

INVESTMENT ADVISER BROCHURE

VILA, LLC

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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of VILA, LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (213) 306-5950. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

Registration as an investment adviser does not imply that the Adviser or any of its personnel possesses a particular level of skill or training in the investment advisory business or any other business. Additional information regarding the Adviser is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2. MATERIAL CHANGES

There have been no material changes since our last Brochure filed in March 2022 other than to update Regulatory Assets Under Management in Item 4.

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ITEM 4. ADVISORY BUSINESS

VILA, LLC (the “Adviser”) is a real estate investment management firm. Currently, VILA advises two pooled investment vehicles that acquire, hold, and operate multifamily residential real estate and mixed-use real estate (*i.e.*, real estate with residential, commercial, and in some cases office spaces) in joint-venture structures (each, a “Venture” and together, “Ventures”). The Adviser’s current focus is on properties in the Los Angeles metropolitan area, but it may expand its activities to other geographic areas in the future. Some Ventures may, as an incidental matter, invest in or hold real estate related securities, such as indebtedness secured by real estate or interests in real estate, and may invest cash awaiting investment or distribution in income-producing securities.

The Adviser is a California limited liability company, formed in December 2019. It is wholly-owned by Veritas Group, Inc. (“VGI”), which is, in turn, owned by Yat-Pang Au. VGI also owns certain companies that provide property management services, construction management services, leasing and marketing services related to real estate, and other non-investment services (together, “Real Estate Services”). Some of those companies will provide Real Estate Services to the Ventures. VGI also owns Veritas Investments, Inc. (“VII”), which provides real estate investment management services to certain entities that invest exclusively in real estate.

The advice provided by the Adviser to each Venture is tailored to meet the investment objectives and restrictions of that Venture, which have a specific geographic focus and investment strategy. The Adviser has discretion to make real estate investments that satisfy criteria agreed-upon at the inception of the Venture, to cause the Venture to leverage its holdings within agreed-upon limits, and to dispose of properties. Venture agreements contain provisions granting “lead” investors a voice in the timing and nature of dispositions of assets. Those agreements also require the Adviser to invest, or cause affiliates or other investment vehicles to invest, a specified minimum percentage of capital of a Venture alongside the lead investor (a “Sponsor Investment”).

Additionally, the Adviser provides real estate advisory services to affiliates of VILA that do not involve any advice relating to securities.

As of December 31, 2022, the Adviser managed Regulatory Assets Under Management of approximately US \$356.9 million on a discretionary basis.

ITEM 5. FEES AND COMPENSATION

The Adviser's compensation for each Venture is specified in that Venture's governing documents, which have been established through negotiations with the Venture's lead investor. The Adviser's compensation consists primarily of a quarterly asset management fee (an "Asset Management Fee"), and a participation in the Venture's cash flow and/or profits in excess of specified return thresholds (a "Promote").

Each Venture's Asset Management Fees is calculated as a percentage of the Venture's gross asset value as of specified calculation dates. The Adviser will either deduct the quarterly Asset Management Fee from the Venture's assets, or call capital from the Venture's investors to pay the Asset Management Fees, depending on whether the Venture has sufficient working capital to pay the fee. Asset Management Fees will be payable quarterly in arrears for the duration of the Venture.

The Promote for a Venture will consist of a percentage of the Venture's distributions of cash flow to its investors in excess of an agreed upon internal rate of return, as well as a percentage of the unrealized appreciation in the aggregate value of the Venture's assets, under specified circumstances and using specified valuation procedures. The percentage participation in such distributions (and appreciation) will increase as specified investor return targets are met.

The Ventures' governing documents provide that the Promote will be distributed (directly or indirectly) to entities owned by officers and employees of the Adviser and its affiliates and/or entities and individuals that have provided capital (directly or indirectly) for the Sponsor Investment will receive some or all of the Promote. Venture Agreements also provide that some or all of those other entities might bear the Promote and/or Asset Management Fees.

Where the Adviser has sourced the opportunity for a Venture to acquire a property, the Adviser receives an acquisition fee from the Venture, calculated as a percentage of the property's purchase price (an "Acquisition Fee"). Acquisition Fees may be payable at the closing of each covered acquisition through a capital call from each Venture's investors, or may be net with capital calls from the entities that provide capital for the Sponsor Investment.

The Adviser expects the Ventures to acquire Real Estate Services from certain affiliates of the Adviser and to pay fees to those affiliates. Those fees will generally be determined on an *ad hoc* basis, at what the Adviser considers to be market rates, and will generally be subject to approval by a Venture's unaffiliated investors (or a single lead investor) or an independent committee or representative.

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

As disclosed in Item 5 – Fees and Compensation, each Venture bears a Promote, based on that Venture’s distributions to investors and appreciation in asset value – in effect, based on that Venture’s performance. The Adviser does not expect to manage Ventures that do not provide for a Promote, or otherwise provide advice on a fixed-fee or solely asset-based fee basis. Further, the Ventures’ governing documents include exclusivity terms limiting the extent to which the Adviser may cause other clients to invest in properties of a particular type in a particular geographic area during the Ventures’ investment period. However, if the Adviser were concurrently managing multiple Ventures with overlapping investment criteria, and those Ventures’ governing documents provided different levels of compensation and/or had different performance characteristics, the Adviser could have an incentive to favor one Venture or client over others in order to maximize its compensation. In cases where investment opportunities meet the investment criteria of more than one Venture, the Adviser will allocate such investment opportunities based on an allocation policy that takes into account each Venture’s investment restrictions, liquidity, portfolio composition, investment objectives and policies, among other considerations.

The prospect of receiving a Promote may create an incentive for the Adviser to make investments on behalf of the Ventures that are riskier or more speculative than would be the case in the absence of the performance-based compensation arrangements. The Adviser manages the Ventures in accordance with the investment strategy as disclosed in each Venture’s governing documents.

ITEM 7. TYPES OF CLIENTS

The Adviser currently expects its clients to consist only of Ventures and entities that make Sponsor Investments in Ventures. It currently expects the majority of the capital in each Venture to be invested by a single institutional investor or group of related investors, acting as the lead investor, with the Sponsor Investment made by such other entities, generally related to and/or managed by the Adviser. Lead investors may include public or private pension and profit-sharing plans, investment partnerships, sovereign wealth funds, banks or other financial institutions, other investment entities, university endowments, and family offices. Ventures will typically be organized as limited liability companies or limited partnerships of which the Adviser or an affiliate is the managing member or the general partner. Entities that contribute to making Sponsor Investments in Ventures may include (directly or indirectly through pooled vehicles) principals or other employees of the Adviser, its associates or other related persons and members of their families, other service providers retained by the Adviser or its affiliates, and other pooled investment vehicles or institutional investors. Ventures may be formed under U.S. or non-U.S. laws and will not be required to be registered under the Investment Company Act of 1940, as amended.

To the extent a Venture has a minimum investment amount, that amount will be set forth in the relevant governing documents.

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

Investment and Operating Strategy

The Adviser's investment advisory services consist of identifying and evaluating real estate (and, to a limited extent, as permitted in relevant governing documents, other) investment opportunities, negotiating investments, managing, operating, developing, redeveloping, financing, refinancing and monitoring investments, and achieving dispositions for investments. The Adviser focuses on properties and markets that have structural inefficiencies and strategic fragmentation by targeting assets that are typically overlooked by other institutional investors due to size, condition, capital structure, or other challenges.

There can be no assurance that the Adviser will achieve the investment objectives of any Venture and a loss of investment is possible.

Risks of Investment

Each Client (and the investors in a Venture) bears the risk of loss that the Adviser's investment strategy entails. The risks involved with the Adviser's investment strategy and an investment in a Venture include, but are not limited to, the risks outlined below. Risk factors below describing risks to a Venture are also applicable to any account that the Adviser may manage.

Real Estate Risks. Real property investments are subject to varying degrees of risk. If a Venture's investments do not generate revenues sufficient to meet operating expenses, the Venture may be required to borrow additional amounts to cover fixed costs, adversely affecting the cash flow of the Venture and its ability to make distributions to its investors. Investors should not subscribe to or invest in a Venture unless they can readily bear the loss of their entire investment. A Venture's revenues and the value of its properties may be adversely affected by a number of factors, including local economic climate and real estate conditions; the Venture's ability to provide adequate management, maintenance, and insurance; the financial condition of tenants, buyers and sellers of property; the expense of periodically renovating, repairing, and re-letting spaces; structural or property level latent defects; uninsured losses or delays; increasing operating costs which may not be passed through to tenants; acts of God and other factors beyond the Venture's control. Certain significant expenditures associated with investments in real estate (such as mortgage payments, real estate taxes, insurance and maintenance costs) are generally not reduced when circumstances cause a reduction in rental revenues. Real estate values are also affected by such factors as compliance with applicable laws, including laws regarding zoning and usage, environmental and tax laws, interest rate levels, and the availability of financing.

Risks Related to Acquisition of Properties. A Venture may not be successful in identifying attractive properties or may not be successful in consummating acquisitions of identified properties. Acquired properties may not perform as anticipated and any costs for rehabilitation, repositioning, renovation, and improvements may exceed the Adviser's estimates. Acquired properties or entities may be subject to unforeseen liabilities, such as liabilities for clean-up of undisclosed environmental contaminations, claims by tenants (e.g., related to ownership or operation of the property, including security deposits or habitability issues), claims by vendors or other persons dealing with the former owners of the properties, liabilities incurred in the ordinary course of business, and claims for indemnification by persons indemnified by the former owners of the properties. If a liability were

asserted against a Venture based on ownership of any of these entities or properties, the Venture may have to pay substantial sums to defend or settle it which could materially and adversely affect cash flows.

Declines in Real Estate Valuations, Generally. Events and changes in circumstances may cause the value a Venture's properties to decline and prevent the Venture from recovering its investment. Such events could include an economic downturn (local, regional, or general), a significant adverse change in the extent or manner the property is being used or in its physical condition, an accumulation of costs significantly in excess of the amount originally expected for the property's acquisition or development, or increases in operating costs that result in negative net operating income.

Impact of Climate Change or Natural Disaster. A Venture may be exposed to potential physical risks from possible future changes in climate. A Venture's properties may be exposed to historically rare catastrophic weather events, such as severe storms, floods, and, in some areas, wildfire. If the frequency of extreme weather events increases due to climate change, a Venture's exposure to these events could increase. In addition, a Venture may be adversely impacted by regulatory changes related to climate change as a result of potential impacts of such changes on energy efficiency standards for buildings, which could materially and adversely affect a Venture's return on its properties. In addition, the Adviser expects to focus investments in California, where properties may be subject to damage or destruction by earthquake.

Risks of Limited or No Warranties. A Venture may acquire properties that are sold in "as is" condition, on a "where is" basis and "with all faults," without any warranties of merchantability or fitness for a particular use or purpose. In other acquisitions, the purchase agreements may contain only limited warranties, representations and indemnifications that will only survive for a limited period after the closing. Also, many sellers of real estate are single-purpose entities without any other significant assets. The purchase of properties with limited warranties or from undercapitalized sellers increases the risk that a Venture may lose some or all of its invested capital in the property (and in some cases, have liabilities greater than such Venture's investment) as well as the loss of rental revenue from such property.

Competition and Difficulty of Locating Suitable Investments. The ultimate success of each Venture will hinge on its ability to locate attractive properties. A Venture could face significant competition for investment opportunities from other real estate investment vehicles, individuals, financial institutions, and institutional investors who may have better local knowledge and relationships or greater access to funding than the Venture, all of which may result in difficulty in acquiring desirable investments at reasonable prices or operating costs, an increase in construction costs, difficulty in obtaining high quality contractors and qualified employees and competition in attracting tenants, among other risks. Any such developments could have a material adverse effect on a Venture's investments, financial condition, results of operations and prospects and there can be no assurances that attractive candidates will be found in sufficient quantity to allow all of the capital commitments to be drawn over the Venture's investment period. There can be no guaranty that a Venture will be able to locate, complete, and exit investments that satisfy its rate of return objectives, or realize upon their values, or that the Venture will be able to fully invest all capital committed for investment. If a Venture makes only a limited number of investments, the aggregate returns realized by the investors could be adversely affected in a material manner by the unfavorable performance of even one such investment.

Impact of Government Regulations. Government authorities at all levels are actively involved in the regulation of land use and zoning, residential landlord-tenant relationships (including rent control and vacancy decontrol), environmental protection and safety, and other matters affecting the ownership, use, and operation of real property. Owning and operating multifamily residential properties, particularly in urban areas, are particularly subject to regulation relating to rental rates (rent control), rental practices, accessibility, and habitability. Such regulation is often imposed and implemented at the local (city and/or county) level, and can change rapidly, based on local political forces and developments. New regulations could restrict or curtail certain uses of existing structures or require that structures be renovated or altered potentially materially. The promulgation and enforcement of such regulations could decrease revenue and/or increase expenses, lowering the income or rate of return, as well as adversely affect the value of any of a Venture's investments.

Concentration of Investments. A Venture may concentrate its real estate investments in a single region and a single type of property or properties targeting a particular type of tenant. As a result, adverse developments in a particular region or that affect a particular economic sector or demographic could have extreme adverse effects on a Venture.

Illiquid Nature of Real Estate Investments. Real estate is inherently less liquid than many other types of investments and there may not be a readily available market for a Venture's investments at a time the Venture seeks to dispose of it. Properties may be subject to legal, contractual, and other limitations on transfer that could adversely affect the terms that could be obtained upon any disposition thereof. There can be no assurance that a Venture will be able to dispose of an investment when it finds disposition advantageous, or that the sale price of any investment will recoup or exceed the amount of an investment by the Venture. Market illiquidity could prevent a Venture from effecting dispositions of its properties at desired times or require the Venture to accept "in kind consideration" and consequently result in distributions "in kind" to investors. Factors affecting conditions in the real estate debt markets may adversely affect a Venture's ability to refinance indebtedness as it matures. The possibility of partial or total loss of capital will exist, and investors should not subscribe unless they can readily bear the consequences of such loss.

Hedging Arrangements. The Adviser may (but is not obligated to) attempt to manage a Venture's interest rate exposures, typically through rate caps, where available and appropriate. Such hedging arrangements may be expensive and may reduce a Venture's returns.

Investments in Real Estate Debt. A Venture may acquire and hold direct or indirect investments in real estate-related debt instruments, including mezzanine or junior indebtedness secured by or related to real estate. In addition to the risks of borrower default (including loss of principal and nonpayment of interest) and the risks associated with real estate investments generally, real-estate related debt investments can subject a Venture to such risks as illiquidity, lack of control, risk of mismanagement or decline in value of collateral, contested foreclosures, bankruptcy of the debtor, claims for lender liability, violations of usury laws and the imposition of common law or statutory restrictions on the exercise of contractual remedies for defaults of such investments. Debt investments have special inherent risks relative to collateral value. In the event of default, the source of repayment is limited to the value of the collateral and may be subordinate to other lien holders (and the collateral value of the property may be less than the outstanding amount of the investment). Real estate loans acquired by a Venture may be at the time of their acquisition, or may become after origination, participation or acquisition, non-performing for a wide variety of reasons. Non-performing real estate loans may require a substantial amount of workout negotiations and/or

restructuring, which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of such loan. To the extent that a Venture purchases partial interests in non-performing loans, the Venture may not have control over the workout process and the management of the real estate assets. It may be necessary or desirable to foreclose on collateral securing one or more real estate loans purchased by a Venture, and the foreclosure process can be lengthy and expensive.

Construction or Renovation Risks. A Venture may acquire a property intending to renovate or improve it. In particular, a Venture may purchase older properties that may require extensive renovations and other capital improvements. Properties may have ongoing needs for renovations and other capital improvements, some of which may not have been anticipated upon the property's acquisition. If renovations and other capital expenditures are not made, properties may become unattractive to tenants, and generate lower revenues. Lenders may require that certain amounts be set aside periodically for capital improvements to a Venture's properties. If a Venture is unable to obtain the capital necessary to make required periodic capital expenditures and renovate its properties on favorable terms, or at all, the business, financial condition, results of operations, cash flows of a Venture's investments, and, ultimately, such Venture's ability to make distributions to limited partners could be materially and adversely affected.

Potential Environmental Liabilities. Under various federal, state, and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow funds using such property as collateral, which could have an adverse effect on a Venture's return from such investment.

Casualty and Condemnation. Investments in real estate are subject to the risks of partial or total condemnation under laws or regulations and the risks of casualty arising from such forces as fire, earthquake, flood, or extreme weather. A Venture's investments may be subject to one or more of the following liabilities: (i) lenders may require prepayments of outstanding loans with any proceeds arising from a casualty or condemnation recovery event (e.g., insurance coverage), (ii) insurance coverage may not be sufficient to cover the Venture's obligations or losses, (iii) renovations or developments may be delayed, and (iii) if the Venture is engaged in a sale of an affected property, it may bear the risk of loss for casualty or condemnation through the date the disposition is consummated.

Risks of Leverage. The Adviser expects Ventures to leverage investments with debt financing. Such leverage will generally be non-recourse to a Venture's investors, other than potentially to the extent of their unfunded capital commitments. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also substantially increase the risk of loss. The cost and availability of borrowing is highly dependent on the state of the broader credit markets, which is difficult to accurately forecast. During times when credit markets are unfavorable, it may be difficult to obtain or maintain the desired degree of borrowing. To the extent a Venture is unable to secure the amount of borrowing it seeks, this may affect not only the number

of investments the Venture can make, but could also have an adverse effect on the value of the investments and on the returns to investors. In some cases, it may not be possible to finalize the borrowing for a particular investment before its acquisition by a Venture, requiring the Venture to devote more capital to the investment than intended, at least temporarily.

Subscription Lines. A Venture may use lines of credit secured by investors' capital commitments (referred to as subscription lines of credit) to finance acquisitions or operations. This type of borrowing can subject investors to, among other risks or costs, potential acceleration of capital calls (e.g., if a Venture defaults on its repayment obligations). It can also involve costs, such as commitment fees and upfront fees, that a Venture would not otherwise incur. Because a subscription line's interest rate is usually based on the creditworthiness of the relevant Venture's investors and the terms of the Venture's governing documents, it may be higher than the interest rate that an investor could obtain individually or that the Venture could obtain on indebtedness secured by the Venture's properties. Subscription lines may also include restrictions on Venture investors' rights to transfer their interests and require investors to provide financial information.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises, epidemics or pandemics, presidential, congressional and other elections, or other sources of political, social or economic unrest. Widespread erosion of such confidence may lead to or extend a localized or global economic downturn. Furthermore, such confidence may be adversely affected by local, regional or global health crises including but not limited to the rapid and pandemic spread of novel viruses such as SARS, MERS and COVID-19. Such health crises could exacerbate political, social and economic risks previously mentioned and result in significant breakdowns, delays and other disruptions on a local, regional and global scale, which are likely to have adverse effects on the operating performance of affected investments. A climate of uncertainty, including the spread of infectious viruses or diseases, may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, increased unemployment, limited availability of credit for consumers, homeowners and businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally, on the cash flows from and other financial performance of a Venture's investments, on the value of a Venture's investments, and more generally on the ability of a Venture to execute its strategy.

Public Health Emergencies. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases, have and may in the future result in market volatility and disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to a Venture.

In an effort to contain public health emergencies, national, regional and local governments, as well as private businesses and other organizations, have implemented and may in the future implement or revise severely restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including "stay-at-home," "shelter in place" and similar orders), ordering the closure of large numbers of offices, businesses, schools, and other public venues, and limiting the remedies that lenders and property owners may pursue for defaults on certain rental and debt-repayment obligations. These and other

measures can result in significantly diminished global economic production and activity of all kinds and have contributed to both volatility and a severe decline in all financial markets. Among other things, these developments may result in material reductions in demand across most categories of consumers and businesses, dislocation (or in some cases a complete halt) in the credit and capital markets, labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels in the United States and several other countries, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

Measures intended to provide relief to some economic participants (e.g. requiring landlords to forbear from evicting tenants that are unable to or do not pay rent or lenders to forbear from exercising default-related remedies for specified periods) may impose burdens and increase economic strain on others, particularly residential landlords (such as Ventures) and lenders. Political factors that are changing rapidly may delay some needed relief and create dislocations or opportunities to some businesses.

Furthermore, uncertainty can result in or coincide with, among other things: increased volatility in the financial markets for securities, derivatives, loans, credit and currency; a decrease in the reliability of market prices and difficulty in valuing assets; greater fluctuations in spreads on debt investments and currency exchange rates; increased risk of default (by both government and private obligors and issuers); further social, economic, and political instability; nationalization of private enterprise; greater governmental involvement in the economy or in social factors that impact the economy; changes to governmental regulation and supervision of the loan, securities, derivatives and currency markets and market participants and decreased or revised monitoring of such markets by governments or self-regulatory organizations and reduced enforcement of regulations; limitations on the activities of investors in such markets; controls or restrictions on foreign investment, capital controls and limitations on repatriation of invested capital; the significant loss of liquidity and the inability to purchase, sell and otherwise investments; unavailability of currency hedging techniques; substantial, and in some periods extremely high, rates of inflation, which can last many years and have substantial negative effects on credit and securities markets as well as the economy as a whole; recessions; and difficulties in obtaining and/or enforcing legal judgments.

The ultimate impact of such health emergencies — and the resulting potential decline in economic and commercial activity across economies — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, although ongoing and potential additional materially adverse effects, including global or regional economic downturns (including a recession) of indeterminate duration and severity, are possible. The extent of such a health emergency's impact will depend on many factors, including the ultimate duration and scope of the public health emergency and the restrictive countermeasures being undertaken, as well as the effectiveness of other governmental, legislative and financial and monetary policy interventions designed to mitigate the crisis and address its negative externalities, all of which are evolving rapidly and may have unpredictable results. Even if economies are able to fully “re-open,” it is difficult to assess what the longer-term impacts of an extended period of economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior.

Valuation of Investments. Depending on the specific terms of a Venture's governing documents,

the value a Venture assigns to its assets may have a significant effect on the Adviser's compensation—both its Asset Management Fee (if based on the Venture's gross asset value) and its Promote (to the extent a Promote may be based on assets' unrealized appreciation). A Venture's governing documents will generally include protocols for determining the value of the Venture's assets. However, there can be no assurance that the Adviser's valuation decisions with respect to an asset will represent the value that the Venture could realize if it were to attempt to dispose of an asset at the time of the valuation or the value the Venture will realize on its eventual disposition of the asset. Accordingly, valuation decisions made affect the Adviser's compensation and/or management decisions with respect to a Venture's assets and risks.

Cybersecurity Risks. The Adviser collects and stores sensitive data in its data centers and on its networks, including proprietary business information of the Ventures, the Limited Partners, and other business partners, and personally identifiable information of the Limited Partners, other business partners, tenants, and employees. The secure processing, maintenance, and transmission of such information is critical to the Adviser's operations. Despite security measures, information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasances, or other disruptions. To the extent that the Adviser is subject to cyber-attack or other unauthorized access is gained to its systems, the Ventures that the Advisers manage may be subject to substantial losses in the form of stolen, lost or corrupted (i) tenant data or payment information; (ii) tenant or financial information; (iii) real estate software, contact lists or other databases; (iv) real estate proprietary information or trade secrets; or (v) other items. In certain events, the Adviser's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a Venture to substantial losses.

Financial Institution Risk; Distress Events. An investment in a Venture is subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a "**Financial Institution**") of some or all of a Venture's (or any portfolio investment's) assets fails to timely perform or otherwise defaults on its obligations or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty (each, a "**Distress Event**"). Distress Events can be caused by factors including, but not limited to, eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences a Distress Event, the Adviser, a Venture or one or more of a Venture's portfolio investments may be unable to access deposits, borrowing facilities or other services, either permanently or for an extended, potentially indeterminate, period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by government-sponsored organizations such as the Federal Deposit Insurance Corporation, in the case of banks, and the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the stated amounts are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose comparable risk of loss. While in recent years governmental intervention has resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that such intervention will occur in connection with any future Distress Event or that any such intervention undertaken will be successful or avoid the risks of loss, delays or negative impacts on banking or brokerage conditions or markets.

Any Distress Event could have a potentially adverse effect on the ability of the Adviser to manage a Venture and its investments, and on the ability of the Adviser, a Venture and any portfolio investment

to maintain operations, which, in each case, could result in significant losses and in unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event a Venture is unable to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of a Venture to access capital contributions or otherwise); the inability of a Venture to acquire or dispose of investments, including at prices that the Adviser believes reflect the fair value of such investments; and the inability of the Adviser or the portfolio investments to make payroll, fulfill obligations or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that a Venture or a portfolio investment will incur additional expenses or delays, or incur additional expenses, in putting in place alternative arrangements, or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, availability, access to capital or otherwise). To the extent the Adviser is able to exercise contractual remedies under agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses, delays or other negative impacts. A Venture and its portfolio investments are subject to similar risks if a Financial Institution utilized by investors in a Venture or by suppliers, vendors, contractors, service providers or other counterparties of a Venture or a portfolio investment becomes subject to a Distress Event, which could have a material adverse effect on a Venture and/or one or more of its portfolio investments.

Many Financial Institutions require, as a condition to using certain of their services (often including lending services), that the Adviser and/or a Venture maintain all or a set amount or percentage of their respective accounts or assets with that Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although the Adviser seeks to do business with Financial Institutions that it believes are established, well-capitalized and capable of fulfilling their respective obligations to a Venture, the Adviser is under no obligation to use a minimum number of Financial Institutions with respect to a Venture or to maintain account balances at or below the relevant insured amounts, and the rapid collapse in the first quarter of 2023 of several seemingly well-capitalized and established institutions demonstrates that there are limits to the effectiveness of this approach in avoiding counterparty exposure. Under certain circumstances, such as receiving capital contributions pursuant to a capital call or proceeds from a disposition, a Venture will not be able to maintain account balances at or below any relevant insured amounts.

Conflicts of Interest

The Adviser may cause a Venture to use affiliates of the Adviser to provide Real Estate Services. While the Adviser generally expects Ventures' governing documents to contain procedures for investor approval of such arrangements, there may be circumstances in which the Adviser engages such affiliates in its discretion. There can be no assurance that the rates a Venture pays the Adviser's affiliates will always be as low as rates at which the Venture could acquire the same or equivalent services from a provider unaffiliated with the Adviser.

The Adviser may cause a Venture to share some of its expenses with other Ventures and/or with real estate investment entities that the Adviser's affiliates manage or in which they have an interest, or with the Adviser or its affiliates themselves. In such cases, the Adviser may be required to allocate those expenses among the various entities that share them. The Adviser may have an

incentive to allocate more of a particular expense to Ventures than to itself or its affiliates, or to allocate more to certain Ventures than to others or to real estate investment entities with which it or its affiliates have relationships. The Adviser will follow policies and procedures for allocating such amounts that are intended to cause the allocation to be equitable for all relevant entities and, where applicable, that are consistent with Ventures' governing documents.

Because certain expenses are paid for by a Venture or, if incurred by the Adviser, are reimbursed by a Venture, the Adviser may not necessarily seek out the lowest cost options when incurring (or causing a Venture to incur) such expenses.

Ventures may engage, and pay fees to, consultants and other service providers, including service providers that regularly provide services to one or more other Ventures, to real estate vehicles that the Adviser's affiliates manage or in which they have an interest, or to the Adviser's affiliates themselves. While the Adviser expects its and its affiliates' relationships with such service providers will generally permit Ventures to obtain favorable pricing and services, there could be circumstances in which the Adviser could have an incentive to cause a Venture to pay a service provider more compensation, or to use more of a service provider's services, than would otherwise be optimal, in order to enhance its or its affiliates' relationship with the service provider.

Any of these situations subjects the Adviser to potential conflicts of interest. The Adviser attempts to resolve such conflicts of interest in light of its obligations to each Client. To the extent that an investment or relationship raises particular conflicts of interest, the Adviser will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict.

The Adviser could cause or advise a Venture to buy a property from, or sell property to, another Venture or other account managed by the Adviser or an affiliate of the Adviser. For example, upon its launch, a Venture could acquire properties that have been "warehoused" In such a case, the Adviser could have an incentive to favor one party's interests over the other's in determining the price, other terms, or even the desirability of the transaction. If it were to pursue such a transaction, it would comply with any provisions of the relevant Ventures' governing documents regarding investor consents and/or third party valuation or other involvement and would otherwise employ procedures it considers appropriate to cause the terms of the transaction to be equitable for both parties.

ITEM 9. DISCIPLINARY INFORMATION

The Adviser and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither the Adviser nor any of its executive officers is registered, or has an application pending to register, as a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator or a commodity trading adviser.

As noted in Item 3 – Advisory Business, in Item 4 – Fees and Compensation, and in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, several affiliates of the Adviser, including VII, are involved in various real estate-related activities, and some of them will provide services to and be compensated by Ventures. The Adviser has entered into a Services Agreement with VII under which VII will provide certain operational and administrative services to the Adviser. Yat-Pang Au, the owner of the Adviser’s parent company, is the Adviser’s Chief Executive Officer, and one member of the Adviser’s investment team is a member of a real estate investment related committee of VII.

The Adviser expects to be affiliated with entities that may sponsor Ventures and will generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

The Adviser has adopted a Code of Ethics (the “Code”), which sets forth standards of conduct that are expected of the Adviser’s principals and employees and addresses conflicts that could arise from personal trading of securities. Among other things, the Code requires certain Adviser personnel to report their personal securities transactions and requires them to obtain pre-clearance before acquiring certain types of securities. In addition, the Code requires the Adviser’s personnel to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information. A copy of the Code will be provided to any investor or prospective investor upon request to Tracy Lo, the Adviser’s Chief Compliance Officer, at (415) 513-5720.

Please see discussion in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, regarding certain potential conflicts of interest that could arise out of the Adviser’s and its affiliates’ activities.

ITEM 12. BROKERAGE PRACTICES

Due to the nature of Ventures' investments, the Adviser does not expect to use broker-dealers for Ventures' transactions.

ITEM 13. REVIEW OF ACCOUNTS

The investments made by the Ventures will be generally private, illiquid, and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of investments. However, the Adviser monitors investments and the Adviser's Chief Compliance Officer periodically checks to confirm that each Venture is maintained in accordance with its stated objectives.

The Adviser will generally provide to Ventures' investors (i) annual audited and quarterly unaudited financial statements, (ii) annual tax information necessary for investors' tax returns, and (iii) annual reports providing a narrative summary of the status of portfolio investments.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser expects to compensate (or cause an affiliate to compensate) a broker that is registered under the Securities Exchange Act of 1934 for assistance in raising capital for Ventures. Such fees may be a combination of base fees and additional compensation based on amounts of capital raised.

ITEM 15. CUSTODY

The Adviser or one or more of its affiliates may be deemed to have custody of some or all Ventures' and related entities' funds and securities, because of the Adviser's or those affiliates' status as manager or general partner of those Ventures or entities. In those cases, the Adviser will cause those funds and securities to be held by one or more qualified custodians in the Venture's or other entity's name and will cause the Venture or other entity to provide its investors with audited financial statements, prepared in accordance with generally accepted accounting principles, within 120 days after the end of each of the relevant Venture's or other entity's fiscal years or will otherwise comply with Rule 206(4)-2 under the Advisers Act.

ITEM 16.INVESTMENT DISCRETION

As noted in Item 1 – Advisory Business, the Adviser will generally have investment discretion over Ventures, but the extent of, and limits on, that discretion will differ among Ventures and are set forth in their respective governing documents.

ITEM 17. VOTING CLIENT SECURITIES

This item does not apply to the Adviser because the Ventures do not invest in any publicly traded securities that require the voting of proxy proposals, amendments, consents or resolutions.

ITEM 18. FINANCIAL INFORMATION

The Adviser is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to the Ventures.