

The Milestone Real Estate Group, L.P.

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March 30, 2023

This brochure provides information about the qualifications and business practices of The Milestone Real Estate Group, L.P. ("TMREG"). If you have any questions about the contents of this brochure, please contact us at (214) 442-8150. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about The Milestone Real Estate Group, L.P. is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration as an investment adviser does not imply a certain level of skill or training.

Item 2: Material Changes

TMREG is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”).

TMREG will amend its Brochure at least annually. Upon making material changes to the Brochure, TMREG will identify and discuss those changes as compared to the previous version of the Brochure. The Brochure was last updated on March 28, 2022 and this annual amendment updates the description of the business practices of TMREG and its affiliates.

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Item 4: Advisory Business

Description of Advisory Business

Established in 2004, TMREG is a real estate investment management firm. Affiliates of TMREG act as the general partners of limited partnerships that are pooled investment vehicles, and managers of limited liability companies (collectively, the “Funds”). The purpose of the Funds is to invest in, manage and operate multifamily real estate properties and assets in the United States. TMREG and its affiliates provide discretionary investment advisory services to the Funds and certain co-investment vehicles.

Principal Owners

TMREG is owned by Jeffrey L. Goldberg, an entity controlled by Robert P. Landin and The Milestone Group, LLC, a Texas limited liability company (“Milestone”). Milestone is a real estate investment and management firm owned by its Managing Partners, Jeffrey L. Goldberg and an entity controlled by Robert P. Landin.

Types of Advisory Services

TMREG provides investment management services to the Funds regarding the Funds’ investments in multifamily real estate assets. TMREG has broad discretion in making investments for the Funds.

All investors should refer to the relevant Fund private placement memorandum or other offering documents and limited partnership or other operating agreements of the Funds (collectively, the “Governing Documents”) in conjunction with this brochure for complete information on investment objectives, fees, strategies and restrictions. There is no assurance that the Funds will meet their performance objectives.

TMREG does not tailor its advisory services to the individual needs of Fund investors, and such investors cannot impose restrictions on TMREG’s ability to invest in certain types of investments, except as may be set forth in the Governing Documents of the Funds.

The Funds offer interests only to certain qualified investors and admission to the Funds is only via a “private offering” (i.e. is not open to the general public). Fund interests are sold only to qualified investors who are “accredited investors” under Rule 501 of Regulation D of the Securities Act of 1933, as amended, “qualified purchasers” as such term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended, and “qualified clients” as such term is defined in the Investment Advisers Act of 1940, as amended.

Each Fund is exempt from registration as an investment company under the Investment Company Act of 1940, as amended, pursuant to Section 3(c)(7).

Assets Under Management

As of March 30, 2023, TMREG managed \$2,176,950,213 of regulatory assets on a discretionary basis and \$0 of regulatory assets on a non-discretionary basis.

Item 5: Fees and Compensation

The Funds

TMREG is generally entitled to an annual management fee with respect to each Fund, paid quarterly in advance, calculated as follows: until the expiration of the respective Fund's investment period or such earlier time upon the occurrence of certain events as set forth in the Governing Documents, a management fee based on a percentage of aggregate commitments, and thereafter, a percentage based on aggregate amounts of net equity invested (which generally equals a Fund's aggregate investment contributions plus any amounts borrowed under the relevant Fund's credit facility to fund all or a portion of a portfolio investment), in each case for investments that have not been disposed of or completely written off.

Under the Governing Documents, where the fair market value of an investment exceeds the total amount of investment contributions relating to such investment, post-investment period management fees will not be calculated based upon such appreciated value, and will instead continue to be calculated based on the amount of such investment contributions.

As a result, the amount of management fees generally will not correspond with fluctuations in a Fund's net asset value, including following the investment period, and will not be reduced in connection with any write downs (whether temporary or permanent), except in the case of investments completely written off. Except where the Governing Documents expressly provide to the contrary, management fees will not be reduced (in whole or in part) in the case of partial distributions (e.g., those resulting from a dividend recapitalization) or partial sales of investments.

The Governing Documents set forth the method for calculating the management fees and vary by Fund. The full list of terms under which management fees will be reduced, offset or otherwise be limited, and consequently investors should expect to bear the full specified management fee rate in the Governing Documents until they are reduced in the circumstances and on the date(s) specified therein.

The Funds pay annual asset management fees to TMREG or an affiliate for advisory services. Fees vary by Fund and are paid on the first business day of each quarter.

From time to time, the Funds expect to engage third parties to provide reasonable and customary services provided by brokers or other agents, the costs of which will be borne by the Funds. The Funds are also authorized to engage affiliates of TMREG to provide such services. Services provided by affiliates may include, but are not limited to, property management, construction management and accounting services. To the extent that there are affiliate transactions or fees payable to affiliates of TMREG by a Fund, the applicable Fund will disclose such transactions and

fees to the limited partners in the Fund's annual audited financial statements. As of the date of this Brochure, neither TMREG nor any of its affiliates provides such services or collects such fees.

TMREG neither deducts fees from a Fund's assets nor bills a Fund directly. Fees are payable by the Fund on the terms provided for in the applicable Fund's governing documentation and offering memoranda and are generally drawn-down from the capital commitments of the investors in a Fund.

An affiliate of TMREG may also earn a performance-based fee (for more information on performance-based fees, see Item 6).

Expenses

The Funds will pay organizational and offering expenses, including legal fees, marketing fees and expenses and other out-of-pocket expenses of the general partners, incurred in the formation of the Funds. The Funds will pay expenses incurred in connection with the acquisition, management and disposition of real estate investments, including, but not limited to, legal, accounting and consulting fees, travel, quarterly and annual meetings of the limited partners and other operating and extraordinary expenses of the Funds. The Funds will also bear third-party expenses incurred in connection with transactions not consummated, including transactions for which the Funds sought co-investors that are not consummated and for which such co-investors do not bear any portion of such third-party expenses.

The Funds will pay all fees, costs, expenses, liabilities and obligations relating to the Funds' and/or their subsidiaries' activities, business, subsidiaries or actual or potential portfolio investments (to the extent not borne or reimbursed by a subsidiary or a portfolio investment or potential portfolio investment), including all fees, costs, expenses, liabilities and obligations (referred to collectively in this definition as "costs") relating or attributable to: (i) activities with respect to the origination, identification and sourcing of investment opportunities for a Fund, including meeting with consultants, finders, broker-dealers, investment banks and other sources of investments and developing and maintaining an investment pipeline; (ii) activities with respect to the pursuing, developing structuring, organizing, negotiating, consummating, financing, refinancing, diligencing, acquiring, bidding on, owning, managing, monitoring, operating, holding, hedging, restructuring, leasing, servicing, taking public or private, selling, valuing, winding up, liquidating, dissolving, or otherwise disposing of, as applicable, subsidiaries and actual and potential investments (including follow on investments) and in connection with any REIT subsidiary (including costs attributable to qualifying any REIT subsidiary as a REIT and maintaining such qualification) or in seeking to do any of the foregoing; (iii) indebtedness of, or guarantees made by, the Fund or the General Partner on behalf of the Fund, including interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (iv) financing, commitment, origination and similar activities; (v) broker, dealer, finder, underwriting, loan administration, private placement, sales, investment banker and similar services; (vi) brokerage, sale, custodial, depository, local paying agent, trustee, record keeping, account, registered office and similar services; (vii) reporting, filings and other ongoing compliance requirements contemplated by the Alternative Investment Fund Managers Directive or any similar law, rule or regulation, including secondary legislation, regulations, rules and/or associated guidance, and any related requirements;

(viii) legal, accounting, research, auditing, technology, administration, information, advisory, valuation, real estate title, survey, hedging, consulting, tax and other professional services; (ix) property management, leasing, construction management, development, environmental, brokerage, sales agents and other services; (x) reverse breakup, termination and other similar arrangements; (xi) insurance, including directors and officers liability, fidelity bond, cybersecurity, errors and omissions liability, crime coverage, property and casualty and general partnership liability premiums and other insurance and any consultants or other advisors utilized in the procurement, review, maintenance and analysis of insurance; (xii) filing, title, transfer, survey, registration and other similar activities; (xiii) printing, communications, mailing, courier, marketing and publicity; (xiv) the preparation, distribution or filing of financial statements or other reports, tax returns, tax estimates, Schedule K-1s or similar forms or other communications with partners, any other administrative, compliance or regulatory filings or reports (including Form PF and Bureau of Economic Analysis Reports), or other information, including costs of any third-party service providers and professionals related to the foregoing; (xv) compliance with any tax or financial account reporting regime, including FATCA, the OECD Standard for Automatic Exchange of Financial Account Information – Common Reporting Standard and any similar laws, rules and regulations, including any costs of any third-party service providers and professionals related to the foregoing; (xvi) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative or reporting tools; (xvii) any activities with respect to protecting the confidential or non-public nature of any information or data (including any costs incurred in connection with the EU Data Protection Law or FOIA); (xviii) to the extent provided in the Governing Documents or otherwise approved by the applicable General Partner in its sole discretion, activities or proceedings of the advisory board; (xix) indemnification, except as otherwise set forth in the Governing Documents; (xx) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including the costs of discovery related thereto and any judgment, other award or settlement entered into in connection therewith; (xxi) any annual, periodic or special meeting of the partners and any other conference, meeting or webcast or other video conference with any partner(s) (in each case, including any costs associated with venue, set-up, room and board, dining, entertainment, speaker fees and other meeting or conference-related costs), in each case to the extent incurred by a Fund or the applicable General Partner; (xxii) the management fee; (xxiii) except as otherwise determined by the applicable General Partner in its sole discretion, any cost relating to any alternative investment vehicle or its activities, business, subsidiaries or actual or potential investments that would be a Fund expense if it were incurred in connection with a Fund and any other costs related to any structuring or restructuring of any Fund entity; (xxiv) the termination, liquidation, winding up or dissolution of a Fund and any persons owned directly or indirectly by such Fund (including portfolio investments) and related entities; (xxv) defaults by partners in the payment of any capital contributions; (xxvi) amendments to, and waivers, consents or approvals pursuant to, the constituent documents of a Fund, the applicable General Partner, any entities owned directly or indirectly by a Fund (including portfolio investments) and any alternative investment vehicle, including the preparation, distribution and implementation thereof; (xxvii) (A) compliance with any law, rule, regulation, policy, directive or special measure (including in relation to privacy, data protection, know-your-customer, anti-money laundering, sanctions or anti-terrorism considerations), including any legal, administrator, consulting or other third-party service provider costs related thereto, any regulatory costs of a General Partner or any of its affiliates incurred in connection with the operation of a Fund and any costs related to

compliance with any environmental, social or governance or other investment considerations and policies applicable to a Fund, such General Partner and/or any of their respective affiliates and/or (B) the validation or other confirmation of any payments made to a Fund or the applicable General Partner (including as a result of any anti-money laundering laws, rules or regulations); (xxviii) any litigation or governmental inquiry, investigation or proceeding, including any costs of discovery related thereto and the amount of any judgments, settlements or fines paid in connection therewith, except to the extent such costs or amounts have been determined to be excluded from the indemnification provided for in the Governing Documents; (xxix) any consultants, experts or advisors engaged, including independent appraisers engaged in connection with a Fund considering, making, holding or disposing of, directly or indirectly, an investment in the same person as one or more investment vehicles (other than the Fund) managed or controlled by the applicable General Partner or any of its affiliates; (xxx) unreimbursed costs incurred in connection with any transfer or proposed transfer or any Limited Partner's name change, internal restructuring or change in trust, registered agent or custodian; (xxxi) any taxes, fees and other governmental charges levied against or otherwise borne by a Fund and all costs incurred in connection with any tax audit, inquiry, investigation settlement or review of a Fund or an intermediate entity and any costs of or related to the "partnership representative" of a Fund; (xxxii) distributions to the partners and other costs associated with the acquisition, holding and disposition of investments, including extraordinary expenses; (xxxiii) compliance or regulatory matters, except as otherwise set forth in the Governing Documents, including compliance with the Governing Documents and/or any side letter or similar agreement (including any "most favored nations" process); (xxxiv) any travel (including, where appropriate as determined by the applicable General Partner, the cost of using private aircraft or other private air travel (including the use of a private aircraft owned, partially owned or leased by TMREG, any of its affiliates or any of their respective owners, members, managers, shareholders, partners, directors, officers, employees, agents, advisors, assigns, representatives or affiliates) at a cost up to the cost of first class commercial airfare, other air travel, car or ride sharing services, other modes of transportation, meals, lodging and entertainment) and other meals and entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities; (xxxv) all costs and expenses associated with operating a Feeder Fund which invests all or substantially all of its assets in a Fund to the extent not paid by investors in such Feeder Fund, including all expenses associated with its formation, management, operation, winding-up, liquidation and dissolution and with preparing and distributing such Feeder Fund's financial statements, tax returns and Feeder Fund limited partner reports, but not including any income based or similar taxes, fees or other governmental charges levied against such Feeder Fund; (xxxvi) any of the items listed in clauses (i) - (xxxv) above relating to any investment, restructuring, taking public or private, disposition, transaction, project or other opportunity not consummated or otherwise not successful and/or that may have been offered to co-investors or joint venture partners (including co-investors' or joint venture partners' proportionate share of any expenses related to an investment or other opportunity not consummated); (xxxvii) any organizational expenses; (xxxviii) any placement fees; and (xxxix) any other costs approved by a Fund's advisory board.

TMREG reserves the right from time to time to enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees payable to any such placement agents generally will be borne by TMREG indirectly through an offset against the management fee of the relevant Fund under such

Fund's Governing Documents, although related expenses incurred pursuant to the relevant placement agent or similar agreement, including, but not limited to, placement agent travel, meal and entertainment expenses, typically are borne by the relevant Fund(s). The placement fee will be in an amount equal to a percentage of each relevant limited partner's commitment to the Funds.

For more detailed information and a complete description regarding each Fund's fees and expenses refer to the applicable Fund's Governing Documents.

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

As mentioned in Item 5 above, TMREG or an affiliate may receive performance-based compensation from the Funds. It should be noted that the possibility of TMREG or an affiliate receiving performance-based compensation creates a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than it would in the absence of such performance-based compensation. However, TMREG generally considers performance-based compensation to better align its interests with those of its investors, particularly in instances where the Governing Documents include terms requiring clawback or giveback of performance-based compensation amounts at the end of the relevant Fund's life or at certain interim intervals.

TMREG recognizes that it is a fiduciary and as such must act in the best interests of the Funds and their investors. Further, TMREG recognizes that it must treat all Funds and their respective investors fairly and must refrain from favoring one client's interests over another's.

Potential investors are encouraged to carefully review the Funds' offering memoranda for a detailed discussion of how the performance-based compensation is calculated and the risks associated with such performance-based compensation prior to making an investment.

Item 7: Types of Clients

TMREG provides discretionary investment advice to pooled investment vehicles operating as private investment funds. Each investor in the Funds must meet the eligibility requirements discussed in Item 4 above.

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

Investment Strategies – The Funds

Generally, the investment objectives of the Funds are to (i) acquire, redevelop and/or reposition multifamily real estate assets in primary and secondary markets in the United States; (ii) maximize operating cash flow; (iii) preserve, protect and return investor's capital; and (iv) generate capital appreciation. TMREG seeks to create diversified, multi-asset portfolios of multifamily investments. TMREG believes multi-asset portfolios will provide the Funds diversification with respect to geographic locations, economic drivers and market dynamics, while limiting the potential negative impact to the Funds from any single property.

TMREG or its affiliates may, for strategic, diversification or other reasons, make available co-investment opportunities to one or more limited partners in their individual capacities or other strategic investors. It is expected that an affiliate of Milestone will be the operating partner for any co-investment opportunity.

In its targeted markets, TMREG seeks assets where it can create value and enhance investor returns. TMREG will target assets that include:

- Properties held by motivated sellers facing balance sheet and liquidity challenges;
- Underperforming loans and real estate owned by lenders and servicers;
- Properties that could benefit from capital upgrade programs;
- Failed condominiums projects that can be repositioned as rental properties; and
- Properties with undermanaged operations or failed business plan executions where the opportunity exists to improve performance.

TMREG intends to use Milestone's nationwide relationships and experience in identifying and acquiring multifamily assets where Milestone can create value and maximize asset performance. TMREG believes that Milestone's asset and property management experience permits it to improve the performance of multifamily properties once acquired.

While exact terms vary by Fund, TMREG seeks to structure its investment strategies to align investor and sponsor interests, mitigate downside, and create diversification. Investors should refer to offering documents for a more complete description of a Fund's strategy, terms, considerations and restrictions.

TMREG does not expect to have multiple funds employing the same investment strategy with overlapping investment periods.

Methods of Analysis

TMREG utilizes a research-driven investment process which it believes enables it to identify and select attractive multifamily investments. This investment process utilizes Milestone's fully integrated platform at every stage. The process includes the following:

- 1 Deal Sourcing - TMREG intends to utilize its management team to determine, through its research-driven strategies, target markets and investments, and then proactively seek out opportunities which meet these objectives. TMREG leverages Milestone's relationship network and market intelligence, which have produced a steady pipeline of multifamily investment opportunities. Changing market fundamentals nationwide are continuously evaluated in order to focus on investments located in the strongest targeted multifamily markets positioned for growth. To augment these research strategies, in-house proprietary research capabilities coupled with third party research sources are utilized.

TMREG relies on its extensive relationships to gain exposure to a large number of transaction opportunities which fit its investment parameters. Typically, TMREG and its affiliates have accessed opportunities for the Funds in the following ways:

- through its asset and property management relationships;
 - through its regional offices and national presence;
 - through institutional owners and their advisors;
 - through local real estate professionals; and
 - through the traditional brokerage community.
- 2 Preliminary Due Diligence - The acquisition team subjects potential transactions to rigorous due diligence and analysis. Team members analyze rent rolls and operating statements, inspect the property, review in-house and independent third-party market research, review comparable transactions and develop models and sensitivity analyses. During the preliminary due diligence process, current property performance is analyzed and an acquisition's potential risks and opportunities are identified and assessed. The underwriting and deal structuring process evaluates potential investments based upon their fundamental merits and potential risks, utilizing both qualitative and quantitative analysis.
 - 3 Preliminary Investment Committee Approval - A preliminary Investment Committee memorandum is prepared, and Investment Committee members then review the opportunity with the acquisition and asset management teams. A comprehensive list of potential due diligence inquiries is identified in the process. The acquisitions officer then oversees the resolution of identified issues. If these issues are resolved and the opportunity is preliminarily approved to put under contract, the acquisitions officer will work with legal to proceed to facilitate a purchase and sale agreement.
 - 4 Due Diligence - Upon execution of a purchase and sale agreement, the acquisition team performs additional in-depth due diligence. Third party consultants are engaged to examine the physical integrity, environmental status and legal and financial standing of the asset. The asset management team works with the acquisitions team to refine a final operating budget. An optimal capital structure is targeted, and financing terms are finalized with lenders. The acquisitions team consults the Investment Committee as needed regarding structure, pricing and timing and also provides progress updates.
 - 5 Final Investment Committee Approval and Closing - A detailed Investment Committee memorandum is prepared and circulated to the Investment Committee for discussion and final

approval. Upon approval, the acquisitions officer then has the authority, in conjunction with legal counsel, to close the transaction subject to any material changes, which would again require Investment Committee review.

- 6 Exit - Investments are typically held for periods ranging from four to six years, and are structured to offer multiple exit options. These exit alternatives could include, but are not limited to, asset sales, portfolio sale(s) and public market placements, including in the form of a publicly-traded real estate investment trust. Investment exits are sought once business plan objectives for a particular investment have been achieved, and all criteria on a periodic sell/hold analysis have been met.

Risk of Loss

Real property investments are subject to various risks, many of which are unique to the asset class. The following section discusses pertinent risks that investors should consider prior to investing with TMREG. ***The risks described below should not be considered an exhaustive list of all potential risks. Investors should review offering documents carefully for a more detailed discussion of these and other considerations. There is no guarantee that investments will perform as described within the offering document and the risk of loss should be considered.***

General Risks of Real Estate Ownership: The Funds' investments are subject to the risks incidental to the ownership and operation of real estate and real estate-related businesses and assets, including changes in the general economic climate, local, national or international conditions (such as an oversupply of space or a reduction in demand for space), the quality and philosophy of management, competition based on rental rates, attractiveness and location of the properties and changes in the relative popularity of property types and locations, changes in the financial condition of tenants, buyers and sellers of properties, changes in operating costs and expenses, uninsured losses or delays from casualties or condemnation, changes in applicable laws, government regulations (including those governing usage, improvement and zoning) and fiscal policies, the availability of financing, interest rate levels, environmental liabilities, contingent liabilities, successor liability for investments in existing entities (e.g., buying out a distressed partner or acquiring an interest in an entity that owns a real property), acts of God, acts of war (declared or undeclared), terrorist acts, disease outbreaks, epidemics, pandemics, work stoppages, shortages of labor, strikes, union relations and contracts, fluctuating prices and supply of labor and/or other labor-related factors and other factors beyond the control of TMREG, the Funds and their respective affiliates.

Risks Associated with Property Acquisitions: TMREG primarily invests through the acquisition of real estate properties. Real estate acquisitions are subject to liabilities such as state of title, environmental conditions, physical conditions, and compliance with zoning laws, building codes or other legal requirements.

Investments in Multifamily Properties: The Funds invest in multifamily residential properties. A large number of risk factors may affect the value and successful operation of such properties, including the physical attributes of the property such as its age, condition, design, appearance, access to transportation and construction quality; the location of the property; the ability of

management to provide adequate maintenance and insurance; the types of services or amenities that the property provides; the property's reputation; the level of mortgage interest rates and availability of government incentives, which may encourage tenants to purchase rather than lease housing; the presence of competing properties; the tenant mix, such as the tenant population being predominantly students or being heavily dependent on workers from a particular business; adverse local or national economic conditions, which may limit the amount of rent that may be charged and may result in a reduction of timely rent payments or a reduction in occupancy levels; state and local regulations, which may affect the building owner's ability to increase rent to the level of market rents for an equivalent apartment; government assistance/rent subsidy programs; and the inventory of unsold condominium units in the local market that are being rented until economic conditions in the condominium market improve. If any of those risk factors are heightened or the conditions associated with any of those risk factors deteriorate, the Funds' investments in multifamily properties may incur losses. In addition, certain jurisdictions regulate the relationship between an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees and notification to residents of changed land use, while prohibiting unreasonable rules and retaliatory evictions. In addition to U.S. federal, state and/or local regulation of the landlord-tenant relationship, some counties and/or municipalities impose rent control on apartment buildings. These ordinances may limit rent increases to fixed percentages, to percentages of increases in the consumer price index, to increases set or approved by a governmental agency or to increases determined through mediation or binding arbitration

Development and Construction or Renovation Risks: Each Fund is permitted to acquire direct or indirect interests in undeveloped land or underdeveloped real property (which could be non-income producing), real estate developments or redevelopments and/or businesses that engage in real estate development or redevelopment. To the extent that a Fund invests in such assets or activities, it will be subject to the risks normally associated with such assets and development activities, including the possibility of development cost overruns and delays due to various factors (including inclement weather, labor or material shortages, the unavailability of construction and permanent financing and timely receipt of zoning and other regulatory approvals), the availability of both construction and permanent financing on favorable terms and market or site deterioration after acquisition. Any unanticipated delays or expenses could have an adverse effect on the results of operations and financial condition of a Fund. Properties under development or properties acquired for development are likely to receive little or no cash flow from the date of acquisition through the date of completion of development and would likely continue to experience operating deficits after the date of completion. In addition, market conditions could change during the course of development that make such development less attractive than at the time it was commenced. Also, recently developed properties could take longer than expected to achieve stabilized operating levels, if at all. To the extent such facilities fail to reach stabilized operating levels or achieve stabilization later than expected, it could materially and adversely affect a Fund's tenants' abilities to make payments to such Fund under their leases and thus adversely affect the Fund's financial performance and operations.

Competitive Market for Investment Opportunities: TMREG competes for investment opportunities with other real estate investors. As a result, TMREG may be unable to complete and exit a sufficient number of attractive investment opportunities to meet a Fund's return, investment, and diversification objectives.

Liquidity Risk: Investments in real estate are highly illiquid and subject to industry cycles, downturns in demand, oversupply of competitive properties, market disruptions and the lack of available capital from potential lenders or investors. Accordingly, there can be no assurance that TMREG or its affiliates will be able to finance, refinance or dispose of portfolio properties in a timely manner and/or on favorable terms.

Leverage Risk: The Funds intend to employ leverage in the acquisition, operation and ownership of their investments and are permitted to refinance their investments, if desirable. Debt could take the form of a mortgage or other financing at the property-level or ownership-level on a secured and unsecured and recourse and nonrecourse basis. As security for such borrowing, a Fund is permitted to guarantee an investment's debt and/or grant liens on one or more of the Fund's assets to the lender or other counterparty, which assets may not necessarily be limited to a single investment. Such lender or other counterparty would, accordingly, have a claim that has priority over any claim by a limited partner to such assets in an insolvency event or proceeding. It is not expected that a Fund would be compensated for providing such guarantee or exposure to such liability. Moreover, a Fund's co-investors are expected to receive the benefit of such guarantee, although as co-investors typically do not agree to participate in guaranty arrangements in negotiating to participate in a transaction, co-investors are not expected to bear a commensurate percentage of potential liability. Additionally, a Fund expects to borrow through a subscription-based credit facility, which poses additional risks and potential conflicts of interest as further described below, and its investments are permitted to incur indebtedness on a cross-collateralized basis with each other, in which case the negative performance of once such investment could have a material adverse effect on any other investment whose indebtedness is cross-collateralized with such investment. The Funds are permitted to make use of leverage by incurring debt to finance a portion of their investment in a given portfolio investment. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), the state of which is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage by a Fund will also result in interest expense and other costs to a Fund that could potentially not be covered by distributions made to a Fund or appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. In addition, this leverage could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio investments in a down market. In the event any portfolio investment cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio investment, which could adversely affect the returns of such Fund. Furthermore, should the credit markets be limited or costly at the time a Fund determines that it is desirable to sell all or a part of a portfolio investment, such Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts.

The Funds are also permitted to borrow money or guarantee indebtedness (such as a guaranty of a portfolio investment's debt, a letter of credit or other forms of promise to provide funding) or otherwise be liable therefor, and in such situations, it is not expected that the applicable Fund

would be compensated for providing such guarantee or exposure to such liability. The use of leverage by the Funds generally also will result in fees, interest expense and other costs to the Funds that may not be covered by distributions made to the Funds or appreciation of their investments. While Fund-level borrowings generally will be interim in nature, asset-level leverage generally will not be subject to any limitations regarding the amount of time such leverage may remain outstanding. A Fund is permitted to incur leverage on a joint and several basis with one or more other investment funds and entities managed by TMREG or any of its affiliates and may have a right of contribution, subrogation or reimbursement from or against such entities. In addition, to the extent a Fund incurs leverage (or provides such guaranties), such amounts are permitted to be secured by commitments made by the Fund's investors and such investors' contributions may be required to be made directly to one or more lenders (or an account pledged as collateral to such lender(s)) instead of the Fund. The incurrence of leverage by a Fund or by a flow-through portfolio investment of the Fund could cause tax-exempt Partners to recognize "unrelated business taxable income" within the meaning of Section 512 of the Code ("UBTI"). .

Investments in Debt Instruments: The Funds may hold direct or indirect investments in mortgages. Adverse changes to the financial condition of a mortgagor with respect to a mortgage held directly or indirectly by a Fund could have an adverse impact on a Fund's ability to collect principal and interest payments from such mortgagor and therefore cause a reduction in the distributions from a Fund and in the value of that investment.

Subscription Lines: A Fund generally is permitted to enter into a subscription line with one or more lenders in order to finance its operations (including the acquisition of the Fund's investments). Fund-level borrowing subjects limited partners to certain risks and costs. For example, because amounts borrowed under a subscription line typically are secured by pledges of the relevant General Partner's right to call capital from the limited partners, limited partners may be obligated to contribute capital on an accelerated basis if the Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. Moreover, any limited partner claim against the Fund would likely be subordinate to the Fund's obligations to a subscription line's creditors.

In addition, Fund-level borrowing will result in additional partnership expenses that will be borne by investors. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a subscription line, an upfront fee for establishing a subscription line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment, structuring and negotiation of the terms of the borrowing facility, as well as expenses relating to maintaining, renegotiating or terminating the facility. Because a subscription line's interest rate is based in part on the creditworthiness of the relevant Fund's limited partners and the terms of the Governing Documents, it may be higher than the interest rate a limited partner could obtain individually. To the extent a particular limited partner's cost of capital is lower than the relevant Fund's cost of borrowing, Fund-level borrowing can negatively impact a limited partner's overall individual financial returns even if it increases the Fund's reported net returns in certain methods of calculation. Conflicts of interest have the potential to arise in that the use of Fund-level borrowing typically delays the need for limited partners to make contributions to a Fund, or results in short-term gains to a Fund, which in certain circumstances enhances the relevant Fund's internal rate of return calculations and thereby may

be deemed to benefit the marketing efforts of TMREG and its affiliates and increases the likelihood that any hurdle or preferred return component in the Fund's carried interest arrangements will be met. In other circumstances the use of Fund-level borrowing can increase the base of a Fund's Management Fee calculation, such as during periods where Management Fees are based in whole or in part on an acquisition cost that includes a borrowing component. The use of Fund-level borrowing arrangements, and the repayment or non-repayment thereof, can also influence the determination of the end of a Fund's investment period, and cause or defer a related change in the basis of the relevant Fund's Management Fee calculation under the Governing Documents. Conflicts of interest also have the potential to arise to the extent that a subscription line is used to make an investment that is later sold in part to co-investors (including one or more co-investing Funds) as, to the extent co-investors are not required to act as guarantors under the relevant facility or pay related costs or expenses, co-investors nevertheless stand to receive the benefit of the use of the subscription line and neither the relevant Fund nor investors generally will be compensated for providing the relevant guarantee(s) or being subject to the related costs, expenses and/or liabilities.

A credit agreement or borrowing facility frequently will contain other terms that restrict the activities of a Fund and the limited partners or impose additional obligations on them. For example, certain lenders or facilities are expected to impose restrictions on the relevant General Partner's ability to consent to the transfer of a limited partner's interest in a Fund or impose concentration or other limits on the Fund's investments, and/or financial or other covenants, that could affect the implementation of the Fund's investment strategy. In addition, in order to secure a subscription line, the relevant General Partner may request certain financial information and other documentation from limited partners to share with lenders. TMREG will have significant discretion in negotiating the terms of any subscription line and may agree to terms that are not the most favorable to one or more limited partners. In certain circumstances, due to separate evaluations of creditworthiness by lenders or facility providers, a portfolio company or other Fund subsidiary is expected to bear higher rates under a borrowing facility than are borne by the Fund, resulting in a potential net benefit to the Fund, or additional potential liquidity constraints or other burdens on the relevant portfolio company or Fund subsidiary.

Fund-level borrowing involves a number of additional risks. For example, drawing down on a subscription line allows a General Partner to fund investments and pay partnership expenses without calling capital, potentially for extended periods of time. Calling a large amount of capital at once to repay the then-current amount outstanding under a subscription line could cause short-term liquidity concerns for limited partners that would not arise had the relevant General Partner called smaller amounts of capital incrementally over time as needed by a Fund. This risk would be heightened for a limited partner with commitments to other funds that employ similar borrowing strategies or with respect to other leveraged assets in its portfolio; a single market event could trigger simultaneous capital calls, requiring the limited partner to meet the accumulated, larger capital calls at the same time. A General Partner is authorized to use Fund-level borrowing to pay Management Fees and to reimburse TMREG for expenses incurred on behalf of the relevant Fund. A Fund is also permitted to utilize Fund-level borrowing when a General Partner expects to repay the amount outstanding through means other than limited partner capital, including as a bridge for equity or debt capital with respect to an investment. If a Fund ultimately is unable to repay the

borrowings through those other means, limited partners would end up with increased exposure to the underlying investment, which could result in greater losses.

If an investment appreciates in value and is disposed of prior to repayment, the relevant Fund generally would apply disposition proceeds to repay the borrowing and related interest and expenses, the absence of invested capital funded by limited partners potentially will result in a distribution of net proceeds without a preferred return accrual on the amount invested. Accordingly, borrowings have the potential to support the distribution of proceeds to limited partners and increase the potential carried interest for the relevant General Partner, as reduced by the interest incurred by the relevant Fund. Subject to any limitations in the Governing Documents, this scenario potentially incentivizes the relevant General Partner to permanently fund the acquisition and ongoing capital needs of a Fund's investments and related expenses with the proceeds of such borrowings in lieu of drawing down capital contributions on an as-needed basis, and, accordingly, capital contributions to repay such borrowings may be required only at the time of the disposition of an investment (or never, if principal and interest on such borrowings are always repaid out of disposition proceeds).]

Additional Capital Requirements: If the cost of operating a property, including debt service, exceeds the rental income earned, a Fund may have to advance funds in order to protect its investment, may default on its debt obligations, or may be required to dispose of one or more of the other properties in the portfolio on disadvantageous terms in order to raise needed funds. The Funds have not set a minimum amount of working capital reserves, and any such reserves maintained by the Funds from time to time may be inadequate to meet operating deficits or other contingencies which may arise. TMREG and its affiliates are authorized to cause the Funds to raise additional capital by selling additional interests on terms that may be senior or junior to or on parity with the terms of the interests of the existing limited partners in the Funds. Although one of the Funds is obligated to provide existing limited partners with a preemptive right to participate in such sales of additional interests, such limited partners would be required to contribute additional capital in order to maintain their percentage ownership interest in such Fund.

Risks of Increased Costs and Reduced Rents: Many of the Funds' operating costs, such as facility management fees, depreciation and property taxes, should be largely fixed, as will debt service under fixed rate instruments that a Fund or its properties could have issued. On the other hand, a Fund's rental revenues could decrease due to rising vacancy rates or decreased rents. Also, some of a Fund's operating costs, such as utility expenses, will not be fixed and could increase, and such Fund's tenants could potentially not agree to pay any or all of these costs. Any decreases in rental revenues or increases in operating costs could have a material adverse effect on a Fund's profitability, thereby decreasing the amounts available for distributions and possibly the value of the interests in such Fund.

Increase in Market Interest Rates. As interest rates increase, so could a Fund's interest costs for new debt, including variable rate debt obligations under any credit facility or other financing. This increased cost could make the financing of any development or acquisition more costly. Rising interest rates have the potential to limit a Fund's ability to refinance existing debt when it matures or cause it to pay higher interest rates upon refinancing, which would adversely impact liquidity

and profitability. In addition, an increase in interest rates are likely to decrease the access third parties have to credit or the amount they are willing to pay for a Fund's assets.

Inflation. Inflation has the potential to affect a Fund's performance in a number of ways. Inflationary expectations or periods of rising inflation are expected to be accompanied by rising prices of commodities that are critical to the construction and/or operation of logistics facilities. The market value of a Fund's investments has the potential to decline in value in times of higher inflation rates. Some of a Fund's investments are expected to have income linked to inflation, whether by regulation or contractual arrangement or other means. However, as inflation could affect both income and expenses, any increase in income could potentially not be sufficient to cover increases in expenses.

Moreover, as inflation increases, the real value of the interests in a Fund and distributions therefrom are expected to decline. If a Fund is unable to increase the revenue and profits of its investments at times of higher inflation, it has the potential to be unable to pay out higher distributions to its partners to compensate for the relative decrease in the value of money, thereby affecting the expected return of investors. A Fund also has the potential to be adversely affected if the market value of its investments declines during times of higher inflation.

No Market for Securities: Interests in the Funds are offered privately and have not been registered under the Securities Act of 1933. There is no public market for interests in the Funds and none is expected to develop. Investors may not be able to transfer or encumber interests. Investors also may not be able to withdraw contributions or commitments. Investors should consider an investment in the Funds to be a long-term, illiquid investment.

Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues. Our business activities as well as the Funds and their operations and investments, could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as novel coronavirus, or COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, novel coronavirus, or COVID-19, has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of novel coronavirus (or COVID-19) and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of TMREG, the Funds, or the Funds' real estate properties. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), TMREG and the Funds could be adversely affected

by more stringent travel restrictions, additional limitations on TMREG's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

Cybersecurity Risks: Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject, particularly operating companies in historically vulnerable industries such as the food services and retail industries. To the extent that a portfolio investment, Fund, General Partner, TMREG or one or more of their respective service providers is subject to cyber-attack or other unauthorized access is gained to their systems, substantial losses may occur in the form of stolen, lost or corrupted: (i) data or payment information; (ii) financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. If technology systems are compromised, become inoperable for extended periods of time or cease to function properly, TMREG, TMREGs, the Funds and/or portfolio investments may incur significant time or expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in TMREG's, TMREGs', the Funds', portfolio investments' and/or service providers' operations, including the ability to make distributions to limited partners, and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). In certain events, a failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. The use of internet- or cloud-based programs, technologies and data storage applications generally heightens these risks, and the risks of attack are expected to be heightened in remote work environments. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses, including losses relating to: misappropriation of assets, intellectual property or confidential information; corruption, deletion or destruction of data; physical damage and repairs to systems; reputational harm; financial losses from remedial actions; and/or disruption of operations. Third parties, including activist, criminal, nation-state or terrorist actors, may also attempt fraudulently to induce portfolio companies or their personnel to disclose sensitive information (including passwords) in order to gain access to data, accounts, funds or other assets, or otherwise to inflict harm. In addition, in the event that such a cyber-attack or other unauthorized access is directed at TMREG or one of its service providers holding its financial or investor data, TMREG, its affiliates or the Funds may also be at risk of loss.

Impact of Government Regulation, Reimbursement and Reform: Certain industry segments in which the Funds invest are (or may become) (i) highly regulated at both the federal and state levels in the United States and internationally and (ii) subject to frequent regulatory change. Certain segments may be highly dependent upon various government (or private) reimbursement programs. While the Funds intend to invest in assets that seek to comply with applicable laws and regulations, the laws and regulations relating to certain industries are complex, may be ambiguous or may lack clear judicial or regulatory interpretive guidance. An adverse review or determination by any applicable judicial or regulatory authority of any such law or regulation, or an adverse change in applicable regulatory requirements or reimbursement programs, could have a material adverse effect on the operations and/or financial performance of the assets in which the Funds invest.

Additionally, the SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that would impact the business of TMREG and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact TMREG and its affiliates, the Funds and/or their investments, as well as increasing their expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds.

Projections: Projected performance for a Fund's investments normally will be based primarily on financial projections. In all cases, projections are only estimates of future results that are based upon information relating to investments and third parties and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results could potentially be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Third Party Co-Investment; Reliance on Third-Party Joint Venture Partners and Managers: The Funds are permitted to co-invest through partnerships, joint ventures or other entities with one or more third parties as a co-venturer, partner or operating partner, including with a seller (or an affiliate thereof) of a property, a person involved in the selling, acquisition or development of the property, an investor in a Fund (or other vehicle, fund or account controlled by TMREG, an "Other TMREG Vehicle") or other third parties. Any such operating partners may be managing the properties and are permitted to receive market-based compensation as described below. Such investments potentially involve risks not present in investments where a third party is not involved, including the possibility that: (i) a Fund and such co-venturer could reach an impasse on a major decision that requires the approval of both parties; (ii) a co-venturer, partner or operating partner of a Fund could at any time have economic or business interests or goals that are inconsistent with those of the Fund; (iii) the co-venturer, partner or operating partner could default on its obligations, encounter liquidity or insolvency issues or could become bankrupt; (iv) the co-venturer, partner or operating partner could be in a position to take action contrary to a Fund's investment objective; (v) the co-venturer, partner or operating partner could take actions that subject the property to liabilities in excess of, or other than, those contemplated; (vi) the co-venturer, partner or operating partner could have rights with respect to the disposition of certain investments or the liquidation of their interest therein; or (vii) in certain circumstances, a Fund could be liable for actions of its co-venturers, partners or operating partners. The co-venturer, partner or operating partner could from time to time be a joint venture partner or interest holder in another joint venture or Other TMREG Vehicle. The co-venturer, partner or operating partner could also be entitled to receive property management fees or other payments from, or allocations or performance-based compensation (e.g., carried interest) in respect of, a Fund as well as such investments, and in such circumstances, any such amounts could be treated as a Fund expense and will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by TMREG, be deemed paid to or received by the TMREG or reduce the management fee. Moreover, TMREG may receive fees associated with capital invested by a co-venturer, partner or operating partner relating to investments in which a Fund participates. This could be in connection with a joint

venture in which a Fund participates or other similar arrangements with respect to assets or other interests retained by a seller or other commercial counterparty with respect to which TMREG performs services. In addition, a Fund is permitted to co-invest with non-affiliated co-investors or partners whose ability to influence the affairs of the properties in which the Fund invests could be significant and even greater than that of the Fund, and as such, the Fund could be required to rely upon the abilities and management expertise of such co-venturer or partner. It could also potentially be more difficult for a Fund to sell its interest in any joint venture, partnership or entity with other owners than to sell its interest in other types of investments (and any such investment could be subject to a buy-sell right, right of first refusal, right of first offer or other similar right). A Fund is permitted to grant co-venturers, partners or operating partners approval rights with respect to major decisions concerning the management and disposition of the investment, which would increase the risk of deadlocks or unanticipated exits from an investment. A deadlock could delay the execution of the business plan for the investment, require a Fund to engage in a buy-sell of the venture with the co-venturer, partner or operating partner or conduct the forced sale or other liquidation of such investment or require alternative dispute resolution in order to resolve such deadlock. Additionally, in certain scenarios, a Fund is permitted to grant co-venturers or operating partners the right to put (i.e., sell) their interests in an investment to the Fund, or call (i.e., buy) the Fund's interests in an investment. As a result of these risks, a Fund could be unable to fully realize its expected return on any such investment. Further, to the extent that a Fund offers any co-investment opportunity to any Limited Partners or third parties, some or all of the risks described above will likely also apply to such co-investments.

From time to time, for strategic and other reasons, a co-investor or co-invest vehicle (including a co-investing Fund) purchases a portion of an investment from one or more Funds after such Funds have consummated their investment (also known as a post-closing sell-down or transfer), which generally will have been funded through Fund investor capital contributions and/or use of a Fund credit facility. Any such purchase from a Fund by a co-investor or co-invest vehicle generally occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, but in certain instances could be well after the Fund's initial purchase. Where appropriate, and in the relevant General Partner's sole discretion, TMREG reserves the right to charge interest on the purchase to the co-investor or co-invest vehicle (or otherwise equitably to adjust the purchase price under certain conditions), and to seek reimbursement to the relevant Fund for related costs. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the relevant Fund.

Further, a Fund will likely rely to a significant extent on third parties (some of which could also become co-venturers with a Fund) to act as developers or joint venture partners in connection with the acquisition, development, construction, renovation, management or operation of its properties. This reliance on third-party developers or joint venture partners will increase the costs to a Fund through the payment of development fees, incentive fees, management fees and other amounts and would likely increase the risks to the Fund if, and to the extent, such a developer or operator fails or is unable to comply with agreed-upon plans, budgets or timetables. Although the relevant General Partner intends to monitor the performance of each investment, it will primarily be the responsibility of third-party property managers to manage the applicable Fund's properties on a day-to-day basis. A Fund's operations, including its ability to make payments on any indebtedness, will depend in large part on the ability of these third-party managers to operate and

lease such properties on economically favorable terms. There can be no assurance that such third-party management firms will be able to operate each investment successfully. Moreover, the risks of dependence on third-party management firms are different by property type and by investment stage (for example, properties in development or redevelopment will have a greater dependence on the leasing abilities of a third-party manager or leasing agent). Property managers could provide management and leasing services to properties owned by others that compete with one or more investments. As a result, these property managers could at times face conflicts of interests in the management and leasing of investments and properties owned by third parties. Property managers could receive a base management fee based upon gross revenues. Such fee arrangements with a property manager could create an incentive for the relevant investment to be managed in a manner that is not consistent with a Fund's objectives.

Possibility of Different Information Rights: Certain Fund investors are expected to request information from the relevant General Partner relating to a Fund and, to the extent such information is readily available or can be obtained without unreasonable effort or expense, such General Partner will, subject to any confidentiality requirements and its duty to act in the best interests of the applicable Fund, generally provide such investors with the information requested. Furthermore, certain Fund investors are expected to receive information with respect to portfolio companies by virtue of such investor's participation in other Funds. Investors that request and receive such information could consequently possess information regarding the business and affairs of a Fund or a portfolio company that is not generally known to other investors. As a result, certain Fund investors will be able to take actions on the basis of such information that, in the absence of such information, other investors do not take.

Side Letters: TMREG and/or its affiliates reserve the right to enter into side letters with certain investors in a Fund providing such investors ("Side Letters") with different or preferential rights or terms, including, but not limited to, different fee structures or arrangements (including discounted or rebated compensation terms, modified waterfall mechanics and/or receipt of a portion of TMREG's compensation), information rights, specialized reporting, priority co-investment rights or targeted co-investment amounts, rights to serve on the Fund's advisory committee, liquidity or transfer rights, confidentiality protections and disclosure rights, modification of default remedies, investment pacing restrictions, as well as economic, procedural and other terms, many of which will not be subject to the "most-favored nation" provisions of a Fund's Governing Documents.

TMREG is likely to have its own economic and/or other business incentives to provide certain terms to certain limited partners, e.g., based on commitment amount to a Fund or the timing thereof, the ability of a limited partner to provide sourcing or other services to TMREG, its affiliates and personnel or the Funds, or the potential to establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to TMREG, its affiliates and personnel, or the Funds. Further, Side Letters may also relate to strategic relationships under which an investor agrees to make commitments to multiple Funds. Except where required by Governing Documents, other investors will not receive copies of Side Letters or related provisions, and as a general matter, the other investors have no recourse against a Fund, TMREG, the relevant General Partner or any of their affiliates in the event that certain investors have received additional and/or different rights and/or terms as a result of such Side Letters. Side Letters subject TMREG to

potential conflicts of interest, including in circumstances where an investor's right to serve on the relevant Fund's advisory committee results in the investor receiving additional information relative to other investors. To the extent an investor is subject to statutory or other limitations on indemnification, or otherwise negotiates rights relating thereto, other investors may be subject to increased losses, or be required to bear an increased portion of indemnification amounts. Other Side Letter rights are likely to confer benefits on the relevant limited partner at the expense of the relevant Fund or of limited partners as a whole, including in the event that a Side Letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant Fund.

As a consequence of one or more limited partners being excused or excluded, or from regulatory, tax or other factors altering or limiting their participation in investments or ability to bear certain liabilities or obligations, the aggregate returns realized by participating or non-participating limited partners could be adversely affected in a material manner by the unfavorable performance of particular investments; similar considerations apply in the event a limited partner defaults on a drawdown in respect of an investment. Although TMREG believes it to be unlikely, excuse or other rights requested or received by one or more limited partners (or such regulatory, tax or other factors applicable to such limited partners) representing a substantial percentage of a Fund have the potential to create significant variations in limited partner investment returns or exposures to liabilities or obligations, or to influence or affect the investment strategy and pursuit of investment opportunities by TMREG on behalf of the relevant Fund as a whole. A limited partner's voting rights for regulatory or other reasons can be limited in circumstances specified in the Governing Documents; conversely, a limitation on one or more limited partners' voting rights generally will increase the voting rights percentage of other limited partners in the relevant Fund. Further, limited partners with different domiciles or tax categorizations could receive different investment returns or amounts of tax basis and/or pay different levels of expenses, e.g., based on tax savings or ownership of alternative investment vehicle, "blocker" or other structures used to facilitate their investments in, through or below a Fund.

Russia-Ukraine Conflict: The ongoing military conflict between Russia and Ukraine has caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. However, the ultimate impact of the Russia-Ukraine conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the Funds or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine conflict may have a significant adverse impact and result in significant losses to the Funds. This impact may include reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital. It may also limit the ability of a Fund to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategy which any Fund

intends to pursue, all of which could adversely affect the Fund's ability to fulfill its investment objectives.

U.S. Taxation of Carried Interest. U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law are treated as an allocation of the partnership's income (and which may be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Fund, its General Partner, or TMREG who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the relevant General Partner and its affiliates to incentivize, attract and retain individuals to perform services for a Fund. This creates potential incentives for TMREG to cause a Fund to hold investments for a longer period than would be the case if such greater-than-three-year holding period requirement did not exist.]

LIBOR and other Benchmark Rates. To the extent that a Fund's investments, borrowing facilities, hedging activities, or other assets or structures are tied to interest rates based on the London Interbank Offered Rate ("LIBOR") or other benchmark or reference rates (each, a "Benchmark Rate"), the Fund may be subject to certain material risks, including the risk that a Benchmark Rate is terminated, ceases to be published or otherwise ceases to be broadly used by the market. Regulators, central banks, governments and other market participants are working to facilitate the transition of existing instruments and contracts away from LIBOR to new Benchmark Rates, and any such transition includes the potential to: increase volatility or illiquidity in markets; cause delays in or reductions to financing options for the Funds and their portfolio companies; increase the cost of borrowing; reduce the value of certain instruments or the effectiveness of certain hedges; cause uncertainty under applicable legal documentation; or otherwise impose costs and administrative burdens relating to factors that include document amendments and changes in systems. Future transitions to and from Benchmark Rates have the potential to have similar effects.

Secondaries and other General Partner-Led Transactions. There continues to be a significant market in the private fund sector for secondary sales, General Partner-led transactions, continuation funds, successor fund investments and other transactions for the disposition of investments, and TMREG reserves the right to dispose of (or seek additional capital for) Fund investments through such means. Many of these transactions involve an auction process run by an investment bank and a buyer (or buyer group) that agrees to purchase a portion of one or more investments that will continue to be managed by TMREG following the transaction. Such transactions are undertaken for various reasons, including, for example, to balance competing interests between offering liquidity to existing limited partners and maintaining exposure to an asset where TMREG believes there is the potential for additional value generation. Where undertaken, existing limited partners typically are offered certain options relating to receiving liquidity from the transaction or continuing to maintain exposure to the asset, assets or a new portfolio of assets (including a portfolio that combines assets from multiple Funds sponsored by TMREG and its affiliates), often on different terms than the original investment. However, certain

of such transactions are expected to require: a limited partner to invest additional capital in the existing Fund and/or other investment vehicles; a greater exposure to one or more particular portfolio company; and/or a delay in the full liquidation of its investment. In other circumstances, even limited partners that elect to continue to hold a direct or indirect interest in the relevant portfolio company will have their interest adjusted as if distributed (i.e., a portion of such interest will be allocated to the relevant General Partner to the extent of its right to receive carried interest, if any), effectively diluting their interests.

Each of these transactions has the potential for conflicts between the interests of a Fund or limited partner and those of TMREG or any buyer group that typically are not applicable to more traditional investment sales. For example, in circumstances where TMREG or an affiliate will continue to manage and receive fees and/or performance-based compensation relating to the subject assets following the transaction (potentially in addition to performance-based compensation earned by the relevant General Partner on the sale of an asset from an existing Fund in such transaction), their incentives are expected to diverge from those of limited partners who elect to sell their interests. Similarly, there are potential conflicts of interest among the selling Fund, TMREG, the relevant General Partner and any buyer group relating to the valuation and consideration offered for the investment(s) subject to the transaction. To the extent TMREG requires existing limited partners and/or new buyers to commit capital to a continuation fund or another Fund managed by TMREG in addition to the purchase amount paid in a transaction, such requirement is expected to have a dilutive effect on the purchase price for the selling Fund and its limited partners. There can be no assurance that any such transaction will accurately reflect the fair market value of the Fund investment(s) being sold. Further, the relevant General Partner is expected to be incentivized to make investments in portfolio companies with the view of holding such investments for longer periods of time or to make investments that it would not otherwise have made if the possibility of liquidity through a secondary transaction did not exist. Where co-investors historically have been invested in an investment subject to such a transaction, there can be no assurance that they will receive the same liquidity or other options as limited partners in the relevant Fund, and in such circumstances TMREG reserves the right to compel co-investors to receive cash or continue to hold an interest in the relevant investment. In other circumstances, certain limited partners will not be permitted to continue to maintain exposure to the asset(s) due to a lack of eligibility to invest in a continuation vehicle under relevant securities, tax or other considerations. Although relevant potential conflicts of interest are disclosed to limited partners and/or the relevant advisory committee prior to the closing of the transaction, there can be no assurance that TMREG will successfully identify all conflicts of interest or resolve or mitigate all such conflicts of interest in favor of Fund or any individual limited partner or group of limited partners. However, TMREG reserves the right, in its sole discretion, to determine to engage in such transactions, subject to any approvals required in the relevant Governing Documents. TMREG is permitted to seek the consent of the relevant Fund advisory committee to approve conflicts associated with such transactions and accordingly not all limited partners will necessarily be able to approve or disapprove of such transactions. Similar to any prospective sale or disposition of Fund investments, to the extent such transactions are not consummated, the Fund is expected to bear all of the related costs in the absence of an agreement with other parties to bear a portion of such costs.

Item 9: Disciplinary Information

TMREG and its employees and affiliates have no legal or disciplinary events to disclose.

Item 10: Other Financial Activities and Affiliations

Neither TMREG nor any of its management persons is registered as a broker-dealer or as a registered representative of a broker-dealer. In addition, TMREG and its management persons are not affiliated with any broker-dealer, bank or other financial services firm. Further, neither TMREG nor any of its management persons is registered as a futures commission merchant, commodity pool operator or commodity trading advisor.

Conflicts of Interests

Investors in the Funds should be aware that there may be occasions when TMREG and its affiliates will encounter actual or potential conflicts of interest in connection with the Funds' activities. The following discussion enumerates certain potential conflicts of interest that should be carefully evaluated before making an investment in a Fund.

Performance Allocation: The existence of performance-based compensation may create an incentive for the general partner to make more speculative investments on behalf of a Fund than it would otherwise make in an absence of such performance-based compensation. In addition, upon a withdrawal by a limited partner from a Fund (in limited circumstances) and upon the liquidation of a Fund, the general partner may receive performance-based compensation via a distribution in-kind of securities for which market quotations are not readily available. The valuation of such securities for such purposes will be determined by the general partner.

Allocation of Personnel: The general partner and its affiliates will devote such time as shall be necessary to conduct the business affairs of the Funds in an appropriate manner. However, TMREG personnel will work on other projects and, therefore, conflicts may arise in the allocation of personnel.

Fees for Services: Affiliates of TMREG may receive fees for services provided to the Funds, including asset management fees as described above. The fees payable to affiliates of TMREG were not determined by competitive bidding or arm's-length negotiation but are believed to be consistent with fees charged by other investment managers. The limited partners will not receive the benefit of fees or other compensation received by affiliates of TMREG in connection with the services provided. TMREG seeks to employ affiliates for services only if the fees to the affiliate and the terms in the service agreement are at market-rates, however, there can be no assurance that TMREG will be able to achieve this. Except for arrangements expressly provided for in the Fund documents, any transaction between a Fund, on the one hand, and TMREG or an affiliate, on the other hand, would be subject to approval of the advisory committee of the applicable Fund.

Other Real Estate Funds: TMREG reserves the right to raise additional real estate investment funds, joint ventures, separate accounts, or similar vehicles, including funds with investment policies substantially similar to the existing Funds. The closing of another real estate investment fund could result in the reallocation of TMREG personnel, including reallocation of existing real estate professionals, to such other funds.

Competition: TMREG or its affiliates may acquire properties which are or may be considered to be competitive with property held by the Funds. These properties may compete for tenants directly against properties owned by the Funds. TMREG or its affiliates will not be restricted with respect to the distance between competing properties or the number or size of properties in a particular area.

In connection with managing investment funds other than the Fund, TMREG principals expect to spend a portion of their business time and attention pursuing investment opportunities that do not fall within the investment objectives of the Funds for other investment funds, vehicles and/or accounts (“Other Accounts”) and other than on behalf of the Funds, and expect to in the future manage additional Other Accounts. TMREG and its investment team will manage and monitor any such Other Accounts, however conflicts may arise among the Funds, such Other Accounts and TMREG with respect to the allocation of TMREG’ time and resources. TMREG believes that the significant investment of TMREG in the Funds, as well as TMREG’ interest in the carried interest, operate to align, to some extent, the interest of TMREG with the interest of the partners, although TMREG have, and expect in the future to have, economic interests in such other investment funds and investments as well and receive management fees and carried interest relating to these interests. Such other investment funds and investments that TMREG expects from time to time to control or manage have the potential to compete with the Funds or investments acquired by the Funds. At such time as TMREG is permitted to raise a successor investment fund to a Fund, TMREG will continue to manage such Fund’s investments, but also likely will focus investment activities on other opportunities and areas unrelated to the Fund’s investments. Certain investments are permitted to be allocated between the Funds and any successor or predecessor fund in a manner as set forth in the Governing Documents of such Funds. TMREG personnel reserve the right to manage their own personal investments, whether or not through a formal family office or estate planning structure, to establish trusts, endowments, charitable programs, foundations or similar arrangements, and to pay or receive compensation relating to the foregoing. Unless restricted by the relevant Fund’s Governing Documents, TMREG personnel are permitted to serve on boards or act in other roles unaffiliated with TMREG, the Funds or their portfolio investments, including boards of charitable and educational institutions, public companies and former portfolio investments, and receive compensation in connection with such services and roles, none of which will offset or otherwise reduce the management fee.

TMREG currently, and expect in the future to, manage, several other investment funds besides the Funds and investments similar to those in which the Funds will be investing, and expect to direct certain relevant investment opportunities or resources to those investment funds and investments. Over time, certain investment opportunities suitable for the Funds are likely also to be suitable for other investment funds sponsored by TMREG or its affiliates. In determining which investment funds should participate in such investment opportunities, subject to each Fund’s Governing Documents, TMREG and its affiliates are subject to potential conflicts of interest among the investors in a Fund and investors in the other investment funds sponsored by TMREG. To determine whether a Fund or other investment funds sponsored by TMREG or its affiliates will participate in the relevant investment opportunity, TMREG generally assesses whether an investment opportunity is appropriate for each relevant fund based on the terms of such fund’s limited partnership agreement, as well as factors including but not limited to: each fund’s investment restrictions and objectives (including those set forth in the relevant fund’s partnership

agreements, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition, cash level (if any), applicable regulatory restrictions, life cycle and structure. The Funds are generally permitted to invest together with other funds advised by an affiliated adviser of TMREG in the manner set forth in the relevant Governing Documents and the TMREG's allocation policy. TMREG will determine the allocation of investment opportunities among funds in a manner that it believes is fair and equitable to the Funds under the circumstances over time and consistent with its obligations and reserves the right to take into consideration factors such as those set forth above. In the event that the available amount of an investment opportunity in which a Fund will invest exceeds an amount TMREG determines to be appropriate for the Fund, TMREG reserves the right to offer such excess to one or more potential co-investors.

TMREG's allocation of investment opportunities among the Funds and any of the Other Accounts sponsored by TMREG or its affiliates often will not be proportional. Therefore, such allocations may be more advantageous to a Fund relative to one or all of the Other Accounts, Funds or vice versa. While TMREG will allocate investment opportunities in a way that it believes in good faith is fair and equitable to the Funds, there can be no assurance that the Funds' actual allocation of an investment opportunity, if any, or terms on which the allocation is made, will be as favorable as they would be if the conflicts of interest to which TMREG may be subject did not exist.

Additionally, potential conflicts of interest are expected to arise when and to the extent a Fund makes an investment in a portfolio investment in conjunction with an investment made by any Other Account sponsored by TMREG or an affiliate. For instance, a Fund may not invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as such Other Account. This likely will result in differences in price, investment terms, leverage and associated costs between such Fund and any Other Account. There can be no assurance that a Fund and the other investing fund(s) will exit the investment at the same time or on the same terms, and there can be no assurance that such Fund's return on such an investment will be the same as the returns achieved by any Other Account participating in the transactions. Given the nature of these conflicts, there can be no assurance that the resolution of these conflicts will be beneficial to a Fund. In that regard, actions taken for one or more other TMREG Funds may adversely affect the other Funds.

TMREG will be faced with a variety of potential conflicts of interest when it determines allocations of various fees and expenses to the Funds. TMREG, in its sole discretion, will allocate fees and expenses in accordance with each Fund's Governing Documents and in a manner that it believes in good faith is fair and equitable to the Funds under the circumstances and considering such factors as it deems relevant. The allocations of such expenses often will not be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate expenses (including expenses relating to insurance premiums) pro rata based on the number of funds or co-investors receiving related benefits or proportionately in accordance with asset size.

Additionally, a portfolio investment typically will reimburse TMREG or service providers retained at the TMREG's discretion for expenses (including, without limitation, travel expenses) incurred by TMREG or such service providers in connection with the performance of services for such portfolio investment. This subjects TMREG to conflicts of interest because the Funds generally

do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. Subject to the applicable Governing Documents and its internal reimbursement policies and practices, TMREG determines the amount of these reimbursements for such services in its own discretion.

TMREG and/or its affiliates also reserve the right to employ or engage personnel with pre-existing ownership interests in or who were employed by portfolio investments owned by the Funds or other funds or investment vehicles advised by TMREG; conversely, former personnel or executives of TMREG are expected from time to time to serve in significant management roles at portfolio investments or service providers recommended by TMREG. Similarly, TMREG, its affiliates and/or its personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including managers of private funds, banks, brokers, advisors, consultants, finders (including executive finders and portfolio investments finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former employees, and current and former portfolio investment executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, TMREG and/or its affiliates, and/or a Fund, other funds or other investment vehicles TMREG advises. In other circumstances, these vendors are expected to provide personal banking, private wealth or lending arrangements (including lending arrangements with respect to personal investments in or through TMREG entities) to TMREG personnel and their estate planning vehicles. TMREG expects to be subject to a potential conflict of interest with the Funds in recommending the retention or continuation of a third-party service provider to the Funds or a portfolio investment owned by a Fund if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more funds TMREG advises, will provide TMREG information about markets and industries in which TMREG operates (or is contemplating operations) or will provide other services that are beneficial to TMREG or one or more other Funds. TMREG expects to be subject to a potential conflict of interest in making such recommendations, in that TMREG has an incentive to maintain goodwill between itself and the existing and prospective portfolio investments for a Fund and other funds and investment vehicles that TMREG advises, while the products or services recommended may not necessarily be the best available to the Fund or its portfolio investments.

Over the life of a Fund, TMREG generally expects to exercise its discretion to recommend to the Fund or to a portfolio investment thereof that it contract for services with certain service providers, and from time to time such service providers are expected to include: (i) TMREG (or an affiliate, which is permitted to include other portfolio investments of the Fund or other investment funds sponsored by TMREG); (ii) an entity with which TMREG or its affiliates or current or former members of their personnel has a relationship or from which such person derives a financial or other benefit, including relationships with joint venturers or co-venturers, or relationships where TMREG personnel are seconded, or from which TMREG receives secondees; or (iii) certain limited partners (or a limited partner of another fund) or their affiliates. For example, TMREG expects to be presented with opportunities to receive financing and/or other services in connection with a Fund's investments from certain limited partners or their affiliates that are engaged in lending or a related business. This discretion subjects TMREG to potential conflicts of interest,

because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance portfolio investment performance and, relatedly, returns of the Funds, TMREG has a potential incentive to recommend the related or other person (including a Limited Partner) because of its financial or business interest. Additionally, there is a possibility that TMREG, because of such incentive or for other reasons (including whether the use of such persons could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to TMREG, the Funds or other investment funds sponsored by TMREG or its affiliates), would favor such retention or continuation even if a better price and/or quality of service provider could be obtained from another person. TMREG will not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio investments to incur) such expenses. Although TMREG generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. Whether or not TMREG has a relationship with or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

The fact that TMREG's carried interest is based on a percentage of net profits creates an incentive for TMREG to cause the Funds to make riskier or more speculative investments or to hold an investment longer than otherwise would be the case. In addition, because the Funds have a fixed investment period after which capital from limited partners generally is only permitted to be drawn down in limited circumstances, and because the management fee is, at certain times during the life of a Fund, calculated based upon the invested capital of the Fund, the management fee structure creates an incentive for TMREG to deploy capital when it might not otherwise have done so.

In connection with its services to a Fund and its investments, TMREG, its affiliates and personnel expect to receive the benefit of certain tangible and intangible benefits. For example, in the course of TMREG's operations, including research, due diligence, investment monitoring, operational improvements and investment activities, TMREG and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to the Fund or portfolio investment (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "TMREG Information"). In many cases, TMREG Information will include tools, procedures and resources developed by TMREG to organize or systematize TMREG Information for ongoing or future use. Although TMREG expects a Fund and its portfolio investments generally to benefit from TMREG's possession of TMREG Information, it is possible that any benefits will be experienced solely by other or future TMREG funds or portfolio investments (or by TMREG and its personnel) and not by the Fund or portfolio investment from which TMREG Information was originally received or derived. TMREG Information will be the sole intellectual property of TMREG and solely for the use of TMREG. TMREG reserves the right to use, share, license, sell or monetize TMREG Information, without offsetting or otherwise reducing the Management Fees, and the Fund or portfolio investment will not receive any financial or other benefit of such use, sharing, licensure, sale or monetization. Additionally, expenses relating to the Fund or its portfolio investments are expected to be charged using credit cards or other widely available third-party rewards programs that provide airline miles, hotel stays, travel rewards, traveler loyalty or status programs, "points," "cash back," rebates, discounts and other

arrangements, perquisites and benefits under the available terms of such reward programs. Such terms are expected to vary from time to time, and any such rewards (whether or not de minimis or difficult to value) generally will inure to the benefit of the personnel participating in the rewards program, rather than the portfolio investments, the Funds or their respective investors; no such rewards will offset or otherwise reduce the management fees.

There is not expected to be an actively traded market for most of the securities owned by the Funds. When estimating fair value, TMREG will apply a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. Valuations are subject to multiple levels of review for approval. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities ultimately may be sold. The exercise of discretion in valuation by TMREG gives rise to potential conflicts of interest, including in connection with determining the amount and timing of distributions of carried interest and the calculation of management fees.

TMREG reserves the right, in its sole discretion, to provide or commit to provide co investment opportunities to one or more limited partners and/or other persons, in each case on terms to be determined by TMREG in its sole discretion. Potential conflicts of interest are expected to arise in the allocation of such co-investment opportunities. The allocation of co-investment opportunities, which are permitted to be made to one or more persons for any number of reasons as determined by TMREG in its sole discretion, may not be in the best interests of the Funds or any individual limited partner. In exercising its sole discretion in connection with such co-investment opportunities, TMREG reserves the right to consider some or all of a wide range of factors, including: expressed interest in co-investment opportunities; expertise of the prospective co-investor in the industry to which the investment opportunity relates; perceived ability to quickly execute on transactions; tax, regulatory, securities laws and/or other legal considerations (e.g., qualified purchaser or qualified institutional buyer status); confidentiality concerns that may arise in connection with providing the prospective co-investor with specific information relating to the investment opportunity; perceived ease of process in coordinating or completing the investment with the prospective co-investor or co-investors similar thereto; TMREG's perception of whether the investment opportunity may subject the prospective co-investor to legal, regulatory, reporting or other burdens that make it less likely that the prospective co-investor would act upon the investment opportunity if offered or would impair TMREG's ability to execute the relevant transaction in the desired time or on desired terms; size of the investment allocation and practicality of dividing it up among multiple co-investors; lender requirements; perceived public relations and reputational benefits or costs; existence of a formal or informal strategic relationship with the prospective co-investor; and whether TMREG believes that allocating investment opportunities to an investor or person will help establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant portfolio investment, other portfolio investments, the Fund or TMREG. Although TMREG reserves the right to consider a prospective co-investor's willingness to invest in future TMREG funds, such willingness generally will not be the sole determining factor considered by TMREG in identifying co-investors.

The Funds are permitted to co-invest with third parties through partnerships, joint ventures or other entities or arrangements. TMREG reserves the right to grant certain third-party investors the opportunity to evaluate specified amounts of prospective co-investments in Fund portfolio investments or otherwise to have a priority in co-investment opportunities. Such investments involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-venturer or partner may at any time have economic or business interests or goals that are inconsistent with those of a Fund, or may be in a position to take action contrary to the investment objectives of the Fund. In addition, a Fund may in certain circumstances be liable for actions of its third-party co-venturer or partner. There can be no assurance that a Fund's return from a transaction would be equal to and not less than the return of another party that was allocated a co-investment opportunity and that is participating in the same transaction.

TMREG reserves the right, from time to time, to form a co-investment vehicle in connection with the consummation of a transaction and such entity generally will bear expenses related to its formation and operation. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction or would otherwise be beneficial to the transaction, ultimately is not consummated, the full amount of any broken deal expenses and fees and expenses generated in the course of evaluating any such proposed transaction generally would be borne by the applicable Fund and not by any potential co-investors that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-investment or other vehicle in connection with such transaction, such vehicle is expected to bear its share of such expenses.

As a general matter, Fund expenses typically will be allocated among a Fund and co-investors (including co-investing TMREG funds) eligible to reimburse expenses of that kind. In all such cases, subject to applicable legal, contractual or similar restrictions, expense allocation decisions generally will be made by TMREG or its affiliates using their reasonable judgment, considering such factors as they deem relevant, but in their sole discretion. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate pro rata based on number of TMREG funds or co-investors receiving related benefits or proportionately in accordance with asset size, or in certain circumstances determining whether a particular expense has greater benefit to the Fund or TMREG or its affiliates. A Fund and the other TMREG funds generally have different expense reimbursement terms, including with respect to management fee offsets, which is expected from time to time to result in a Fund bearing different levels of expenses with respect to the same investment.

Furthermore, TMREG or its related persons expect to make decisions regarding whether and to whom to offer co-investment opportunities in consultation with other participants in the relevant transactions, such as a lender or co-sponsor. Co-investment opportunities typically will be offered to some and not to other limited partners, and the consideration of the factors set forth above likely will result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments have the potential to receive none. Allowing any co-investment generally reduces the amount of the relevant investment opportunity that theoretically could have been taken by a Fund, and because co-invest opportunities generally appeal to Fund investors and

third parties, TMREG expects to be subject to potential conflicts of interest in determining the amount of investment opportunity that should be allocated to a Fund. When and to the extent that employees and related persons of TMREG make capital investments in or alongside a Fund, TMREG is subject to conflicting interests in connection with these investments. TMREG's allocation of co-investment opportunities among the persons and in the manner discussed herein often will not result in proportional allocations among such persons, and such allocations likely will be more or less advantageous to some such persons relative to others.

From time to time, for strategic and other reasons, a co-investor or co-invest vehicle (including a co-investing TMREG fund) may purchase a portion of an investment from a Fund after the Fund has consummated its investment in the portfolio investment (also known as a post-closing sell-down or transfer), which generally will have been funded through Fund investor capital contributions and/or use of a Fund credit facility. Any such purchase from a Fund by a co-investor or co-invest vehicle generally will occur shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, but in certain instances could be well after the Fund's initial purchase. Where appropriate, and in TMREG's sole discretion, TMREG reserves the right to charge interest on the purchase to the co-investor or co-invest vehicle (or otherwise equitably to adjust the purchase price under certain conditions), and to seek reimbursement to a Fund for related costs. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the applicable Fund. To the extent a Fund makes use of a credit facility to invest in a portfolio investment or pay related expenses, it generally will not be reimbursed separately by co-investors for use of the facility.

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

TMREG recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its investors; (ii) its long-term business interests are best served by adherence to the principle that interests of investors come first; and (iii) it has a fiduciary duty to investors to act in or not opposed to the best interests of the Funds. All TMREG personnel are required to act in accordance with the implied contractual covenants of good faith and fair dealing in respect of their dealings with investors. All TMREG personnel must also comply with all federal securities laws.

TMREG's Code of Ethics (the "Code") governs a number of potential conflicts of interest which exist when providing advisory services to the investors in the Funds it manages. This Code is designed to ensure that TMREG meets its fiduciary obligations to investors and to instill a culture of compliance within TMREG. An additional benefit of the Code is to detect and prevent violations of securities laws.

The Code is distributed to each employee at the time of hire and annually thereafter. TMREG also supplements the Code with ongoing monitoring of employee activity. The Code includes a requirement to pre-clear and report certain employee personal securities transactions. On an annual basis, TMREG requires all employees to certify that they are in compliance with the Code. The Code is available to any client or prospective client upon request.

Related persons of TMREG may invest as limited partners in the Funds. In addition, related persons of TMREG may purchase interests in portfolio investments held by one or more of the Funds. Such purchases are subject to compliance with the Code.

Item 12: Brokerage Practices

In general, TMREG may select the broker used to effect transactions in real estate. In selecting brokers, TMREG considers the broker's execution capabilities, reputation and access to the markets for the real estate transactions. Although obtaining the lowest fee is a factor in selecting or recommending a real estate broker, TMREG does not necessarily direct transactions to the broker that offers the lowest commissions.

Item 13: Review of Accounts

Within 45 days after the end of each quarter, affiliates of TMREG will provide the limited partners of the Funds with a quarterly report of the applicable Fund's business and activities. Each Fund sends to its limited partners financial statements audited by the Funds' independent certified public accountant within 120 days after the end of each fiscal year. This annual reporting will include a summary description of each acquisition or disposition by the applicable Fund during the fiscal year, and a statement of all distributions made to the limited partner. Each Fund's annual report will include estimated values of its real estate investments. In addition, it is anticipated that each Fund will hold annual meetings offering limited partners the opportunity to review and discuss the Fund's activities. Investors should refer to the Governing Documents of each Fund for further information as to reports they can expect to receive.

Item 14: Client Referrals and Other Compensation

TMREG may engage the services of placement agents to assist in obtaining investors in the Funds. Terms may vary, but in certain circumstances where placement agent fees are payable, TMREG or an affiliate will be charged a placement fee payable to the placement agent through which such limited partner subscribed for an interest in the Funds. Generally, the placement fee is paid at closing and at times subsequent to closing.

Any compensation paid to a placement agent will be fully disclosed to Fund investors, consistent with applicable law. All such referral activities will be conducted in accordance with Rule 206(4)-1 under the Investment Advisers Act of 1940, as well as relevant SEC guidance. TMREG endeavors at all times to put the interests of the Funds first as part of its fiduciary duty. Nevertheless, the receipt of compensation by a placement agent creates a potential conflict of interest and may affect the judgment of placement agents when making referrals to the Funds.

Item 15: Custody

TMREG is deemed to have custody of the assets in the Funds. Each of the Funds are audited by a third-party accounting firm no less than annually.

The audited financial statements of the Funds are prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”). TMREG sends these audited financial statements to all investors within 120 days of fiscal year-end. In the event that a qualified custodian sends quarterly or more frequent account statements directly to investors, the investors should carefully review those statements and compare them to any statements they receive from TMREG.

Item 16: Investment Discretion

The Funds

Subject to the limitations provided in the applicable Fund's limited partnership agreement or limited liability company agreement, TMREG and its affiliates will have exclusive and complete authority and discretion to manage the operations and affairs of the Funds. Individual investors in the Funds do not have the ability to impose limitations on TMREG's discretionary authority.

Investors in the Funds should refer to the relevant Fund offering documents for complete information on investment objectives, strategies, and any restrictions. There is no assurance that the Funds will meet their performance objectives.

Item 17: Voting Client Securities

While the nature of TMREG's advisory business does not generally involve the voting of securities in a manner which would implicate the provisions of the proxy rule, however TMREG may exercise or be deemed to be exercising voting authority over securities held by each Fund, even though those securities are not public company securities and have generally been acquired through privately negotiated transactions. TMREG has adopted the Proxy Voting Policies and Procedures (the "Proxy Policy") to address how it will vote proxies, as applicable, for the Funds' (and any Fund's) portfolio investments. The Proxy Policy seeks to ensure that TMREG votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. TMREG generally believes its interests are aligned with those of each Fund's investors, for example, through the principals' beneficial ownership interests in such Fund and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that TMREG may address the conflict through other alternatives set forth in the Proxy Policy. Additionally, a Fund's advisory board is authorized to approve TMREG's vote in a particular solicitation. TMREG does not consider TMREG's receipt of management or other fees from portfolio investments to create a material conflict of interest in voting proxies with respect to such portfolio investments. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by TMREG when voting proxies on behalf of a Fund. Clients or investors that would like a copy of TMREG's complete Proxy Policy or information regarding how TMREG voted proxies for particular portfolio investment may contact John Ascenzo, TMREG's Chief Compliance Officer, at (214) 442-8150, and it will be provided at no charge.

Item 18: Financial Information

TMREG is financially capable of meeting all contractual commitments to its clients.