as described in the Private Placement Memorandum and limited partnership agreement for each fund.

In certain circumstances, Beacon Capital is entitled to a reimbursement of costs for Beacon’s construction personnel or a fee for development, as described in Platform Agreements.

Beacon Capital is entitled to reimbursement of costs for Beacon personnel in charge of certain tenant amenity programs.

For Beacon JVs Beacon Capital is entitled to a various fees negotiated with the institutional partners.

B. Deduction of Fees from Invested Assets

Beacon Capital’s compensation may be deducted from the cash accounts or distributions of the Beacon Platforms, paid from investment income, borrowings or capital contributions of investors. Each Beacon Platform may elect the method to pay Beacon Capital’s compensation.

C. Other Types of Fees and Expenses

Each Beacon Fund pays the offering and organizational expenses incurred in the formation of the fund and the related entities up to a certain maximum limit detailed in each Beacon Fund's Fund Agreement. Any Placement agent fees are borne by the Beacon Funds, but result in a corresponding reduction in the Management Fee that would be paid to Beacon Capital.

Each Beacon Platform generally pays all expenses related to its activities (other than Beacon Capital's general overhead expenses), including but not limited to, (i) fees, travel, diligence and other out-of-pocket expenses directly related to the investigation of investment opportunities (whether or not consummated), or the acquisition, ownership, management, development, redevelopment, leasing, financing, refinancing, hedging or sale of investments, (ii) all expenses incurred in connection with meetings with investors or tenants, (iii) all fees and expenses of any third party legal, accounting, bookkeeping, audit, custody, tax or reporting services, including any third party fund administrator (iv) all expenses associated with the preparation and distribution of reports, tax filings and other materials for distribution to investors (v) all taxes, fees and other governmental charges relating to the activities of the Beacon Platform, its subsidiaries, any investment or any proposed investment, (vi) all fees and expenses of any audit or other governmental proceeding relating to the activities of the Beacon Platform, any subsidiary, any investment or any proposed investment, (vii) reimbursement of Beacon for the use of aircraft owned by Beacon at the equivalent cost of a first-class airline ticket, (viii) reimbursement for construction professional employed by Beacon (ix) all interest, fees and expenses relating to any credit facility or other borrowings by the Beacon Platform or any subsidiary, (x) all insurance costs and premiums, including directors and officers liability insurance, (xi) civic contributions related to the properties, (xii) information technology costs related to leasing and property operations, (xiii) all costs associated with marketing the assets for sale or lease, (xiv) expenses of any independent appraiser or other out-of-pocket expenses related to the valuations of assets, and (xv) expenses related to the formation, operation or maintenance of any subsidiary. Beacon employees may earn airline miles, hotel points or other affinity program benefits in connection with travel to the assets to be acquired and or managed by Beacon.

In certain circumstances Beacon is entitled to the reimbursement of Beacon employee costs associated with tenant amenity services, development, redevelopment and tenant turn-key projects at properties owned by the Beacon Platforms.

Beacon is entitled to a development fee from Fund 9 for projects that are development or have significant redevelopment.

Other expenses may be charged to a Beacon Platform in accordance with the agreements for each Beacon Platform.

D. Payment of Fees in Advance

The Fund Agreements provide that the Management Fee will be paid quarterly in advance. If a payment period ends prior to a quarter-end, then payment for such quarter will be pro-rated based on the number of days in such quarter for which a payment is due.

The agreements for Beacon JVs generally provide that the Management Fee will be paid quarterly in arrears.

E. Compensation for Sales of Securities

Beacon Capital and its supervised persons are not compensated for the sale of securities or other investment products.

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

An affiliate of Beacon Capital is the general partner or a managing member of each Beacon Platform and is entitled to an incentive distribution to the extent returns to the investors exceed certain thresholds. The calculations for these incentive distributions are detailed in the agreements for each Beacon Platform. Differences in the calculation of incentive distributions for different Beacon Platforms could create incentives to favor one over another. All investments that meet the geographic criteria for a Beacon Fund are first presented as a potential investment for the Beacon Fund before being made available to other Beacon Platforms. Potential conflicts are generally mitigated by restrictions based on asset type, restrictions on geography, and a restriction in forming a new Beacon Fund that would compete with a prior Beacon Fund for comparable investments until the prior Beacon Fund is substantially invested or committed for investment.

Performance based fee arrangements may create an incentive for Beacon Capital to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Item 7 Types of Clients

Beacon Capital provides investment management services to the Beacon Platforms. The Beacon Platforms are not open for purchase by the public and are intended for investment only by accredited investors.

Beacon Capital Strategic Partners VI, L.P. (together with its related parallel funds) had its final closing for the investment in its limited partnership interests in January 2010, and made its first strategic investment in August 2010.

Beacon Capital Strategic Partners VII, L.P. (together with its related parallel funds) had its first closing in July 2014, made its first strategic investment in November 2014, and had its final closing in October 2015.

Beacon Capital Strategic Partners 8, L.P. (together with its related parallel funds) had its first closing in November 2017, made its first strategic investment in April 2018 and had its final closing in December 2018. Fund 8 followed an investment style similar to that of Fund VI and Fund VII.

Beacon Capital Strategic Partners 9, L.P. (together with its related parallel fund) had its first closing in October 2022 and made its first strategic investment in December 2022. Fund 9 follows an investment style similar to that of Fund VI, Fund VII, and Fund 8.

Each Beacon Fund is comprised of multiple parallel funds, which generally invest in assets alongside each other, subject to any specific tax, regulatory or other issues relevant to each parallel fund. References in this Brochure to each Beacon Fund include its related parallel funds.

The Beacon Funds may offer co-investment opportunities to investors in the Beacon Fund or third parties for investments. Fund VII, Fund 8, and Fund 9 provide priority co-investment rights to investors in the applicable fund that meet certain criteria.

Interests in the Beacon Funds are not registered under the 1933 Securities Act or any state's securities law, and the Beacon Funds are not registered under the Investment Company Act of 1940. Accordingly, interests or shares in the Beacon Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, including those set forth in Rule 501(a) of Regulation D under the 1933 Securities Act.

Investors will also be required to make certain representations when investing in a Beacon Fund, including, but not limited to that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and that (iii) they have the ability to bear the economic risk of an investment in a Beacon Fund. Potential investors in a Beacon

Fund receive a detailed private placement memorandum that describes the terms of the fund and risk factors associated with an investment in a Beacon Fund. Potential investors are expected to review that private placement memorandum in deciding whether to invest.

The Beacon Funds may enter into separate agreements, commonly referred to as “side letters,” or other similar agreements with a particular investor in connection with its admission to one of the Beacon Funds, without the approval of any other investor. This could have the effect of establishing rights under or supplementing the terms of the applicable Beacon Fund’s partnership agreement with respect to such investor, in a manner more favorable than to other investors.

Interests in a Beacon Fund and subscriptions for interests in a Beacon Fund may generally not be transferred, pledged or otherwise encumbered without the prior written consent of the general partner, in its sole discretion. There is no market for interests in the Beacon Funds and none is expected to develop.

An investment in a Beacon Fund is subject to a prescribed minimum investment amount unless otherwise waived by Beacon Capital. This minimum amount is disclosed in the offering documents for the particular Beacon Fund.

In addition to the Beacon Funds, Beacon Capital has entered into the Beacon JVs for investments that fall outside the investment parameters of the Beacon Funds.

In 2016, Beacon Capital entered into a strategic investment platform (“Beacon JV One”) with an institutional investor. The two investors are an institutional investor and an affiliate of Beacon Capital that manages the platform. It is not open to other investors. It invested in real estate investments that did not meet the investment profile for the Beacon Funds. Investments by Beacon JV One were subject to approval by the institutional investor. This JV is no longer making new investments.

In 2018, Beacon Capital entered into a strategic investment platform (“Beacon JV Two”) with an institutional investor as an additional allocation of Beacon JV One. It is not open to other investors. The two investors are an institutional investor and an affiliate of Beacon Capital. It is not open to other investors. It invested in real estate investments that did not meet the investment profile for the Beacon Funds. Investments by Beacon JV Two were subject to approval by the institutional investor.

In 2022, Beacon Capital entered into a strategic investment partnership (“Beacon JV Three”) with an institutional investor as an additional allocation of Beacon JV One and Beacon JV Two. It is not open to other investors. The two investors are an institutional investor and an affiliate of Beacon Capital. It is not open to other investors. It invests in real estate investments that do not meet the investment profile for the Beacon Funds. Investments by Beacon JV Three are subject to approval by the institutional investor.

In 2019, Beacon Capital entered into a strategic investment partnership (“Beacon JV Four”) to invest in a portfolio of real estate assets that fall outside the investment strategy of the Beacon Funds. Beacon JV Four has added investments from time to time. The investors are two institutional investors and affiliates of Beacon Capital. It is not open to other investors. Any new investments by Beacon JV Four would be subject to approval by the institutional investors.

In 2017, Beacon Capital entered into a strategic investment partnership (“Beacon JV Five”) with two institutional investors to invest in two real estate assets. Beacon JV Five is managed by Beacon Capital. It is not open to other investors. It owns two real estate assets.

In 2018, Beacon Capital entered into a strategic investment partnership (“Beacon JV Six”) with two institutional investors to invest in a specific real estate asset. Beacon JV Six is managed by Beacon Capital. It is not open to other investors. It owns one real estate asset.

In 2017, Beacon Capital entered into a strategic investment partnership (“Beacon JV Seven”) with two institutional investors to purchase a minority interest in a specific asset and they increased their ownership to a majority control of the asset in 2019. It is not open to other investors. It owns one real estate asset.

In 2020, Beacon Capital entered into a strategic investment partnership (“Beacon JV Eight”) with an institutional investor to purchase an interest in specific real estate asset. The other interest holder also entered into an agreement with Beacon Capital to manage the asset. It is not open to other investors. It owns one real estate asset.

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

A. Investment Strategies

Beacon Capital advises the Beacon Funds with a focus on value-added investments in office properties and select life sciences properties primarily in target markets, which currently include Austin, Boston, Chicago, Denver, Los Angeles, New York, San Francisco, Seattle, and Washington, D.C./Northern Virginia. Beacon Capital's investment team is responsible for evaluating real estate investments for the Beacon Platforms.

Beacon Capital advises Beacon JV One which had a broader investment mandate than the Beacon Funds. Investments by the Beacon JV One were subject to approval by the investor. Beacon JV One has invested its available capital and is not making new investments.

Beacon Capital advises Beacon JV Two which had a broader investment mandate. Investments by the Beacon JV Two were subject to approval by the investor. Beacon JV Two has invested its available capital and is not making new investments.

Beacon Capital advises Beacon JV Three which has a broader investment mandate. It invests in properties that are outside the investment criteria of the Beacon Funds and in additional markets outside the target markets of the Beacon Funds. Investments by the Beacon JV Three are subject to approval by the investor.

The other Beacon JVs do not have mandates for future investments.

B. Methods of Analysis

When selecting investments for the Beacon Funds, Beacon Capital focuses on the following key criteria:

- **High Quality, Unique Assets:** unique assets tend to maintain their value in difficult times and garner premiums in times of strong fundamentals
- **Discount to Replacement Cost:** acquiring assets at a discount to replacement cost increases return potential in supply-constrained markets
- **Opportunities for Adding Value:**
 - Repositioning and strategic capital improvements to enhance or reinforce the property's desirability to tenants within the market
 - Active leasing of vacant and rollover space to credit-worthy tenants at favorable rental rates and terms

- Operating and capital improvements that reduce operating costs and increase efficiency
- Development and redevelopment when appropriate, depending on market conditions
- Transaction sourcing and structuring utilizing Beacon Capital's relationships and experience to create efficient legal, tax, and ownership structures
- **Prudent Financing:** use of moderate leverage
- **Consideration of Exit:** continuous reassessment of timing for investment realization based on asset performance, economic and local market conditions, and the strength of prospective buyer demand

Beacon JV Three focuses on investments based on criteria detailed in its Platform Agreement.

C. Material Risks

Investing in securities involves risk of loss that clients should be prepared to bear. The material risks to an investor in a Beacon Fund are detailed in the private placement memorandum delivered to each investor. These risks include, but are not limited to:

Real Estate Is Illiquid, and Revenue and Value Are Dependent on Conditions Beyond the Beacon Funds' Control. Each Beacon Fund invests in assets that may be subject to varying degrees of risk generally incident to the ownership of real property. Real estate investments are relatively illiquid. Consequently, the ability of a Beacon Fund to vary its investments in response to changes in economic and other conditions will be limited.

The underlying value of assets and a Beacon Fund's income are dependent not only upon its ability to operate the assets in a manner sufficient to maintain or increase revenues in excess of operating expenses and debt service but also upon factors beyond the control of Beacon Capital including without limitation: (i) adverse changes in national or local economic conditions; (ii) competition from other properties offering the same or similar services; (iii) changes in interest rates and in the availability, cost and terms of mortgage funds; (iv) the impact of present or future environmental legislation and compliance with environmental laws or of environmental remediation; (v) the ongoing need for capital improvements (particularly in older structures); (vi) changes in real estate tax rates and other operating expenses; (vii) adverse changes in governmental rules and fiscal policies; (viii) civil unrest; (ix) act of God, including, without limitation, earthquakes, hurricanes and other natural disasters (which may result in uninsured losses); (x) acts of war or terrorism (which may result in uninsured losses); and (ix) adverse changes in zoning laws.

Leverage. Each Beacon Fund will typically use leverage in its investments. While such leveraging will increase the funds available for investment, it also increases exposure to risk that could exacerbate losses.

Interest Rate Derivates. Each Beacon Fund may enter into derivative contracts to manage its exposure to interest rate risk. Such derivatives may expose a Beacon Fund to additional risks and additional costs, such as transaction fees or breakage costs related to hedging agreements.

Risks Related to Debt Investments. The Beacon Funds may invest in mortgage loans, mezzanine debt or other indebtedness secured by real property. Such debt investments are subject to, among other risks, (i) the risk of borrower default, (ii) the risks attendant to foreclosure, (iii) the risk of delays and expenses due to interposed defenses or counterclaims, and the possibility that a foreclosure sale may be challenged as a fraudulent conveyance, regardless of the parties' intent, and (iv) the risk that the Beacon Fund may be limited in its ability to collect certain amounts due it from a borrower that is a debtor in a bankruptcy case.

Risks Involved in Acquisitions through Joint Ventures. Instead of purchasing properties directly, a Beacon Fund may invest as a partner or a co-venturer. Partnership or joint venture investments may, under certain circumstances, involve risks not otherwise present, including the possibility that the Beacon Fund's partner or co-venturer might at any time have economic or other business interests or goals that are inconsistent with the business interests or goals of the Beacon Fund, and that such partner or co-venturer may be in a position to take actions contrary to the instructions or the requests of the Beacon Fund or contrary to the Beacon Fund's policies or objectives or may be unwilling to meet their commitments.

Environmental Risks. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up any hazardous or toxic substances or petroleum product releases at such property and may be liable to a governmental entity or to third parties for property damage and for investigation and clean up costs incurred by such parties in connection with the contamination. Such laws typically impose clean up responsibility and liability without regard to whether the owner knew of or caused the presence of the contaminants, and the liability under such laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of responsibility.

Risks Involved in Development Projects. A Beacon Fund may invest in development projects. To the extent that a Beacon Fund invests in such development activities, it will be subject to the risks normally associated with such activities, including, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of the

Beacon Fund, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms.

Management and Resources. The officers and employees of Beacon Capital will devote such time as Beacon Capital, in its sole discretion, deems necessary to carry out the Beacon Fund's operations. However, no officer or employee of Beacon Capital will be required to devote full time to a Beacon Fund's business. Conflicts of interest may exist in the allocation of resources between the Beacon Funds and other related or unrelated activities, including allocation of the time of Beacon Capital's officers and employees.

Dependence on Key Personnel. Beacon Capital's ability to successfully manage the Beacon Funds will depend to a significant extent upon the experience of members of senior management of Beacon Capital whose continued service is not guaranteed.

Pandemic and Wide-Spread Health Risks. Beacon Capital and the Beacon Platforms are subject to disruption in operations by pandemics and other widespread health risks. Beacon Capital's employees may need to work remotely in response to a health crisis or may be unable to work during a health crisis. The buildings owned by the Beacon Platforms may be closed or subject to limited operations by government order which may unexpectedly reduce income produced by the buildings and reduce the value of the investment. Leasing activity could be limited during a health crisis which would negatively affect the value of the Beacon Platform's investments.

Financial Institution Risk; Distress Events. An investment in a Beacon Platform is subject to the risk that one of the Beacon Platform's banks, brokers, hedging counterparties, lenders or custodians of some or all of the Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank, Signature Bank, and Credit Suisse in March 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, Beacon Capital and the Beacon Platforms may not be able to access deposits, draw on letters of credit, use borrowing facilities, access its subscription credit facility, or use other services for an extended period of time or ever. If the Financial Institution has custody of a Beacon Platform's assets and experiences a Distress Event or insolvency, the safekeeping of those assets and the ability to retrieve those assets will be compromised and the Beacon Platform may experience a loss. Any Distress Event has a potentially adverse effect on the ability of Beacon Capital to manage the Beacon Platform which could result in significant losses and unconsummated investment acquisitions and dispositions.

It is likely that, if the banking sector situation continues to deteriorate, the U.S. and/or other global economies would be adversely affected, including the possibility of recession, the duration and severity of which are difficult to predict. Among other things, a

weakening in the macroeconomic situation could make it more difficult for the Beacon Platforms to identify and source investments; finance and consummate investments which are sourced; refinance existing investments; and dispose or otherwise monetize investments at attractive valuations.

The above is only a brief summary of some of the material risks associated with the investment strategies of Beacon Capital. Potential investors in a Beacon Fund are expected to review the private placement memorandum for the fund which details the material risks. Investing in a Beacon Fund involves risk of loss that an investor should be prepared to bear.

Item 9 Disciplinary Information

There is no disciplinary information to report that is applicable to this Item.

Item 10 Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration

Neither Beacon Capital nor any of its management persons are registered or have an application pending to register as a broker-dealer.

B. Commodity Trading

Neither Beacon Capital nor any of its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Other Relationships Material to Our Advisory Business

Neither Beacon Capital nor any of its management persons have a business relationship that is material to Beacon Capital's advisory business or the Beacon Platforms with a related person that is any of the following:

- broker-dealer, municipal securities dealer, or government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- other investment adviser or financial planner
- futures commission merchant, commodity pool operator, or commodity trading advisor
- banking or thrift institution
- accountant or accounting firm
- lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer
- sponsor or syndicator of limited partnerships.

D. Relationships With Other Investment Advisers

Beacon Capital does not recommend or select investment advisors for the Beacon Platforms.

Item 11 Code of Ethics

A. Description of Code of Ethics

Beacon Capital has adopted a Code of Conduct and Ethics pursuant to SEC Rule 206A-1 (the “Code”) which sets forth the high standard of business conduct expected of employees of Beacon Capital. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a restriction on personal security transactions, monitoring of personal securities accounts, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

Investors in a Beacon Fund may request a copy of the Code by contacting Doug Cornelius, Chief Compliance Officer.

B. Sale of Securities in Which Beacon Capital has an Interest

Beacon Capital does not generally recommend that its clients, the Beacon Platforms, invest in securities in which any related person to Beacon Capital has a material financial interest. If such a conflict arises, it is governed by the approval process detailed in the partnership agreement for the Beacon Fund.

C. Co-investment Conflicts

Each Beacon Fund may allow investors in the Beacon Fund or third parties to co-invest in one or more assets along with the Beacon Fund. Beacon Capital and its related persons may also co-invest directly or indirectly with the Beacon Fund or the co-investors. In Fund VII, Fund 8 and Fund 9, Beacon Capital granted priority co-investment rights to certain investors.

D. Recommendations and Sales of Securities

Beacon Capital does not recommend securities or buy or sell securities for its clients at or about the same time that it buys or sells the same securities for its own account.

Item 12 Brokerage Practices

A. Selection of Broker-Dealers

When required to select a broker-dealer for transactions by a Beacon Platform, Beacon Capital will make the selection based on a combination of cost, execution capability, and trading expertise consistent with the transaction. Beacon Capital will endeavor to negotiate a combination of the most favorable commission and the best execution attainable on any such transaction.

B. Aggregation of Transactions for Client Accounts

Beacon Capital does not aggregate the purchase or sale of securities for the Beacon Platforms because the Beacon Platforms do not regularly invest in publicly traded securities.

Item 13 Review of Accounts

A. Periodic Review of Client Accounts

The only accounts under the supervision of Beacon Capital are the accounts of the Beacon Platforms. The investment committee of Beacon Capital generally meets weekly to review the general portfolio composition, investment opportunities and market conditions.

B. Factors that Trigger a Review

The composition of a Beacon Platform's portfolio is generally reviewed quarterly and at the time of a prospective new investment.

C. Reports to Clients Regarding Their Accounts

Beacon Capital delivers a quarterly report to investors in the Beacon Platforms. Investors in a Beacon Platform may request additional information about the investments and portfolio.

Item 14 Client Referrals and Other Compensation

A. Compensation from Non-Clients for Advisory Services

No person who is not a client of Beacon Capital provides an economic benefit to Beacon Capital for providing investment advice or other advisory services to the Beacon Platforms. Beacon Capital may receive other compensation in respect of persons who engage in joint ventures with the Beacon Funds.

B. Compensation for Referrals

Since Beacon Capital only provides investment management to the Beacon Platforms, there are no client referrals.

Beacon Capital has engaged a placement agent to assist with the fundraising for Fund 9. Any placement agent fees are borne by the applicable Beacon Funds, but result in a corresponding reduction in the Management Fee that would be paid to Beacon Capital.

Item 15 Custody

In connection with the management of the Beacon Platforms, Beacon Capital may have or be deemed to have custody of some of the Beacon Funds' assets under SEC Rule 206(4)-2.

Each Beacon Platform is subject to an annual audit and its audited financial statements, prepared in accordance with generally accepted accounting principles, are distributed to all investors within 90 days of the end of its fiscal year. The auditor of each Beacon Platform is an independent public accountant that is registered with and subject to regular inspection by the Public Accounting Oversight Board in accordance with its rules.

To the extent Beacon Capital is deemed to have custody under SEC Rule 206(4)-2 of any Beacon Platforms' assets that are not "privately offered securities" as described in the rule, or are not "private stock certificates" as described in the SEC's Investment Management Guidance Update No. 2013-04, Beacon Capital will arrange for such assets to be held by a "qualified custodian" as defined in the rule.

Item 16 Investment Discretion

Beacon Capital has and accepts the authority to manage the Beacon Funds on a discretionary basis, subject to the investment restrictions, covenants, and other terms set forth in the Fund Agreement of the applicable Beacon Fund.

Investments and dispositions by Beacon JVs are subject to approval of the respective investors.

Item 17 Voting Client Securities

The Beacon Platforms typically do not hold substantial amounts of publicly traded securities. Beacon Capital accepts the authority to vote securities held by the Beacon Platforms and has established a proxy voting policy as required by Rule 206(4)-6. A copy of Beacon Capital's written proxy voting policies and procedures, as well as a record of how Beacon Capital has voted in the past, will be maintained and available for review upon written request.

Item 18 Financial Information

A. Balance Sheet

A registered investment adviser is required in this item to provide certain financial information if it requires prepayment of more than \$1,200 in fees per client, six months or more in advance. Beacon Capital does not require the prepayment of fees six months or more in advance.

B. Financial Condition

Beacon Capital has no financial condition that is likely to impair its ability to meet its contractual commitments to the Beacon Platforms.

C. Bankruptcy

Beacon Capital has not been the subject of a bankruptcy petition at any time during the past ten years.