#### APPLICATION NUMBER

#### CITY OF CHICAGO AN APPLICATION TO THE CHICAGO PLAN COMMISSION UNDER THE LAKE MICHIGAN AND CHICAGO LAKEFRONT PROTECTION ORDINANCE

#### (This Application Must Be Typewritten)

The Chicago Plan Commission has provided this Application Form in accordance with Section 194B-6.1 (a) of the Lake Michigan and Chicago Lakefront Protection Ordinance. The Conditions under which the provisions of this Ordinance are applicable are stated in Section 194B-5.1 of the Ordinance. The process of Plan Commission review and public hearing on each proposal within the Lake Michigan and Chicago Lakefront Protection District will commence with the Applicant's submission to the Chicago Plan Commission of a completed Application Form and the required proof of notice. Strict compliance with Section 194B-6.1(c) is required.

The staff of the Department of Planning is available to provide technical assistance to the Applicant, before preparation of his application, during the processing stages, and to review the application at submission to the Chicago Plan Commission. Copies of the Ordinance and this Application Form and examples of forms for both notification and proof of notice, are available from the Commissioner of Planning, in Room 1003, Lakefront Unit, City Hall, 121 N. La Salle Street, Chicago, Illinois 60602. Phone 744-6551.

This Application Form consists of Five Parts on 17 pages:

Part One:	General Information
Part Two:	Character of Proposal
Part Three:	Zoning Information
Part Four:	Potential Impact of Proposal (2 Sections)
Part Five:	Disclosure Forms (6 Sections)

A copy of this Application will be available for public inspection in the office of the Commissioner of Planning, Room 1000, five days prior to the date of which the public hearing on this Application before the Chicago Plan Commission is to commence.

-SECTION H	BELOW FOR OFFICE USE ONLY-
Date of receipt in DP:	ZBA action necessary?yesno: Type and
In Bldgs.:	Status:
Date of Applicant Notice to taxpayers of record:	Disclosure necessary? yes no
	Simultaneous Planned Development
Date set for public hearing:	processing yes no
Date on which Plan Commission published newspaper notice:	Previous Application this address? yes no; number:
Date of publication of report of Commissioner of DP:	Zoning map amendment? yes no: #
	DISPOSITION
Date forwarded to: DIS: DSS:	Approved
DPW: Pk. D:	Disapproved
Other:	Continued, to:
·	Date Applicant notified of decision:
SITE ADDRESS	2344 East 70th Place

## GUIDELINES FOR COMPLETING PART ONE OF THE APPLICATION

Part One of this Application provides general information to the Plan Commission for use in preparing its public notices of the proposal set forth in the Application and in preparing its review of that proposal.

- 1. The date entered in I. should be the date on which the Application is filed.
- 2. The location of the site of the proposal should be given by street address; if there is no address, the location must be described in relation to existing streets, rights-of-way or other fixed points of reference.
- 3. The Applicant must state his own name, address and telephone number and the name, address and telephone number of the owner of the subject property. The Applicant must be either the owner of the subject property or his duly authorized agent or representative, and, if the Applicant is an agent or representative, the Applicant must submit proof to the Commission that he is authorized to represent the owner of the subject property.

Whenever the ownership of the subject property is complex - a partnership, corporation, land trust or association - the Applicant shall so indicate. Further, the Commission may require disclosure of all real parties of interest in the subject property.

- 4. The description of a proposal should include, at a minimum, types of land uses and space uses, floor area, number of dwelling units and height of proposed structures in feet or stories. Additional concise information may also be included.
- 5. Under the provisions of Section 194B-6.1(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance, the Applicant must submit to the Commission at the time of filing an Application a list of the names and last known addresses of the owners of all property on which notice must be served, the method of service employed, the names and addresses of persons so served, and a statement certifying that the Applicant has complied with the noticing provisions of Section 194B-6.1(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance. The Commission will not accept an application unless and until the Applicant furnishes the required list and certificate.
- 6. If there are any other approvals required from other public agencies before the Applicant can proceed with his proposal, they should be listed; except that other City of Chicago licenses and permits may be omitted as items requiring listing herein. If no other approvals are required, enter "NONE" under VI A. Examples of items which should be listed include approval of FHA financing, a U.S. Corps of Engineers permit, Federal Aviation Authority Approval, among others.

## PART ONE: GENERAL INFORMATION

Date	of Application: March 22 , 20 21 .				
Addı	of Application: <u>March 22</u> , 20 <u>21</u> . ress or location of the Site of the Proposal: <u>2344 East 70th Place</u> .				
Infor	rmation on the Applicant and the Owner				
A.	11				
	1. Name: Shorewind Towers and Court, LLC Phone: 312-636-6937				
	2. Address: 268 Bush St., Ste. 3534, San Francisco, CA 94104				
B.	Owner				
	Name:   Same as Applicant   Phone:				
	2. Address:				
C.	If the Applicant is not the owner, check here that proof has been attached				
	to this Application that the Applicant is the duly authorized agent or				
	representative of the owner.				
D.	If the ownership of the subject property is complex, the Applicant shall indicate				
D.	the type of ownership:				
	1Land Trust2Partnership or Association3Corporation4. Limited Liability Company				
	3       Corporation       4. Limited Liability Company				
Briet	f Description of the Proposal:				
	ansion of a 27-space surface accessory parking lot by 21 spaces for a tota				
	8 spaces to provide additional off-site accessory parking for the building				
	ted at 7000 S. South Shore Dr.				
	noticing provisions of Section 194B-6.1(c) have been completed as they apply to t				
Appl	licant: Check here <u>X</u> . Applicant must also obtain the following approvals in addition to the approval of t				
	Applicant must also obtain the following approvals in addition to the approval of the Commission:				
A.					
11.	secured under ZBA Cal. Nos. 100-21-S and 101-21-Z				
	Agency: ZBA				
B.	Nature of Approval:				
	Agency:				
C.	Nature of Approval:				
	Agency:				
	- · · · · · · · · · · · · · · · · · · ·				
	Address: 2344 East 70th Place				

## GUIDELINES FOR COMPLETING PART TWO OF THE APPLICATION

All graphic materials must be submitted in an 8.5" x 11" format and must be suitable for clear and sharp, black and white reproduction. Each map or diagram should have a scale and a north arrow. Each sheet of graphic material must be labeled with the appropriate figure number. If there are multiple sheets comprising one figure - for example figure 4 - those sheets should be labeled consecutively, for example Figure 4-1, Figure 4-2, etc., and each sheet should contain the address of the site of the proposal in the lower left corner.

For Figure 1, the Applicant should consider the "vicinity of the site" to be at least as extensive as the area for which he is required to give notice plus any intervening streets or other public rightsof-way.

For Figures 3 and 4, the Applicant should consider that "recreation areas" and "recreation space and facilities" include game courts, swimming pools and pool areas, game rooms, exercise rooms, party rooms, community rooms, observation decks and sun decks.

The required narrative statement should describe the features of the proposed development, including size and mix of dwelling units, mix of uses on the site, etc. It should present a basic rationale for the development.

For Figure 6, the Applicant is urged to provide any materials at 8.5" x 11" which will facilitate the review of his Application.

## PART TWO: CHARACTER OF THE PROPOSAL

This portion of the Application must be completed by attaching the following items, correctly sized and labeled, to the Application:

- I. Figure 1: A <u>Map of the Vicinity of the Site</u>, showing Lake Michigan, lakefront parks, preferential streets, schools, parks, major institutions. All streets on this map should be named, and the outline and height on all structures on properties immediately adjacent to the site of the proposal must be shown. **Attached**
- II. Figure 2: A <u>Map of the Existing Site</u>, showing locations and dimensions of lot lines; contour intervals (5-foot) ; existing structures, walkways, driveways, special features. **Attached**
- III. Figure 3: The <u>Proposed Site Plan</u>, showing locations and dimensions of proposed structures, driveways and walkways; proposed exterior parking areas; proposed exterior open space and recreation areas. **Attached**
- IV. Figure 4: <u>Proposed Floor Plans</u>, including the ground floor, a typical floor, any floor with recreation space or facilities. **N/A**
- V. Figure 5: An <u>Elevation or Cross-section</u>, showing the height and number of stories for all proposed structures. **N/A**
- VI. Narrative: <u>A Statement Describing the Proposed Development.</u>

## Attached

In addition, the Applicant is encouraged to provide additional graphic materials, visual aids; e.g., photographs, renderings, data tables, among others. Any such exhibits shall be labeled Figure 6.

## Attached

## PART THREE: ZONING INFORMATION

The Applicant shall provide the basic data on zoning considerations for the site of the proposal. Calculations may be shown below on this page and on page 8.

I. Is a planned development ordinance or an amendment to an existing planned development required or permitted for the subject site?

\_\_\_\_ required \_\_\_\_ permitted \_\_\_\_ no

If a planned development approach is required, <u>or</u> if it is permitted and the Applicant chooses to seek a planned development amendment, the Applicant is not required to complete the remainder of Part Three of this Application Form.

Address: 2344 East 70th Place

II Is Zoning Board of Appeals approval a variation or a special use either necessary or

contemplated in relation to the Applicant's proposal? \_\_\_\_\_yes \_\_\_X no.

If "yes," please explain the nature of the approval.

- III. Net Site Area and Existing Zoning District Classification (list that portion of the net site area in each): District Classification Area A. <u>RM5</u> 15,988 sq. ft. B.\_\_\_\_\_ sq. ft. C.\_\_\_\_\_ sq. ft. D. Total Net Site Area: 15,988 sq. ft. IV. Dwelling Units A. Maximum units allowed 1. Without efficiency units: 39 2. With maximum percent of efficiency units: 39.
  - B. Proposed number of units
    - 1. Dwelling units: <u>0</u>.
    - 2. Efficiency Units: <u>0</u>.
    - 3. Total Units: \_\_\_\_0\_\_\_.
- C. Does the Applicant intend to increase allowable floor area by reducing the number of units constructed below the maximum allowed?

If "yes" there will be \_\_\_\_\_ units fewer than the maximum allowed, and the Floor Area Ratio for the site will be increased by \_\_\_\_\_ %.

Address: 2344 East 70th Place

This page for calculations.

Address: 5946 - 62 N. Sheridan Road

V. Bulk

	A. B. C.	Base Floor Area Proposed F.A.R. List all bonuses u						
		2						
	D. E.	Proposed Floor A Percentage of flo	0/	sq. ft. Terior recreation space, meet Text	ing rooms, etc. :			
VI.	Off	Off-street Parking and Loading						
			Minimum Required	<u>Number Pr</u>	oposed			
	A.	Parking Spaces	12	12				
	B.	Loading Docks	0	0				
VII.	Set	backs						
			Minimum	Proposed				
	A.	Front	20.0 ft.	7.0 ft.				
	B.	Side	5.0 ft. per side	<u>1.96' east</u>	<u>; 7.00' w</u> est			
	C.	Rear	N/A	N/A				

Address: 2344 East 70th Place

PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

The Chicago Plan Commission requires that the Applicant address the Fourteen Basic Policies of the Lakefront Plan of Chicago and the Thirteen Purposes of the Lake Michigan and Chicago Lakefront Protection Ordinance, as listed below, in a written statement to the Commission attached to this Application Form and labeled Part Four. The statement should indicate which policies or purposes are or are not applicable to the Applicant's proposal, and, for those policies and purposes which are applicable, the statements should discuss the potential impact of the

## proposal. Responses to the Fourteen Basic Policies and Thirteen Purposes are included in the attached Narrative.

- I. Fourteen Basic Policies
  - 1. Complete the publicly owned and locally controlled park system along the entire Chicago lakefront.
  - 2. Maintain and enhance the predominantly landscaped, spacious and continuous character of the lake shore parks.
  - 3. Continue to improve the water quality and ecological balance of Lake Michigan.
  - 4. Preserve the cultural, historical, and recreational heritage of the lakeshore parks.
  - 5. Maintain and improve the formal character and open water vista of Grant Park with no new above-ground structures permitted.
  - 6. Increase the diversity of recreational opportunities while emphasizing lake-oriented leisure time activities.
  - 7. Protect and develop natural lakeshore park and water areas for wildlife habitation.
  - 8. Increase personal safety.
  - 9. Design all lake edge and lake construction to prevent detrimental shoreline erosion.
  - 10. Ensure a harmonious relationship between the lakeshore parks and the community edge, but in no instance will further private development be permitted East of Lake Shore Drive.
  - 11. Improve access to the lakeshore parks and reduce through vehicular traffic on secondary park roads.
  - 12. Strengthen the parkway characteristics of Lake Shore Drive and prohibit and roadway of expressway standards.
  - 13. Ensure that all port, water supply, and public facilities are designed to enhance lakefront character.
  - 14. Coordinate all public and private development within the water, park, and community zones.

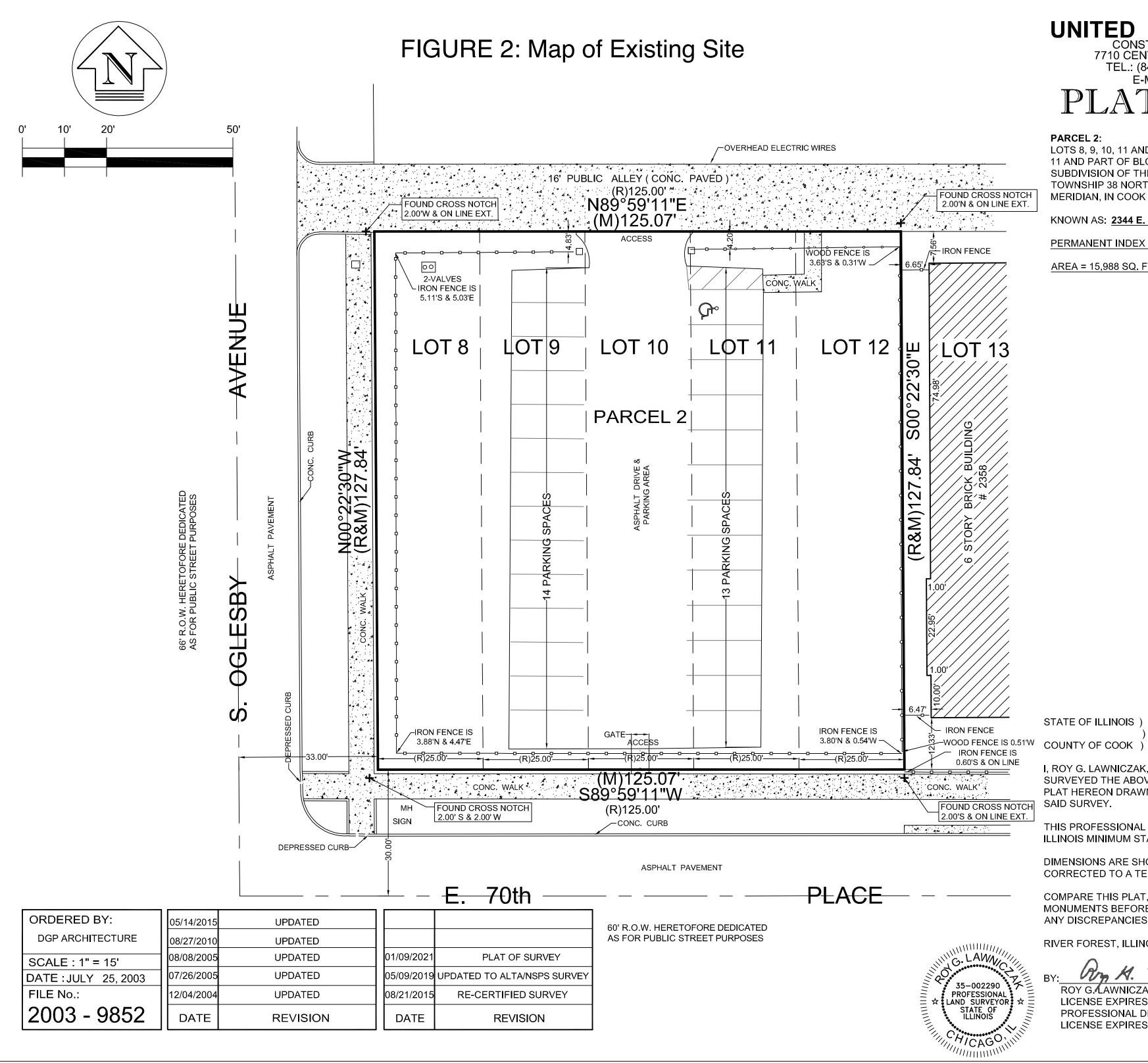
#### PART FOUR: POTENTIAL IMPACT OF THE PROPOSAL

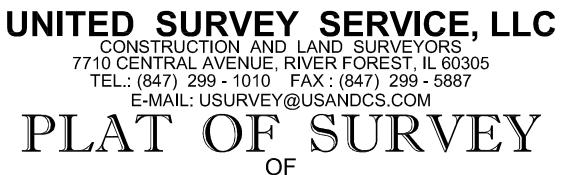
- II Thirteen Purposes
  - 1. To promote and protect the health, safety, comfort, convenience, and the general welfare

of the people, and to conserve our natural resources;

- 2. To identify and establish the Lake Michigan and Chicago Lakefront Protection District and to divide that District into several zones wherein any and all development or construction, as specified in Article V hereinafter, shall be specifically restricted and regulated;
- 3. To maintain and improve the purity and quality of the waters of Lake Michigan;
- 4. To insure that construction in the Lake or modification of the existing shoreline shall not be permitted if such construction or modification would cause environmental or ecological damage to the Lake or would diminish water quality; and to insure that the life patterns of fish, migratory birds and other fauna are recognized and supported;
- 5. To insure that the Lakefront Parks and the Lake itself are devoted only to public purposes and to insure the integrity of and expand the quantity and quality of the Lakefront Parks;
- 6. To promote and provide for continuous pedestrian movement along the shoreline;
- 7. To promote and provide for pedestrian access to the Lake and Lakefront Parks from and through areas adjacent thereto at regular intervals of one-fourth mile and additional places wherever possible, and to protect and enhance vistas at these locations and wherever else possible;
- 8. To promote and provide for improved public transportation access to the Lakefront;
- 9. To insure that no roadway of expressway standards, as hereinafter defined, shall be permitted in the Lakefront Parks;
- 10. To insure that development of properties adjacent to the Lake or the Lakefront Parks is so defined as to implement the above-stated purposes, provided, however, that with respect to property located within the Private Use Zone as established by Article V, VI, and IX of this Ordinance, the permitted use, special use, lot area per dwelling unit, and floor area ratio provisions of the Chicago Zoning Ordinance, Chapter 194A of the Municipal Code of Chicago, shall govern except where such provisions are in substantial conflict with the purposes of this Ordinance or the Fourteen Basic Policies of the Lakefront Plan of Chicago;
- 11. To achieve the above-stated purposes, the appropriate public agency should acquire such properties or rights as may be necessary and desirable;
- 12. To define and limit the powers and duties of the administrative body and officers as provided herein;
- 13. Nothing contained in the Lake Michigan and Chicago Lakefront Protection Ordinance shall be deemed to be a waiver or consent, license or permit to use any property or to locate, construct or maintain any building, structure or facility or to carry on any trade, industry, occupation or activity which may be otherwise required by law.









PARCEL 2:

LOTS 8, 9, 10, 11 AND 12 IN BLOCK 3 IN THE RESUBDIVISION OF BLOCKS 10, 11 AND PART OF BLOCK 12 IN SOUTH SHORE DIVISION NUMBER 5, BEING A SUBDIVISION OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 24, TOWNSHIP 38 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

KNOWN AS: 2344 E. 70th PLACE, CHICAGO, ILLINOIS

PERMANENT INDEX NUMBER: 20 - 24 - 427 - 005 - 0000

AREA = 15,988 SQ. FT. OR 0.367 ACRE

STATE OF ILLINOIS ) ) S.S.

I, ROY G, LAWNICZAK, DO HEREBY CERTIFY THAT I HAVE SURVEYED THE ABOVE DESCRIBED PROPERTY AND THAT THE PLAT HEREON DRAWN IS A CORRECT REPRESENTATION OF SAID SURVEY.

THIS PROFESSIONAL SERVICE CONFORMS TO THE CURRENT ILLINOIS MINIMUM STANDARDS FOR A BOUNDARY SURVEY.

DIMENSIONS ARE SHOWN IN FEET AND DECIMALS AND ARE CORRECTED TO A TEMPERATURE OF 68° FAHRENHEIT.

COMPARE THIS PLAT, LEGAL DESCRIPTION AND ALL SURVEY MONUMENTS BEFORE BUILDING, AND IMMEDIATELY REPORT ANY DISCREPANCIES TO THE SURVEYOR.

RIVER FOREST, ILLINOIS, JANUARY 9, A.D. 2021.

Mrs A. Launger

ROY G. LAWNICZAK, REGISTERED ILLINOIS LAND SURVEYOR NO. 35-2290 LICENSE EXPIRES: NOVEMBER 30, 2022 PROFESSIONAL DESIGN FIRM LICENSE NO.: 184-004576 LICENSE EXPIRES: APRIL 30, 2021

# **SHOREWIND TOWERS OFF-SITE PARKING**

2344 E. 70TH PLACE CHICAGO, IL 60649

## **SCOPE OF WORK**

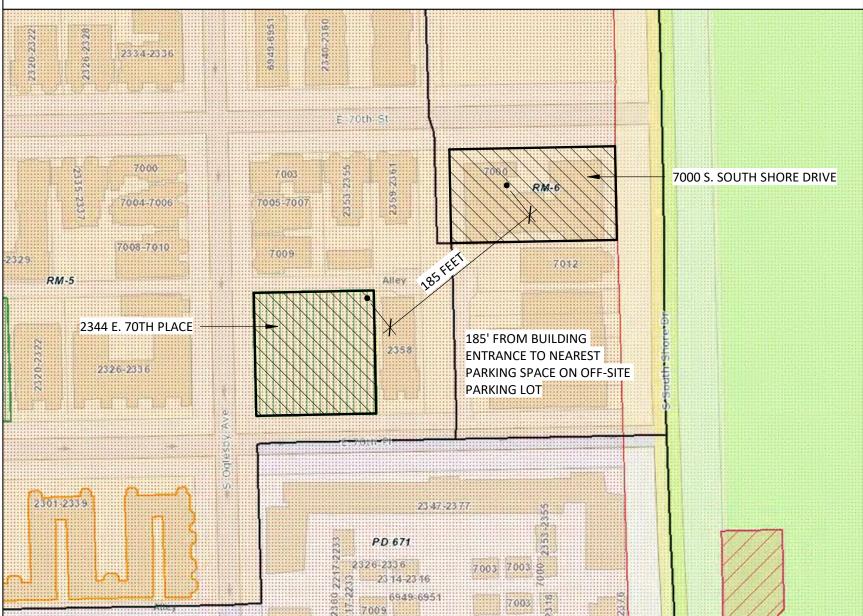
EXPANSION OF REMOTE OFF-SITE PARKING LOT TO ACCOMMODATE TO PROVIDE ADDITIONAL PARKING, INCLUDING FOR THE ADDITION OF 12 NEW DWELLING UNITS WITHIN AN EXISTING 16-STORY BUILDING LOCATED AT 7000 S. SOUTH SHORE DRIVE

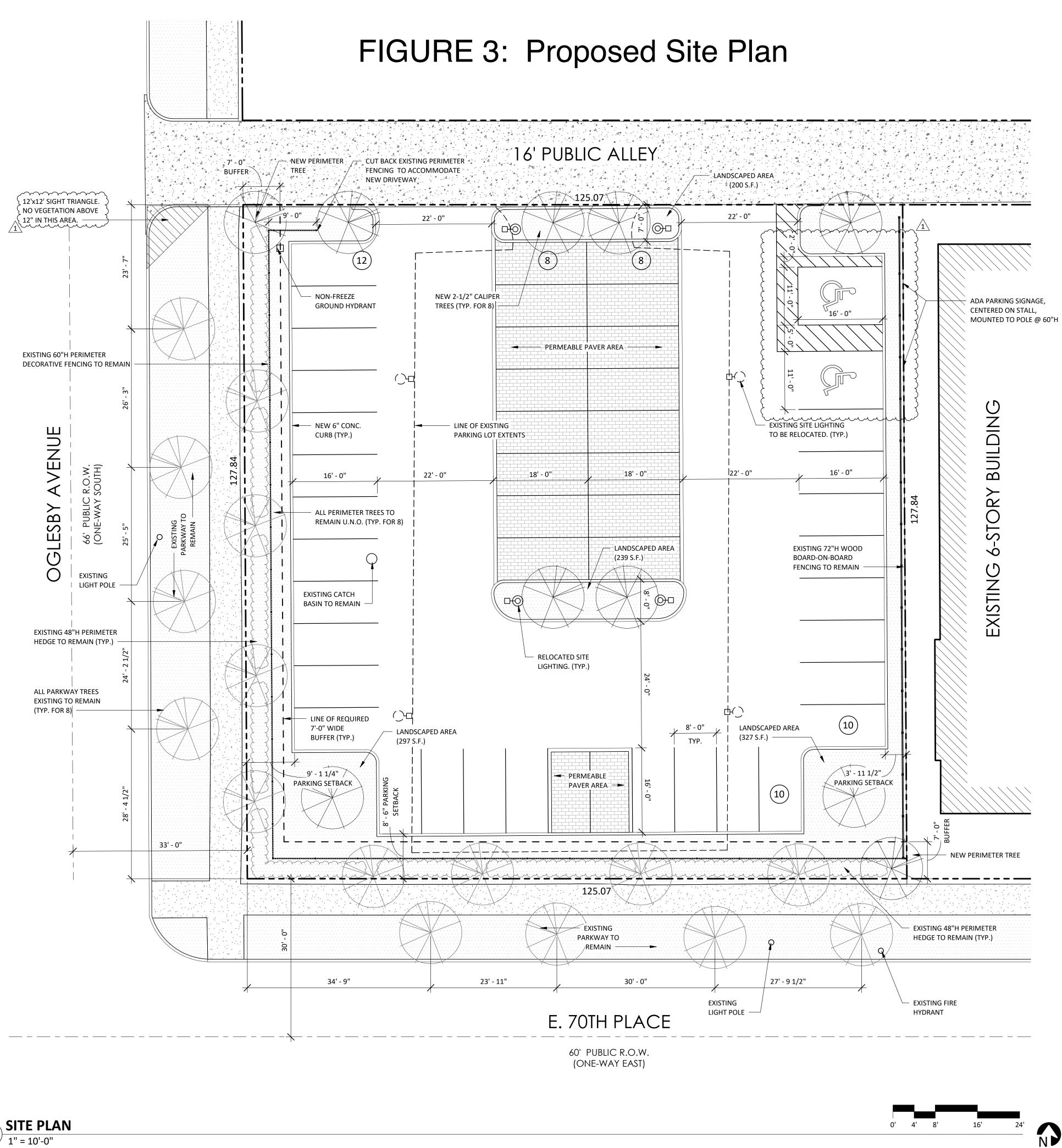
## **PROJECT DATA**

DEVELOPMENT ADDRESS LOT DIMENSIONS LOT AREA FRONT SETBACK CORNER SIDE SETBACK INTERIOR SIDE SETBACK REAR SETBACK **REQUIRED PARKING** EXISTING PARKING SPACES PROPOSED PARKING SPACES EXISTING VEHICULAR USE AREA PROPOSED VEHICULAR USE AREA REQUIRED INTERNAL LANDSCAPING PROPOSED INTERNAL LANDSCAPING EXISTING PARKWAY TREES REQUIRED PERIMETER PARKING LOT TREES PROVIDED PERIMETER PARKING LOT TREES 10 TREES (8 EXISTING) **REQUIRED INTERIOR TREES** PROVIDED INTERIOR TREES

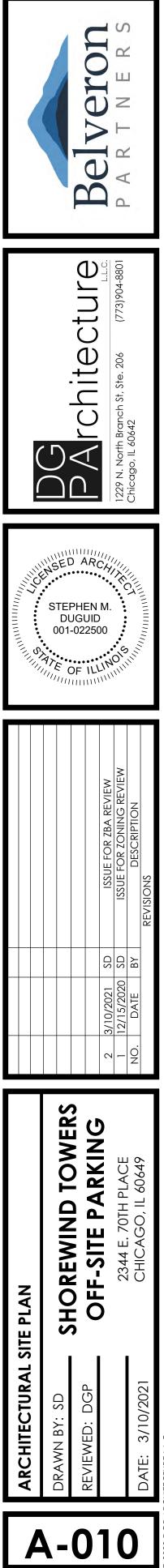
2344 E. 70TH PLACE (OFF-SITE PARKING) 125.07' X 127.84' 15,988 S.F. 8'-6" (5'-0" EXISTING) 9'-1 1/4" (31'-2" EXISTING) 3'-11 1/2" (32'-10" EXISTING) 7'-0" (8'-1 1/2" EXISTING) N/A 27 PARKING SPACES (1 ADA) 48 PARKING SPACES (2 ADA) 6,814 S.F. 12,307 S.F. 12,307 S.F. X 7.5% = 923 S.F. 1,063 S.F. 8 TREES 10 TREES 960.1 S.F. INTERNAL LANDSCAPING / 125 S.F = 8 TREES 8 TREES

## ZONING MAP





1" = 10'-0"



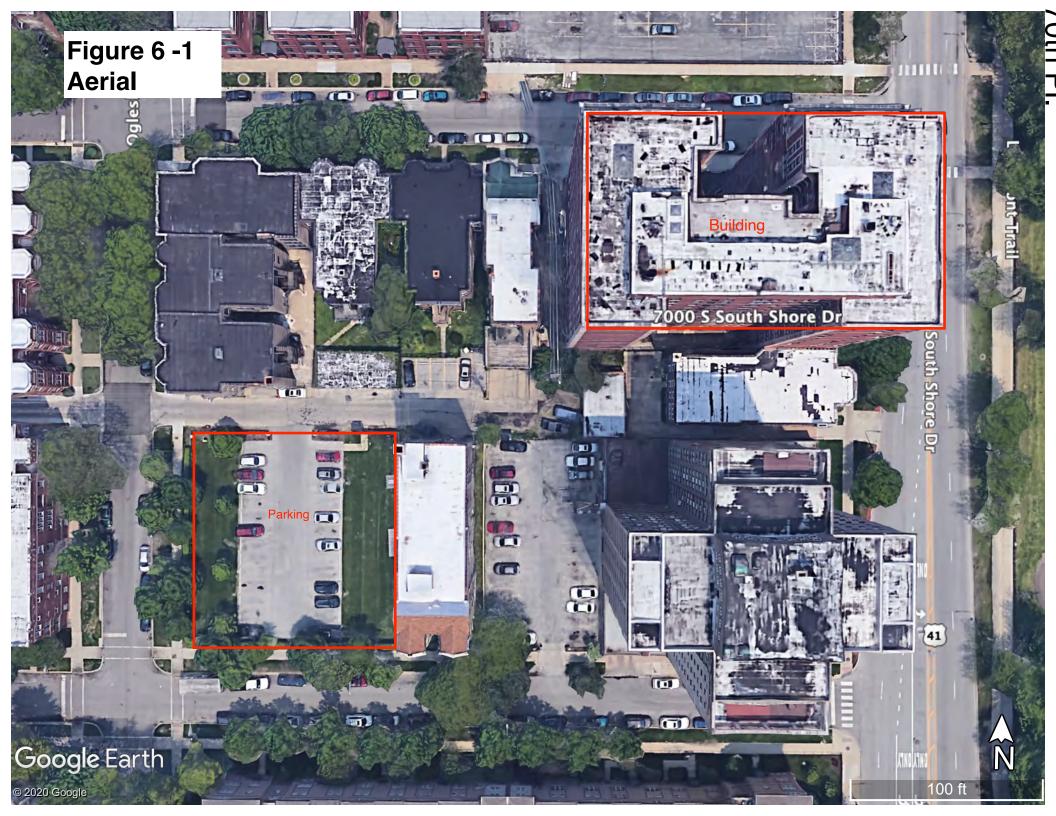


Figure 6-2 7000 S. South Shore Dr. Building

30 ft

11111

hhh

11 11 11

AL HU D

11 11 10

Google Earth

© 2020 Google

3

## Figure 6-3 Looking at Property from Oglesby/E. 70th Place Intersection

HOREN

NEW

DOOR STEP

173.752.352

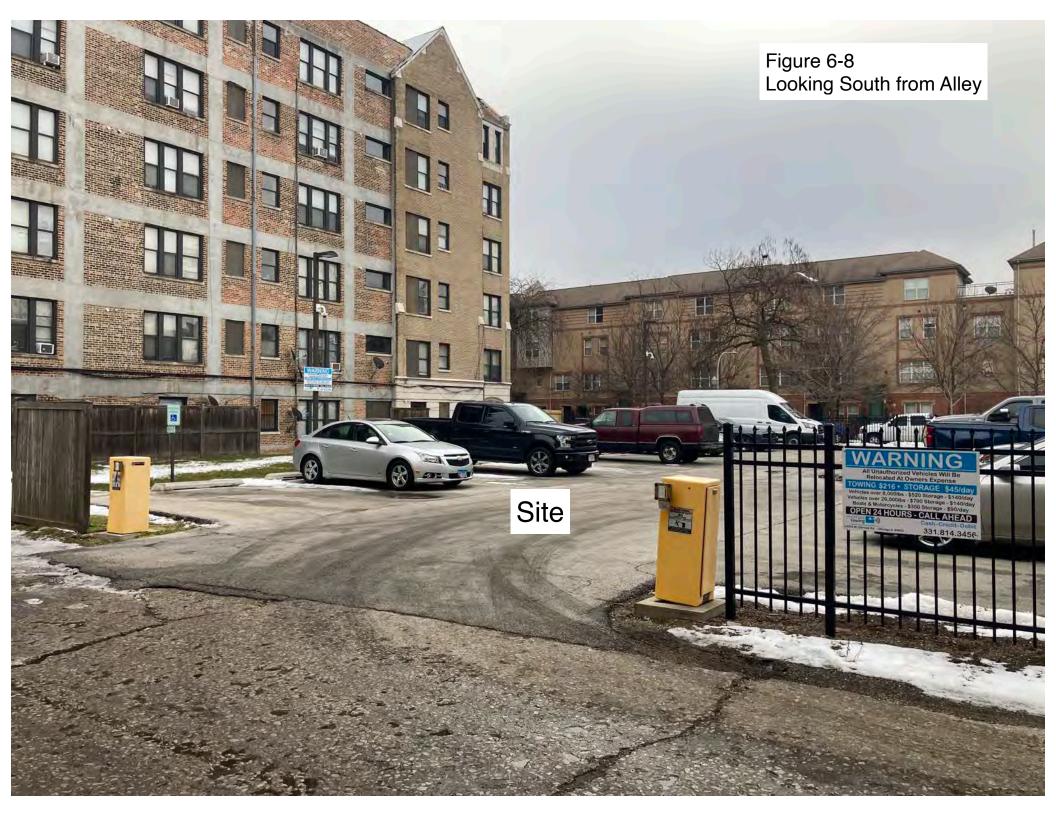
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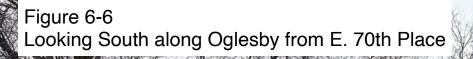
11 14991

NEW









ONE



## APPLICATION UNDER THE LAKE MICHIGAN AND CHICAGO LAKEFRONT PROTECTION ORDINANCE 2344 East 70<sup>th</sup> Place NARRATIVE

The Applicant seeks approval under the Lake Michigan and Chicago Lakefront Protection Ordinance (the "Lakefront Protection Ordinance") of the proposed expansion of an existing 27space accessory parking lot by 21 spaces, for a total of 48 spaces. The existing parking lot serves the Applicant's building at 7000 South South Shore Drive, which currently contains 178 residential dwelling units and is to be expanded to contain an additional 12 units for a total of 190 residential dwelling units. The increase in the number of units in the building has been approved by the Zoning Administrator pursuant to his authority. The expansion of the parking lot to contain a total of 48 spaces was approved as a Special Use by the Zoning Board of Appeals ("ZBA") on March 19, 2021 under Calendar Number 100-21-S. The ZBA also approved on the same date a companion request for a setback Variation under Calendar Number 101-21-Z. The requested approval under the Lakefront Protection Ordinance is the last remaining required approval other than building permits.

The parking lot is located on the property at 2344 East 70<sup>th</sup> Place (the "Property"). Property is owned by the Applicant and located on the north side of East 70<sup>th</sup> Place. It is zoned RM-5 and is located near the western edge of the Private Use Zone under the Lakefront Protection Ordinance. South Shore Park, and the South Shore Cultural Center at 7059 South South Shore Drive, are approximately one block east of the Property. The Property is currently improved with a 27 parking space surface lot that was established in approximately 2013. The parking lot serves as accessory parking for building located at the opposite end of the block at 7000 South South Shore Drive (the "Building"). The block on which the Property and the Building are located is improved with residential buildings and an accessory parking lot serving another building on the block. The immediate area west of South South Shore Drive is similarly improved with residential buildings and some accessory parking lots, including one across East 70<sup>th</sup> Street from the Building

The Applicant acquired the Building and the parking lot property in 2019. The Building has no on-site parking or any parking other than that provided in the existing parking lot. The Building was constructed circa 1926 and currently contains 178 residential units, and no on-site parking. Among the existing 178 residential units are twenty-four over-sized units all within the easternmost portion of the Building and comprised of twelve, 5-bedroom, 3-bath, 2,400 sq. ft. units and twelve, 3-bedroom, 3-bath, 1,915 sq. ft. units. The eastern portion of the Building also requires significant up-grades to its mechanical systems. As part of the rehabilitation of the mechanical systems, the Applicant proposes to reconfigure the existing oversize units and thereby recapture some interior space enabling it to add 12 units to the building. The resulting units will be comprised of the original twenty four units consisting of twelve 3-bedroom, 2.5-bath 1,600 sq. ft. units and twelve 2-bedroom, 2-bath 1,400 sq. ft. units, with twelve new units containing 3-bedrooms and 2.5 baths with 1,125 sq. ft. Of the twelve added

units, the Applicant has agreed to maintain six (or 50% of the added units) as affordable units under the City's ARO.

Not only has the Applicant secured the Zoning Administrator's approval of the increased unit count and the ZBA's approval of the increase in the number of spaces of the parking lot but as part of the review of the Special Use request the proposed parking lot site plan and improvements have been reviewed and approved by CDOT and DPD's Landscape Reviewer. The Applicant also has consulted with the City's Stormwater Management personnel and has agreed to improve a portion of the parking lot with permeable pavers to decrease the amount of stormwater run-off from the Property and comply with the City's Stormwater Management Regulations.

## **RESPONSES TO POLICIES AND PURPOSES**

## I. Fourteen Basic Policies

## 1. Complete the publicly owned and locally controlled park system along the entire Chicago lakefront.

Response: The subject property is on the west side of South South Shore within the Private Use Zone. The lakefront park system has been completed in this portion of the City for quite a number of years and, as a result, is not affected by the proposed development.

2. Maintain and enhance the predominantly landscaped, spacious and continuous character of the lake shore parks.

Response: The subject property and proposed development are not within the lake shore parks but rather within the Private Use Zone. As a result, the proposed development does not affect the nature of the existing parks.

3. Continue to improve the water quality and ecological balance of Lake Michigan.

Response: The proposed development will be connected to the existing Chicago Sewer System and a portion of the parking lot will be constructed of permeable pavers to reduce stormwater run-off and comply with the City's Stormwater Management Ordinance.

4. Preserve the cultural, historical, and recreational heritage of the lakeshore parks.

Response: As a development located in the Private Use Zone, it does not directly impact the cultural, historical and recreation heritage of the lakeshore parks. It does assist in preserving the viability of a vintage building at 7000 S. South Shore Drive constructed circa 1926 that has long been a part of the community along the western edge of the South Shore Park and as result indirectly contributes to preserving the historical heritage of the community edge.

5. Maintain and improve the formal character and open water vista of Grant Park with no new above-ground structures permitted.

Response: The subject site is nowhere near Grant Park and as such has no negative impact on this policy.

6. Increase the diversity of recreational opportunities while emphasizing lake-oriented leisure time activities.

Response: The proposed development does not impact recreational opportunities within the lakeshore parks, but the proposed development does allow for the expansion of the number of units in the 7000 S. South Shore Drive building and thereby does provide additional users for those opportunities.

7. Protect and develop natural lakeshore park and water areas for wildlife habitation.

Response: The subject site is not within the lakeshore parks but rather in the Private Use Zone and is not a site that has been identified as one to be developed for wildlife habitation.

8. Increase personal safety.

Response: The proposed development will increase personal safety by allowing the rehabilitation and expansion of an existing vintage building bringing additional residents to the area. Access to the proposed parking lot will be from the alley north of the site, thereby not resulting in any additional points of potential pedestrian/vehicular conflict. The street edge of the parking lot as expanded will be landscape with existing vegetation retained and augmented, and all in accord with the landscaping regulations contained in the Chicago Zoning Ordinance.

9. Design all lake edge and lake construction to prevent detrimental shoreline erosion.

Response: The subject site is not along the shoreline and as such its development does not impact this policy.

10. Ensure a harmonious relationship between the lakeshore parks and the community edge, but in no instance will further private development be permitted East of Lake Shore Drive.

Response: The site is located on the west side of South South Shore Drive and approximately one-block removed from the lakeshore park/community edge. The design of the proposed building is in conformance with all applicable regulations and the expansion of the existing parking lot will enhance the viability of a vintage building that is part of the community edge. It is far removed from Lake Shore Drive and is not east thereof.

11. Improve access to the lakeshore parks and reduce through vehicular traffic on secondary park roads.

Response: All access to the proposed development is from established streets and alleys, none of which are secondary park roads. Neither of the property's two fronting streets have direct access to lakeshore parks and the proposed expansion is modest in total and is to serve as accessory parking for an existing building. As a result, it will not hinder access to the nearby lakeshore park.

12. Strengthen the parkway characteristics of Lake Shore Drive and prohibit and roadway of expressway standards.

Response: The subject site is not on Lake Shore Drive and does not impact this policy.

13. Ensure that all port, water supply, and public facilities are designed to enhance lakefront character.

Response: The proposed development is not a port or public facility and its water supply and sewage discharge will be connected to the City's existing water and sewer system. As a result, the proposed development does not impact this policy.

14. Coordinate all public and private development within the water, park, and community zones.

Response: The required review of the proposed development by City staff and the Chicago Plan Commission furthers this policy.

## II. Thirteen Purposes

1. To promote and protect the health, safety, comfort, convenience, and the general welfare of the people, and to conserve our natural resources;

Response: The proposed development will comply with all applicable codes and regulations adopted by the City to ensure that public health, safety and welfare is protected. The review of the development to ensure consistency with the Policies and Purposes of the Lake Michigan and Chicago Lakefront Protection Ordinance further ensures such.

2. To identify and establish the Lake Michigan and Chicago Lakefront Protection District and to divide that District into several zones wherein any and all development or construction, as specified in Article V hereinafter, shall be specifically restricted and regulated;

Response: The subject site is in the Private Use Zone and proposed to be developed in accordance with applicable regulations.

3. To maintain and improve the purity and quality of the waters of Lake Michigan;

Response: The proposed development will be connected to the City's existing water and sewer system and as a result it will not affect the purity and quality of the Lake Michigan waters.

4. To insure that construction in the Lake or modification of the existing shoreline shall not be permitted if such construction or modification would cause environmental or ecological damage to the Lake or would diminish water quality; and to insure that the life patterns of fish, migratory birds and other fauna are recognized and supported;

Response: The proposed development does not involve any construction in the Lake or modification of the existing shoreline.

5. To insure that the Lakefront Parks and the Lake itself are devoted only to public purposes and to insure the integrity of and expand the quantity and quality of the Lakefront Parks;

Response: The proposed development will be located within the Private Use Zone and as a result this purpose is not applicable.

6. To promote and provide for continuous pedestrian movement along the shoreline;

Response: The proposed development is not along the shoreline and as a result it does not impact pedestrian movement along that area.

7. To promote and provide for pedestrian access to the Lake and Lakefront Parks from and through areas adjacent thereto at regular intervals of one-fourth mile and additional places wherever possible, and to protect and enhance vistas at these locations and wherever else possible;

Response: The proposed development does not affect this purpose as the areas for pedestrian access are pre-established and not impacted by the improvement of this private parcel. As the proposed development is located on a private parcel and involves the expansion of a surface parking lot, it does not affect vistas along established public pedestrian passageways.

8. To promote and provide for improved public transportation access to the Lakefront;

Response: The proposed development does not detract from public transportation access to the Lakefront. The proposed parking lot expansion will accommodate required accessory parking for the 7000 S. South Shore Dr. Building but maintain its transit focus as the number of spaces in the expanded parking lot represents only 24% of the number of units in the building.

9. To insure that no roadway of expressway standards, as hereinafter defined, shall be permitted in the Lakefront Parks;

Response: The subject site is not within the Lakefront Parks and does not propose the construction of any new roadways.

10. To insure that development of properties adjacent to the Lake or the Lakefront Parks is so defined as to implement the above-stated purposes, provided, however, that with

respect to property located within the Private Use Zone as established by Article V, VI, and IX of this Ordinance, the permitted use, special use, lot area per dwelling unit, and floor area ratio provisions of the Chicago Zoning Ordinance, Chapter 194A of the Municipal Code of Chicago, shall govern except where such provisions are in substantial conflict with the purposes of this Ordinance or the Fourteen Basic Policies of the Lakefront Plan of Chicago;

Response: The subject site is not adjacent to the Lake or Lakefront Parks. The proposed use and configuration have been reviewed and approved in accordance with the provisions of the Chicago Zoning Ordinance and no substantial conflict with the Purposes or Policies of the Lakefront Plan of Chicago is indicated.

11. To achieve the above-stated purposes, the appropriate public agency should acquire such properties or rights as may be necessary and desirable;

Response: As the subject property is located west of the Lakefront and not adjacent to the Lakeshore Parks, its development does not affect this policy.

12. To define and limit the powers and duties of the administrative body and officers as provided herein;

Response: This purpose is accomplished through the adoption of the Lake Michigan and Chicago Lakefront Protection Ordinance and the regulations promulgated thereunder and is not affected by the proposed development.

13. Nothing contained in the Lake Michigan and Chicago Lakefront Protection Ordinance shall be deemed to be a waiver or consent, license or permit to use any property or to locate, construct or maintain any building, structure or facility or to carry on any trade, industry, occupation or activity which may be otherwise required by law.

Response: This purpose is acknowledged by the Applicant and no waiver, consent, license or permit is presumed.



March 22, 2021

Chairman Chicago Plan Commission Room 905 – City Hall Chicago, Illinois 60602

#### Chairman:

The undersigned, Timothy Nazanin, on behalf of Shorewind Towers and Court, LLC, first duly sworn on oath deposes and says the following:

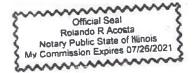
That the undersigned certifies that he has complied with the requirements of Section 16-4-100(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance, Title 16 of the Municipal Code of Chicago, by serving written notice, either in person or by regular mail, on the owners of all property within 250 feet, excluding the number of feet occupied by streets, alleys other public ways for a total distance not to exceed 400 feet and property owned by the applicant, in each direction of the lot lines of the subject property located at 2344 East 70th Place, Chicago, Illinois; that the notice contained the address of the location for which the variations is requested, a brief statement of the nature of the requested, the name and address of the legal and beneficial owner of the property for which the approval is requested, a statement that the applicant intends to file an application for approval under the Lake Michigan and Chicago Lakefront Protection Ordinance on approximately March 22, 2021; that the applicant has made a bona fide effort to determine the address of the parties to be notified under the above ordinance, that the applicant certifies that the accompanying list of names and addresses of surrounding property owners within the above-stated limits is a complete list containing the names and last known addresses of the owners of the property required to be served and that the attached list also represent a list of the said owners that were so served by USPS first class mail.

Sincerely,

By: Timothy Nazanin

Subscribed and sworn to before me this 22nd day of March, 2021

otary Public





March 22, 2021

Dear Property Owner:

In accordance with Section 16-4-100(c) of the Lake Michigan and Chicago Lakefront Protection Ordinance, Title 16 of the Municipal Code of Chicago (the "Ordinance") please be advised that on or about March 22, 2021, Shorewind Towers and Court, LLC, 268 Bush St., Ste. 3534, San Francisco, CA 94104 (the "Applicant") will file an application (the "Application") with the Chicago Plan Commission for approval under the Ordinance for the property commonly known as 2344 East 70<sup>th</sup> Place, Chicago, Illinois (the "Property"). The Applicant is the Owner of the Property.

The property is currently improved with a 27-space accessory parking lot serving the building at 7000 S. South Shore Drive, Chicago, IL. The Applicant proposes to expand the parking lot's capacity by 21 spaces for a total capacity of 48 spaces. A landscaped perimeter buffer will be maintained along the Property's Oglesby Avenue and 70<sup>th</sup> Place frontages. Vehicular access to the parking lot will continue to be via the alley immediately north of the Property.

This notice is provided to you because you appear as a taxpayer of record property in the vicinity of the Property. If you have any questions regarding the Application or proposed project, please contact the undersigned by mail at 1030 West Chicago Avenue, 3<sup>rd</sup> Floor, Chicago, Illinois 60642, by phone at 312-636-6937, or by e-mail at rolando@acostaezgur.com.

Sincerely

Rolando R. Acosta, Attorney for the Applicant

20-24-419-009-0000 LINDA RAE MURRAY 6932 S OGLESBY AVE CHICAGO, IL 60649

20-24-419-012-0000 THERESA COLEMAN 2864 E POPLAR LN CRETE, IL 60417

20-24-420-006-0000 MARIA ARPA 6939 SOUTH OGLESBY AVE CHICAGO, IL 60649

20-24-420-009-0000 SAFE HARBOR REALTY 687 N MILWAUKEE AVE CHICAGO, IL 60642 20-24-419-010-0000 SHIRLEY SHERROD 6936 S OGLESBY AV CHICAGO, IL 60649

20-24-419-013-0000 ALLSTAR ASSOC PO BOX 199143 CHICAGO, IL 60619

20-24-420-007-0000 DONNA M GRANT 500 -518 LAUREL SPRINGS DURHAM, NC 27713

20-24-420-018-0000 KALABICH MANAGEMENT PO BOX 18 OAK LAWN, IL 60454 20-24-419-011-0000 TJK OGLESBY LLC 1807 17TH AVE S SEATTLE, WA 98122

20-24-419-014-0000 BHF CHICAGO HOUSING GR 2539 W PETERSON AVE CHICAGO, IL 60659

20-24-420-008-0000 ANGELABERRY MERYLCOBB 6945 S OGLESBY AVE CHICAGO, IL 60649

20-24-426-004-0000 OGLESBY MANOR BUILDING 22 E CULLERTON SUITE 1 CHICAGO, IL 60616

20-24-426-009-1002 ROSALYNN WALKER 7014 S OGLESBY AV 2 CHICAGO, IL 60649

20-24-426-009-1005 RUBY BROWNER 2151 W 114TH PL CHICAGO, IL 60643

20-24-426-009-1008 TAXPAYER OF 2328 E 70TH PL #2 CHICAGO, IL 60649

20-24-426-009-1011 WILLIAM B WILLIAMS 1246 W 110TH PL CHICAGO, IL 60643 20-24-426-007-0000 NED PILINKAJ PROPERTYH 1229 N NORTH BRANCH ST CHICAGO, IL 60642

20-24-426-009-1003 MARKHAM SHANNON 18720 WALNUT AVE CNTRY CLB HL, IL 60478

20-24-426-009-1006 LATASHA HUDSON 2326 E 70TH PL APT 3 CHICAGO, IL 60649

20-24-426-009-1009 CAROLYN MCINTOSH 2328 E 70TH PL 3E CHICAGO, IL 60649

20-24-426-009-1012 KEVIN WILKS 8442 S CHAPPEL AVE CHICAGO, IL 60617 20-24-426-009-1001 MAXINE DAILEY 7014 S OGLESBY CHICAGO, IL 60649

20-24-426-009-1004 JACQUELINE C BROWN 2326 E 70TH PL CHICAGO, IL 60649

20-24-426-009-1007 BERNARD HALL 2328 E 70TH PL 1 CHICAGO, IL 60649

20-24-426-009-1010 MANVEL ROBINSON 1740 EAST 92ND PLACE CHICAGO, IL 60617

20-24-426-009-1013 CHARLES STEVENSON 37 W 13TH ST CHICAGO, IL 60605 20-24-426-009-1014 BENDEL DEVELOPMENT LLC 6346 S ELLIS AVE CHICAGO, IL 60637

20-24-426-009-1017 BERNADINE HAYGOOD 2336 E 70TH PL #2 CHICAGO, IL 60649

20-24-427-002-0000 JAQUELINE LUSTER 1201N 4800 S CHICAGO BCH DR CHICAGO, IL 60615

20-24-427-007-0000 7022 LIMITED PTNRSHIP 7022 S SOUTH SHORE DR CHICAGO, IL 60649 20-24-426-009-1015 ARWILDA BURTON 2334 E 70TH PL #3 CHICAGO, IL 60649

20-24-426-009-1018 MARK OBANNON 6927 SOUTH OGLESBY AVE CHICAGO, IL 60649

20-24-427-005-0000 TLC MANAGEMENT CO 1 N LASALLE ST #400 CHICAGO, IL 60602

20-24-427-008-0000 BELVERON FUND V REIT 268 BUSH STREET SN FRANCISCO, CA 94104 20-24-426-009-1016 JOSEPH BURGIO 2336 E 70TH PL 1 CHICAGO, IL 60649

20-24-427-001-0000 IVAN MIJIC 1740 E 55TH ST CHICAGO, IL 60615

20-24-427-006-0000 CHICAGO TITLE LAND TRU 222 S RIVERSIDE PLAZA3 CHICAGO, IL 60606

20-24-427-016-1001 REGINALDO MONTAGUE 7012 S SO SHRE DR #A CHICAGO, IL 60649 20-24-427-016-1002 7012 S SHORE COND ASS 7012 S SHORE DR UNIT 3 CHICAGO, IL 60649

20-24-427-017-1001 NATALIE K BROOKS 2359 E 70TH ST 1W CHICAGO, IL 60649

20-24-427-017-1004 CLOTINE MASON 7012 S SOUTH SHORE DR CHICAGO, IL 60649

20-24-427-016-1003 JOHN W MASON 7012 S SOUTH SHORE DR CHICAGO, IL 60649

20-24-427-017-1002 ANDRIANA STEELE ROSS 6833 S CRANDON AVE#3 CHICAGO, IL 60649

20-24-427-017-1005 RODERICK HAWKINS 2359 W 70TH 3W CHICAGO, IL 60636

20-24-427-018-1001 RUTH B GAY 2363 E 70TH ST 1 CHICAGO, IL 60649 20-24-427-017-1003 SARAH MOSLEY 2359 E 70TH ST 2W CHICAGO, IL 60649

20-24-427-017-1006 KAREN BLACKMON 2361 E 70TH ST UNT 3 CHICAGO, IL 60649

> 20-24-427-018-1003 MARIBEL ZEPEDA 2363 E 70TH STREET CHICAGO, IL 60649

20-24-427-018-1004 DERIC JORDAN 2363 E 70TH ST UNIT 3 CHICAGO, IL 60649

20-24-429-007-1003 CARLEEN LEWIS 2333 A E 70 PL CHICAGO, IL 60649

20-24-429-007-1006 JCW SECOND CITY PROP 1512 S WASHINGTON AVE PARK RIDGE, IL 60068

20-24-429-007-1009 KATRINA A TAYLOR 2335 E 70TH PL #106E CHICAGO, IL 60649

20-24-429-007-1012 CAROLYN DEFORNEAU 2331 E 70TH PL #108 CHICAGO, IL 60649

20-24-429-007-1015 AMADOU MAR 2337 E 70TH PL 214 CHICAGO, IL 60649

20-24-429-007-1018 TAMIKO SCOTT 2333 E 70TH PL 206W CHICAGO, IL 60649

20-24-429-007-1024 JESSICA DAVENPORT 2335 E 70TH PL #305 CHICAGO, IL 60649

20-24-429-007-1027 LUXURY CONDOS CHICAGO PO BOX 853 FRANKFORT, IL 60423 20-24-429-007-1001 ARLENE J HARVEY 7040 S OGLESBY #002 CHICAGO, IL 60649

20-24-429-007-1004 TENE CUMMINGS 1926 205TH ST LYNWOOD, IL 60411

20-24-429-007-1007 NICOLE SIMS JONES 4021 W POTOMAC AVE CHICAGO, IL 60651

20-24-429-007-1010 CARRIE GILES 2333 E 70TH PL #106W CHICAGO, IL 60649

20-24-429-007-1016 PAULETTE J BARRETT 2335 E 70TH PL APT 205 CHICAGO, IL 60649

20-24-429-007-1019 DWANNA CARTER 2333 E 70TH PL APT 207 CHICAGO, IL 60649

20-24-429-007-1022 JEFFERY THOMPSON 7036 S OGLESBY 303 CHICAGO, IL 60649

20-24-429-007-1025 DINAH D ANTONI 7356 S LUELLA CHICAGO, IL 60649 20-24-429-007-1002 KEITH B RICHARDSON PO BOX 5688 CHICAGO, IL 60680

20-24-429-007-1005 CHRISTINA PAGE 7040 S OGLESBY AVE 102 CHICAGO, IL 60649

20-24-429-007-1008 GREGORY SMITH 2335 E 70TH PL #105 CHICAGO, IL 60649

20-24-429-007-1011 LEXYNE L MCNEALY 2333 E 70TH PLACE #107 CHICAGO, IL 60649

20-24-429-007-1014 MAHALIA M JOHNSON 7036 S OGLESBY AVE 203 CHICAGO, IL 60649

20-24-429-007-1017 HANDYMAN RENTAL PROP 3348 N RIDGEWAY AVE #2 CHICAGO, IL 60618

20-24-429-007-1020 KAWANDA T JOHNSON 2331 E 70TH PLACE #208 CHICAGO, IL 60649

20-24-429-007-1023 TARA D BRANCH 309 OAK GLEN ST RICHMOND, VA 23225

20-24-429-007-1026 COUNTRY CLUB CONDO LP 2301 -47 E 70TH PL CHICAGO, IL 60649

20-24-429-007-1029 KEITH B RICHARDSON PO BOX 5688 CHICAGO, IL 60680 20-24-429-007-1031 TARA D BRANCH 309 OAK GLEN ST RICHMOND, VA 23225

> 20-24-429-007-1035 PAULETTE BARETT 2335 E 70TH PLACE #205 CHICAGO, IL 60649

20-24-429-007-1038 DINAH D ANTONI 7356 S LUELLA CHICAGO, IL 60649

20-24-429-007-1041 LEKEETA CHARLEY 2303 E 70TH PL #017 CHICAGO, IL 60649

20-24-429-007-1044 TRACIE L BERRY 2305 E 70TH PL #115 CHICAGO, IL 60649

20-24-429-007-1047 ARTHUR AMAKER 2303 E 70TH PL 117 CHICAGO, IL 60649

20-24-429-007-1050 BRENDA SCRUTCHIONS 7041 S CRANDON #120 CHICAGO, IL 60649

20-24-429-007-1053 SHEPHEN TAMIKO MOORE 2305 E 70TH PL #215 CHICAGO, IL 60649

20-24-429-007-1056 KARA KIRK 2301 E 70TH PLACE 217 CHICAGO, IL 60649

20-24-429-007-1059 LATRINA BLAIR BIRDEN 7041 S CRANDON AV #220 CHICAGO, IL 60649

20-24-429-007-1036 LEXYNE L MCNEALY 2333 E 70TH PLACE #107 CHICAGO, IL 60649

20-24-429-007-1039 DWANNA CARTER 2333 E 70TH PL APT 207 CHICAGO, IL 60649

20-24-429-007-1042 EXIE WYNN 7041 S CRANDON #020 CHICAGO, IL 60649

20-24-429-007-1051 KEVIN MILLER 7041 S CRANDON AVE 121 CHICAGO, IL 60649

20-24-429-007-1054 TANYA ROBINSON 2305 E 70TH PL 216E CHICAGO, IL 60649

20-24-429-007-1057 NOEMI ROBINSON 2301 E 70TH PL #218 CHICAGO, IL 60649

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20-24-429-007-1040 CHARLES BANKS 2305 E 70TH PL #15 CHICAGO, IL 60649

20-24-429-007-1043 M ROCHA L GONZALEZ 2307 E 70 PL 114 CHICAGO, IL 60649

20-24-429-007-1046 ALANTO UNITED LLC 6409 ALISHIA CIR LAS VEGAS, NV 89130

20-24-429-007-1049 KASHIF ALAM 6701 S CHAPPEL AV #3W CHICAGO, IL 60649

20-24-429-007-1052 ANDREW SPARKS 2307 E 70TH PL#214 CHICAGO, IL 60649

20-24-429-007-1055 MARY R ROBINSON316W 2303 E 70TH PL 216 CHICAGO, IL 60649

20-24-429-007-1058 STACEY ROBBINS 190 KESTREL CIR COVINGTON, GA 30014 20-24-429-007-1060 RADU C DELTEG 6132 N SPRINGFIELD AVE CHICAGO, IL 60659

20-24-429-007-1063 SALADEEN MOHAMMAD 2301 E 70TH PL #317 CHICAGO, IL 60649

20-24-429-007-1066 CEOLA JACKSON 7041 S CRANDON AV #320 CHICAGO, IL 60649

20-24-429-007-1069 MILTON DAYLE DAVENPORT 1101 S STATE ST #2401 CHICAGO, IL 60605

20-24-429-007-1072 TAMMY C REESE 2317 E 70TH PLACE 111W CHICAGO, IL 60649

20-24-429-007-1075 ERICKA BROWN 2321 E 70TH PL #209 CHICAGO, IL 60649

20-24-429-007-1081 TERRY N CLARK 2801 S KING DR #1918 CHICAGO, IL 60616

20-24-429-007-1084 ADEDUNLA AKERELE ALE 2315 E 70TH PL #312 CHICAGO, IL 60649

20-24-429-007-1087 JERI MARTIN 961 PACIFIC AVE #D HOFFMAN EST, IL 60169 20-24-429-007-1061 LAYETTA HARTLEY 2305 E 70TH PL #315 CHICAGO, IL 60649

20-24-429-007-1064 MURPHY OBALOLA 637 EAST WOODLAND PARK CHICAGO, IL 60616

20-24-429-007-1067 WILLIAM B WILLIAMS 1246 W 110TH PL CHICAGO, IL 60643

20-24-429-007-1070 CARMEN ROLLINS 2319 E 70TH PL 110 CHICAGO, IL 60649

20-24-429-007-1073 MICHAEL JONES 2317 E 70TH PL #112 CHICAGO, IL 60649

20-24-429-007-1076 BARBARA R JACKSON 2319 E 70 PL 210 CHICAGO, IL 60649

20-24-429-007-1079 KIMBERLY ANDREA WILLIA 4354 S GREENWOOD AVE CHICAGO, IL 60653

20-24-429-007-1082 DINAH D ANTONI 7356 S LUELLA CHICAGO, IL 60649

20-24-429-007-1085 JERI MARTIN 961 PACIFIC AVE #D HOFFMAN EST, IL 60169

20-24-429-007-1088 BARBARA R JACKSON 2319 E 70 PL CHICAGO, IL 60649 20-24-429-007-1062 ETHEL FAY OKOCHA PO BOX 178435 CHICAGO, IL 60617

20-24-429-007-1065 JASON ROGERS 7037 S CRANDON #319 CHICAGO, IL 60649

20-24-429-007-1068 PABLO D WEBER 8728 S COMMERCIAL AVE CHICAGO, IL 60617

20-24-429-007-1071 KAREN LUCAS 2319 E 70TH PL #111E CHICAGO, IL 60649

20-24-429-007-1074 JAMES R PATTERSON AS T 2315 E 70TH PL CHICAGO, IL 60649

20-24-429-007-1080 CKWOOTERS CPTL MGMTLLC 7321 SOUTH SHORE DR 9A CHICAGO, IL 60649

20-24-429-007-1083 GEOFFREY UNRUH 4241 N FRANCISCO AVE CHICAGO, IL 60618

20-24-429-007-1086 CARMEN ROLLINS 2319 E 70TH PL 110I CHICAGO, IL 60649

20-24-429-007-1089 CKWOOTERS CPTL MGMTLLC 7321 SOUTH SHORE DR 9A CHICAGO, IL 60649

#### 20-24-429-007-1093 KIMBERLY ANDREA WILLIA 4354 S GREENWOOD AVE CHICAGO, IL 60653

20-24-429-007-1096 ADEDUNLA AKERELE ALE 2315 E 70TH PL #312 CHICAGO, IL 60649

20-24-429-007-1099 MARY R ROBINSON 216W 2303 E 70TH PL 316W CHICAGO, IL 60649

20-24-429-007-1102 SABRE INVESTMENTS LLC 19 S LA SALLE ST#602 CHICAGO, IL 60603

20-24-429-007-1105 KEVIN MILLER 7041 S CRANDON AVE 121 CHICAGO, IL 60649

20-24-430-011-1001 LAWSHAWN PETRICE STAND 7048 S SOUTH SHORE#6L CHICAGO, IL 60649

20-24-430-011-1004 SARAH HARRIS 7054 S SHORE DR CHICAGO, IL 60649

20-24-430-011-1007 LA SHAWN P STANDEFER T 2372 E 71ST ST#12H CHICAGO, IL 60649

20-24-430-011-1010 HUMULHIRE IBRAHIM 2368 E 71ST ST 15H CHICAGO, IL 60649 20-24-429-007-1091 ANDREW SPARKS 2307 E 70TH PL#214 CHICAGO, IL 60649

20-24-429-007-1094 DEBRA SENEGAL 2317 A E 70TH PL #012 CHICAGO, IL 60649

20-24-429-007-1097 HARRIS ROBINSON 2301 E 70TH PL #217 CHICAGO, IL 60649

20-24-429-007-1100 LEKEETA CHARLEY 2303 E 70TH PL 017 CHICAGO, IL 60649

20-24-429-007-1103 ARLENE J HARVEY 7040 S OGLESBY AVENUE CHICAGO, IL 60649

20-24-429-007-1106 BRENDA SCRUTCHIONS 7041 S CRANDON #120 CHICAGO, IL 60649

20-24-430-011-1002 LEON BORDELON IV 7050 S SOUTH SHORE DR CHICAGO, IL 60649

20-24-430-011-1005 B RAMON A CARTER 2376 E 71ST ST 10D CHICAGO, IL 60649

20-24-430-011-1008 CHRISTINE N OHALE 2374 E 71ST ST #1 CHICAGO, IL 60649

20-24-430-011-1011 DWIGHT DUKES 2370 E 71ST ST#16G CHICAGO, IL 60649 20-24-429-007-1092 WILLIAM B WILLIAMS 1246 W 110TH PL CHICAGO, IL 60643

20-24-429-007-1098 TRACIE L BERRY 2305 E 70TH PLACE CHICAGO, IL 60649

20-24-429-007-1101 ARTHUR AMAKER 2303 E 70TH PL 117 CHICAGO, IL 60649

20-24-429-007-1104 CEOLA JACKSON 7041 S CRANDON AV #320 CHICAGO, IL 60649

20-24-430-011-1003 DWAYNE D RIDGEWAY 7052 S SHORE DR CHICAGO, IL 60649

20-24-430-011-1006 YOLANDA SLAUGHTER 2374 E 71ST #2 CHICAGO, IL 60649

20-24-430-011-1009 CARISSA MCCARTER 2370 E 71ST #14G CHICAGO, IL 60649

20-24-430-011-1012 STEPHEN FIGUEROA 2366 E 71ST #2 CHICAGO, IL 60649 20-24-430-011-1013 ELIJAH DENNIS SPEED JR 2364 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1016 ALAN B HERSH 2362 E 71ST ST UNIT 21 CHICAGO, IL 60649

20-24-430-011-1019 JOHNNY G MCCARTY 7041 S OGLESBY AVE CHICAGO, IL 60649

20-24-430-011-1022 ANDRE STUBBERFIELD 2347 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1025 KEVIN JOEL PYE 2349 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1028 TAYLOR H KENDRICKS 2353 EAST 70TH PL #47G CHICAGO, IL 60649

20-24-430-011-1031 US BANK TRUST NA NOT I 3856 OAKTON ST SKOKIE, IL 60076

20-24-430-011-1034 RANDOLPH ELENIC GARY 2363 A E 70TH PLACE CHICAGO, IL 60649

20-24-430-011-1037 SHERYL DECK 2367 E 70TH PL #56G CHICAGO, IL 60649

20-24-430-011-1040 MICHAEL PLEASANT 1042 LEDGEWOOD RD MOUNTAINSIDE, NJ 70922 20-24-430-011-1014 LORRAINE OUSLEY 2366 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1017 LELAH MORRIS 2360 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1020 WILLIAM A KIDD 7039 S OGLESBY AV CHICAGO, IL 60649

20-24-430-011-1023 EVA BROWN 2349 E 70TH PLACE #42G CHICAGO, IL 60649

20-24-430-011-1026 GIBSON BRADLEY T 2353 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1029 MICHAEL PLEASANT 1042 LEDGEWOOD RD MOUNTAINSIDE, NJ 70922

20-24-430-011-1032 ALBERT L BRAGGS III PO BOX 7143 CHICAGO, IL 60680

20-24-430-011-1035 KAREN WASHINGTON 2367 E 70TH PL 1A CHICAGO, IL 60649

20-24-430-011-1038 ALETA HARRIS 2361 E 70TH PL 52K CHICAGO, IL 60649

20-24-430-011-1041 KEVIN PYE 2349 E 70TH PL 44G CHICAGO, IL 60649 20-24-430-011-1015 APRIL D WIGGINS 2360 E 71ST 2 CHICAGO, IL 60649

20-24-430-011-1018 JOHN THOMAS 7043 S OGLESBY #37M CHICAGO, IL 60649

20-24-430-011-1021 KENNETH MITCHELL 7037 S OGLESBY AVE CHICAGO, IL 60649

20-24-430-011-1024 WILLIAM GUEST 2351 E 70TH PL #43H CHICAGO, IL 60649

20-24-430-011-1027 GILBERT M BAKER 2355 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1030 WAYNE L MCCULLOUGH 2359 E 70TH PL 49H CHICAGO, IL 60649

20-24-430-011-1033 ALETA HARRIS 2361 E 70TH PL 52K CHICAGO, IL 60649

20-24-430-011-1036 CORNELL A GOINS 2365 E 70TH PL 55H CHICAGO, IL 60649

20-24-430-011-1042 GILBERT BAKER 2355 E 70TH PL 46H CHICAGO, IL 60649 20-24-430-011-1043 KENDRICKS TAYLOR 2353 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1046 WAYNE MCCULLOUGH 2359 E 70TH PL 49H CHICAGO, IL 60649

20-24-430-011-1049 ELIJAH DENNIS SPEED JR 2364 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1052 STEPHEN FIGUEROA 2366 E 71ST #2 CHICAGO, IL 60649

20-24-430-011-1055 HUMULHIRE IBRAHIM 2368 E 71ST 15H CHICAGO, IL 60649

20-24-430-011-1058 YOLANDA SLAUGHTER 2374 E 71ST #2 CHICAGO, IL 60649

20-24-430-011-1061 CURTIS SIMS 2348 E 71ST STREET CHICAGO, IL 60649

20-24-430-011-1064 BEATRICE NELSON BREWER 2377 E 70TH PL #1D CHICAGO, IL 60649

20-24-430-011-1067 LEONARD LANGSTON 7040 S SHORE DR #4D CHICAGO, IL 60649

20-24-430-011-1070 LYNN G GAYTEN 2358 E 71ST STREET CHICAGO, IL 60649 20-24-430-011-1044 Z FINANCIAL IL G 100 TANGLEWOOD DR FREEPORT, IL 61032

20-24-430-011-1047 EVA BROWN 2349 E 70TH PLACE #42G CHICAGO, IL 60649

20-24-430-011-1050 ANTJUAN MITCHELL 2356 E 71ST ST#25G CHICAGO, IL 60649

20-24-430-011-1053 CARISSA MCCARTER 2370 E 71ST ST 14G CHICAGO, IL 60649

20-24-430-011-1056 LA SHAWN P STANDEFER T 2372 E 71ST ST#12H CHICAGO, IL 60649

20-24-430-011-1059 Z FINANCIAL IL G LLC 100 TANGLEWOOD DR FREEPORT, IL 61032

20-24-430-011-1062 KEVIN PYE 2349 E 70TH PL 44G CHICAGO, IL 60649

20-24-430-011-1065 TIFFANY NICOLE BROOKS 7036 S SOUTH SHORE DR CHICAGO, IL 60649

20-24-430-011-1068 CARLTON WATT 7042 S SOUTH SHORE DR5 CHICAGO, IL 60649 20-24-430-011-1045 GIBSON BRADLEY T 2353 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1048 WILLIAM GUEST 2351 E 70TH PL #43H CHICAGO, IL 60649

20-24-430-011-1051 ROSELLE ALLEN 2356 E 71ST #23G CHICAGO, IL 60649

20-24-430-011-1054 CHRISTINE N OHALE 2374 E 71 ST #1 CHICAGO, IL 60649

20-24-430-011-1057 LORRAINE OUSLEY 2366 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1060 LK SH PT CONDO 22 E CULLERTON 1 CHICAGO, IL 60616

20-24-430-011-1063 STEPHEN FIGUEROA 2366 E 71ST #2 CHICAGO, IL 60649

20-24-430-011-1066 C DORSEY G TAYLOR 7038 S SOUTH SHORE DR CHICAGO, IL 60649

20-24-430-011-1069 DELORES A BELTON 2356 E 71ST ST #2 CHICAGO, IL 60649

20-24-430-011-1072 DOLAPO AGEH 2352 E 71ST ST #26G CHICAGO, IL 60649 20-24-430-011-1073 CHARINA ALCAIN 2354 E 71ST ST #27H CHICAGO, IL 60649

20-24-430-011-1076 RASHANAH BALDWIN 2350 E 71ST ST #30H CHICAGO, IL 60649

20-24-430-011-1079 GENE H JACKSON 7055 S OGLESBY AV CHICAGO, IL 60649

20-24-430-011-1082 EDWARD L MORRIS 7049 S OGLESBY AV #36M CHICAGO, IL 60649

20-24-430-011-1085 FREDERICK T PENNIX JR 2371 E 70TH PL #2 CHICAGO, IL 60649

20-24-430-011-1088 CURTIS SIMS 2375 E 70TH PL #2 CHICAGO, IL 60649

20-24-430-011-1091 LATIFAH KARIM 2373 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1094 SHELIA A GIBSON 2369 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1097 RANDOLPH ELENIC GARY 2363 A E 70TH PLACE CHICAGO, IL 60649

20-24-430-011-1100 CLAUDETTE DAIBY 2348 E 71ST ST #29G CHICAGO, IL 60649 20-24-430-011-1074 SABRINA DAIBY 2352 E 71ST 1 CHICAGO, IL 60649

20-24-430-011-1077 DERNISE DASNE 2348 E 71ST ST #31G CHICAGO, IL 60649

20-24-430-011-1080 TAYLOR SPENCER 7053 S OGLESBY 34B CHICAGO, IL 60649

20-24-430-011-1083 BRENDA R GRAHAM 2371 E 70TH PL #1 CHICAGO, IL 60649

20-24-430-011-1086 TANYA T BENNETT 2375 E 70TH PL #1 CHICAGO, IL 60649

20-24-430-011-1089 CURTIS SIMS 2348 E 71ST ST #62G CHICAGO, IL 60649

20-24-430-011-1092 BRENDA R GRAHAM 2371 E 70TH PLACE #1 CHICAGO, IL 60649

20-24-430-011-1095 KAREN WASHINGTON 2367 E 70TH PL 1A CHICAGO, IL 60649

20-24-430-011-1098 FREDERICK T PENNIX JR 2371 E 70TH PL #2 CHICAGO, IL 60649

20-24-430-011-1101 LYNN G GAYTEN 2358 E 71ST STREET CHICAGO, IL 60649 20-24-430-011-1075 CLAUDETTE DAIBY 2348 E 71ST ST CHICAGO, IL 60649

20-24-430-011-1078 MAURICE A NOLAN 7057 S OGLESBY #D32 CHICAGO, IL 60649

20-24-430-011-1081 JAMES GODWIN 7051 S OGLESBY CHICAGO, IL 60649

20-24-430-011-1084 SHEILA A GIBSON 2369 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1087 LATIFAH KARIM 2373 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1090 SHERYL DECL 2367 E 70TH PLACE CHICAGO, IL 60649

20-24-430-011-1093 TANYA T BENNETT 2375 E 70TH PL #1 CHICAGO, IL 60649

20-24-430-011-1096 CORNELL A GOINS 2365 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1099 ALBERT L BRAGGS III PO BOX 7143 CHICAGO, IL 60680

20-24-430-011-1102 CHARINA ALCAIN 2354 E 71ST ST #27H CHICAGO, IL 60649 20-24-430-011-1103 DERNISE DASNE 2348 E 71ST ST #31G CHICAGO, IL 60649

20-24-430-011-1106 S DAIBY 2352 E 71ST 1 CHICAGO, IL 60649

20-24-430-011-1109 DOLAPO AGEH 2352 E 71ST ST #26G CHICAGO, IL 60649

20-24-430-011-1112 RANDOLPH ELENICHA GARY 2363 A E 70TH PLACE CHICAGO, IL 60649

21-19-100-001-0000 Chicago Park District 541 N Fairbanks Ct Chicago, IL 60611 20-24-430-011-1107 APRIL D WIGGNS 2360 E 71 ST UNIT 2 CHICAGO, IL 60649

20-24-430-011-1110 LELAH MORRIS 2360 E 71ST STREET CHICAGO, IL 60649

20-24-430-011-1113 WILLIAM ALBERTA KIDD 7039 S OGLESBY CHICAGO, IL 60649 20-24-430-011-1105 RASHANAH BALDWIN 2350 E 71ST ST #30H CHICAGO, IL 60649

20-24-430-011-1108 ALAN B HERSH 2362 E 71ST ST UNIT 21 CHICAGO, IL 60649

20-24-430-011-1111 BRADLEY GIBSON 2353 E 70TH PL CHICAGO, IL 60649

20-24-430-011-1114 ALETA HARRIS 2361 E 70TH PL 52K CHICAGO, IL 60649

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

# SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

# Shorewind Towers and Court, LLC

# Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1.  $\checkmark$  the Applicant

OR

2. a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name:

OR

3.  $\square$  a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party:	268 Bush St., 3534
	San Francisco, CA 94104
C. Telephone: <u>312-636-6937</u> Fax:	Email: rolando@acostaezgur.com
D. Name of contact person: Rolando Acc	osta
E. Federal Employer Identification No. (if you	have one):
F. Brief description of the Matter to which this property, if applicable):	EDS pertains. (Include project number and location of
Lake Protection Ordinance approval for the	property at 2344 E. 70th Place
G. Which City agency or department is request	ing this EDS?DPD
If the Matter is a contract being handled by the complete the following:	City's Department of Procurement Services, please
Specification #	_ and Contract #

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## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa	rty:
Person	Limited liability company
Publicly registered business corporation	Limited liability partnership
Privately held business corporation	Joint venture
Sole proprietorship	Not-for-profit corporation
General partnership	(Is the not-for-profit corporation also a $501(c)(3)$ )?
Limited partnership	Yes No
Trust	Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

Yes No Crganized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title	
Paul Odland	Manager	

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Belveron Real Esta	te Partners, LLC* 268 Bush Street, Suite 3534	, San Francisco, CA 94104 100%
*Entity is a regist	ered investment advisor exempt from provid	ling an EDS. Attached is the required ADV form.
SECTION III - OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CITY ELECTED
	ing Party provided any income or com d preceding the date of this EDS?	pensation to any City elected official during the Yes Vo
Door the Dirolo	sing Party reasonably expect to provid	le any income or compensation to any City

Does the Disclosing Party reasonably expect to provide any income or comper	sation to an	ıy City
elected official during the 12-month period following the date of this EDS?	Yes	🗸 No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

# SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Rolando R. Acosta (ret) 1030 W. Chicago Ave., 3rd Fl, Chicago, IL 60642 Atty \$5,000 (est)

## (Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

## **SECTION V -- CERTIFICATIONS**

## A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

 $\square$  No  $\square$  No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

Yes

# B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

• the Disclosing Party;

• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");

• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that the Disclosing Party (check one)
 is is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

# D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?





NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes

No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

 Name
 Business Address
 Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

# E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

# SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

**NOTE:** If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

# A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2018-1 Page 9 of 15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

# B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party t	he Applicant?
Yes	No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes		Y	es
-----	--	---	----

Yes	□ No
-	

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes	No	Reports not required
3. Have you participated i equal opportunity clause?	n any previou	is contracts or subcontracts subject to the
Yes	No	

If you checked "No" to question (1) or (2) above, please provide an explanation:

# SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information submitted in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

## CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

\_\_\_\_\_

Shorewind Towers and Court, LLC

(Print or type exact legal name of Disclosing Party)
By:(Sign here)
Paul Odland
(Print or type name of person signing)
Manager
(Print or type title of person signing)
Signed and sworn to before me on (date)
at County, (state).
Notary Public See attached
Commission expires:

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document. State of California County of San Francisco Subscribed and sworn to (or affirmed) before me on this 19th day of January \_\_\_\_, 2021, by Paul T. Odland proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me. S. WATSON Notary Public - California San Francisco County Commission # 2264637 My Comm. Expires Oct 27, 2022 (Seal Signature

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

## FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

# This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?



**N**o

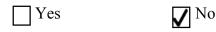
If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

# BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?



2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

Yes

No
----

 $\checkmark$  The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

# **PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION**

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (<u>www.amlegal.com</u>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

Yes

No

 $\bigvee$  N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

# FORM ADV

## UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: BELVERON REAL ESTATE PARTNERS, LLC	CRD Number: 282072
Other-Than-Annual Amendment - All Sections	Rev. 03/2020
1/4/2021 5:42:30 PM	

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

#### Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an *umbrella registration*, the information in Item 1 should be provided for the *filing adviser* only. General Instruction 5 provides information to assist you with filing an *umbrella registration*.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): BELVERON REAL ESTATE PARTNERS, LLC
- B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A. **BELVERON REAL ESTATE PARTNERS, LLC**

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an umbrella registration, check this box 🗖

If you check this box, complete a Schedule R for each relying adviser.

- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of your legal name or your primary business name:
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-107301
  (2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:
  (3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers: No Information Filed

State:

California

E. (1) If you have a number ("*CRD* Number") assigned by the *FINRA's CRD* system or by the IARD system, your *CRD* number: **282072** 

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

(2) If you have additional *CRD* Numbers, your additional *CRD* numbers:

No Information Filed

PH2

Country:

**United States** 

Number and Street 2:

ZIP+4/Postal Code:

94104

## F. Principal Office and Place of Business

 (1) Address (do not use a P.O. Box): Number and Street 1: 220 MONTGOMERY STREET City: SAN FRANCISCO

If this address is a private residence, check this box:  $\square$ 

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

(2) Days of week that you normally conduct business at your *principal office and place of business:* 

Monday - Friday 
 Other:
 Ot

Normal business hours at this location: 9AM-5PM

- (3) Telephone number at this location: 415-273-6800
- (4) Facsimile number at this location, if any:
- (5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?
  - 3

	our principal office	

G.	Mailing address, if different from	your principal office and place of bus	siness address:			
	Number and Street 1: 268 BUSH STREET		Number and Street 2 SUITE 3534	<u>.</u>		
	City: SAN FRANCISCO	State: California	Country: United States	ZIP+4/Postal Code: 94104		
	If this address is a private reside	ence, check this box: 🗖				
Ц	If you are a colo propriator, atata	your full regidence address, if differe	nt from your principal office and p	lace of business address in Item 1.F.:		
п.		your fuil residence address, il differe				
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:	Yes	s No
I.	Do you have one or more website	es or accounts on publicly available :	social media platforms (including,	but not limited to, Twitter, Facebook and LinkedIn)?	o	0
	address serves as a portal throug information. You may need to list	gh which to access other information t more than one portal address. Do n	you have published on the web, y ot provide the addresses of webs	able social media platforms on Section 1.I. of Schedule D. If a we rou may list the portal without listing addresses for all of the other ites or accounts on publicly available social media platforms whe or the addresses of employee accounts on publicly available soc	ere you	
J.	Chief Compliance Officer					
		information of your Chief Complianc ne. If not, you must complete Item 1.		porting adviser, you must provide the contact information for your	Chief	
	Name:		Other titles, if any:			
	Telephone number:		Facsimile number, if any:			
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:		
	Electronic mail (e-mail) address	, if Chief Compliance Officer has one	e:			
		vise for providing chief compliance of		ed person or an investment company registered under the Investr person's name and IRS Employer Identification Number (if any):	nent	
K.	Additional Regulatory Contact Pe may provide that information here		f Compliance Officer is authorized	d to receive information and respond to questions about this Forn	n ADV,	you
	Name:		Titles:			
	Telephone number:		Facsimile number, if any:			
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:		
	Electronic mail (e-mail) address	if contact person has one:				
					Voc	s No
1	Do you maintain some or all of th	e books and records you are require	nd to keep under Section 201 of th	e Advisers Act, or similar state law, somewhere other than your		
∟.	principal office and place of busi			e Advisers Act, or similar state law, somewhere other than your	o	0
	If "yes," complete Section 1.L. of	Schedule D.			Yes	s No
M.	Are you registered with a foreign	financial regulatory authority?			0	o
	Answer "no" if you are not registe complete Section 1.M. of Schedu		∕ authority, even if you have an aff	iliate that is registered with a foreign financial regulatory authority	∕. If "ye	s,"
	complete Section 1.m. of Schedu				Yes	s No
N.	Are you a public reporting compa	ny under Sections 12 or 15(d) of the	Securities Exchange Act of 1934?		0	$\odot$
					Yes	s No
О.	If yes, what is the approximate ar	-	recent fiscal year?		0	$\odot$
	\$1 billion to less than \$10 b					
	C \$10 billion to less than \$50	billion				

O \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your Legal Entity Identifier if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.

## SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

## Name: BELVERON PARTNERS

## Jurisdictions

AL		□ NE	□sc
Г АК	🗖 IN		□ SD
T AZ	ГIA	□ NH	TN TN
T AR	□ KS	🗖 NJ	ΠTX
₽ CA	□кү		🗖 UT
□ co			Γvτ
СТ	Г ме		
🗖 DE	Г мD	□ ND	□ VA
DC	□ MA	Пон	□ WA
🗖 FL	ГМ	Гок	□ wv
GA	□ MN	□ OR	□ wi
🗖 GU	☐ MS	□ PA	□ wy
Пн	Гмо	PR	Cother:
🗖 ID	Г МТ	🗖 RI	
L			

## **SECTION 1.F. Other Offices**

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

Number and Street 1: 730 NEWARK AVENUE		Number and Street 2:							
City: JERSEY CITY	State: New Jersey	Country: United States	ZIP+4/Postal Code: 07306						
If this address is a private residence, check this box: $\hfill \square$	If this address is a private residence, check this box:								
elephone Number:       Facsimile Number, if any:         15-273-6800       Facsimile Number, if any:									
If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:									
How many <i>employees</i> perform investment advisory funct 1	tions from this office location?								
Are other business activities conducted at this office local	tion? (check all that apply)								
$\Box$ (1) Broker-dealer (registered or unregistered)									
$\square$ (2) Bank (including a separately identifiable department	nt or division of a bank)								
(3) Insurance broker or agent									
$\square$ (4) Commodity pool operator or commodity trading adv	visor (whether registered or exem	npt from registration)							
(5) Registered municipal advisor									
(6) Accountant or accounting firm									
🗖 (7) Lawyer or law firm									

Describe any other *investment-related* business activities conducted from this office location: SATELLITE OFFICE WITH NO EMPLOYEES PERMANENTLY ONSITE. DESK SPACE AVAILABLE FOR TRAVELLING EMPLOYEES.

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

Number and Street 1: 419 PARK AVENUE S		Number and Street 2: SUITE 401		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	United States	10016	
If this address is a private residence, check this	box:			
Telephone Number: 415-273-6800	Facsimile Number,	if any:		
If this office location is also required to be regis Branch Office Registration Form (Form BR), ple		-	cation for a broker-dealer or investment adviser on the Unifo	orm
How many <i>employees</i> perform investment adv 1	sory functions from this office lo	ocation?		
Are other business activities conducted at this $\Box$ (1) Broker-dealer (registered or unregistered		oply)		
$\Box$ (2) Bank (including a separately identifiable		<)		
□ (3) Insurance broker or agent		.)		
<ul> <li>(4) Commodity pool operator or commodity to</li> </ul>	rading advisor (whether registe	red or exempt from registration)		
□ (5) Registered municipal advisor		·····		
$\Box$ (6) Accountant or accounting firm				
<ul> <li>(7) Lawyer or law firm</li> </ul>				
Describe any other investment-related busines	s activities conducted from this	office location:		
	tion. If you are applying for SEC		ou conduct investment advisory business. You must compl y with the SEC, or if you are an <i>exempt reporting adviser</i> , lis	
Number and Street 1: 111 ATLANTIC AVENUE		Number and Street SUITE 2	2:	
City:	State:	Country:	ZIP+4/Postal Code:	
BOSTON	Massachusetts	United States	02110	
If this address is a private residence, check this	sbox:			
Telephone Number: 415-273-6800	Facsimile Number, if an	ıy:		
If this office location is also required to be regis Branch Office Registration Form (Form BR), ple		-	cation for a broker-dealer or investment adviser on the Unif	orm
How many <i>employees</i> perform investment adv 1	sory functions from this office lo	ocation?		
Are other business activities conducted at this of	office location? (check all that a	oply)		
(1) Broker-dealer (registered or unregistered	(t			
(2) Bank (including a separately identifiable	department or division of a banl	k)		
(3) Insurance broker or agent				
$\square$ (4) Commodity pool operator or commodity t	rading advisor (whether registe	red or exempt from registration)		

(5) Registered municipal advisor

(6) Accountant or accounting firm

(7) Lawyer or law firm

Describe any other *investment-related* business activities conducted from this office location: SATELLITE OFFICE WITH NO EMPLOYEES PERMANENTLY ONSITE. DESK SPACE AVAILABLE FOR TRAVELLING EMPLOYEES.

#### SECTION 1.I. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.1. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: HTTP://WWW.BELVERONPARTNERS.COM/

Address of Website/Account on Publicly Available Social Media Platform: HTTPS://WWW.LINKEDIN.COM/COMPANY/6577177/

Address of Website/Account on Publicly Available Social Media Platform: HTTPS://WWW.LINKEDIN.COM/COMPANY/9508837/

Address of Website/Account on Publicly Available Social Media Platform: HTTP://WWW.BELVERON.COM/

#### SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D, Section 1.L. for each location.

Number and Street 2:

#150

Country:

United States

Name of entity where books and records are kept: PRAGUE AND COMPANY PC

Number and Street 1: 15 WALNUT STREET City:

WELLESLEY

State: Massachusetts

If this address is a private residence, check this box:

Telephone Number:Facsimile number, if any:781-237-5555Facsimile number, if any:

This is (check one): o one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

o other.

Briefly describe the books and records kept at this location. ACCOUNTING RECORDS

Name of entity where books and records are kept: GLOBAL RELAY COMMUNICATIONS INC.

Number and Street 1: 220 CAMBIE STREET City: VANCOUVER

State:

Number and Street 2: 2ND FLOOR Country: Canada

ZIP+4/Postal Code: BC V6B 2M9

ZIP+4/Postal Code:

02481

Telephone Number: 604-484-6630

Facsimile number, if any: 604-608-2941

This is (check one):

O one of your branch offices or affiliates.

♂ a third-party unaffiliated recordkeeper.

o other.

Briefly describe the books and records kept at this location. EMAIL RETENTION.

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

## Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a large advisory firm that either:
  - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
  - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
  - (a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business; or
  - (b) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business;

Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.

(3) Reserved

- (4) have your principal office and place of business outside the United States;
- (5) are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;
- (6) are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;

If you check this box, complete Section 2.A.(8) of Schedule D.

(9) are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

(10) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an Internet adviser relying on rule 203A-2(e);
- (12) have received an SEC order exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

(13) are no longer eligible to remain registered with the SEC.

#### State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to

the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

30113010110113			
AL	Гц	□ NE	□ sc
🗖 AK	🗖 IN	□ NV	🗖 SD
🗖 AZ	ГА	🗖 NH	🗖 TN
🗖 AR	Г кs	🗖 NJ	П тх
CA CA	🗖 кү	□ NM	🗖 UT
🗖 со		□ NY	🗖 ут
🗖 ст	Г ме	□ NC	ПИ
DE DE	Г мd	🗖 ND	□ VA
DC	Г ма	🗖 он	🗖 WA
E FL	Пм	🗖 ок	
GA	Π MN	C OR	🗖 wi
🗖 GU	П мs	PA	□ wy
Пн	П мо	PR	
DID	П мт	🗖 RI	

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

#### SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

#### SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.

I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

#### SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

If you are submitting your annual updating amendment, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

#### SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of order.

## Item 3 Form of Organization

If you are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.

- A. How are you organized?
  - C Corporation
  - O Sole Proprietorship
  - C Limited Liability Partnership (LLP)
  - O Partnership
  - Limited Liability Company (LLC)
  - C Limited Partnership (LP)
  - O Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year? DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Delaware United States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

## Item 4 Successions

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?

Yes No

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

# Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

## Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.

13

- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?
  - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
  - (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
  - (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

0

- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?
  - 0
- (6) Approximately how many firms or other persons solicit advisory clients on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

#### Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
  - 0
  - (2) Approximately what percentage of your *clients* are non-*United States persons*?
     0%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (d)(1) or (d)(3) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of <i>Client</i>	(1) Number of <i>Client(s)</i>	(2) Fewer than 5 <i>Client</i> s	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)	0		\$ 0
(b) High net worth individuals	0		\$ 0
(c) Banking or thrift institutions	0		\$ 0
(d) Investment companies	0		\$ 0
(e) Business development companies	0	-	\$ 0
(f) Pooled investment vehicles (other than investment companies and business development companies)	21		\$ 656,255,907
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	0		\$ 0
(h) Charitable organizations	0		\$ 0
(i) State or municipal government entities (including government pension plans)	0		\$ 0
(j) Other investment advisers	0		\$ 0
(k) Insurance companies	0		\$ 0
(I) Sovereign wealth funds and foreign official institutions	0		\$ 0
(m) Corporations or other businesses not listed above	0		\$ 0
(n) Other:	0		\$ 0

#### **Compensation Arrangements**

- E. You are compensated for your investment advisory services by (check all that apply):
  - (1) A percentage of assets under your management

	(2)	Hourly	charges
--	-----	--------	---------

(3)	Subscription fees (for a newsletter or periodical)

- Γ (4) Fixed fees (other than subscription fees)
- (5) Commissions
- $\checkmark$ (6) Performance-based fees
- Other (specify): PROPERTY MANAGEMENT FEES AND CONSTRUCTION **(**7)

ltem	1 5 Information About Your Advisory Bus	iness - Regulatory A	ssets Under Management			
Reg	gulatory Assets Under Management					
						Yes No
F.	F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?					$\circ$ $\circ$
	(2) If yes, what is the amount of your re	gulatory assets under	r management and total number of a	accounts?		
			U.S. Dollar Amount		Total Number of Accounts	
	Discretionary:	(a)	\$ 656,255,907	(d)	21	
	Non-Discretionary:	(b)	\$ O	(e)	0	
	Total:	(c)	\$ 656,255,907	(f)	21	

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to clients who are non-United States persons?

\$0

## Item 5 Information About Your Advisory Business - Advisory Activities

## **Advisory Activities**

- G. What type(s) of advisory services do you provide? Check all that apply.
  - (1) Financial planning services
  - (2) Portfolio management for individuals and/or small businesses
  - (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
  - V (4) Portfolio management for pooled investment vehicles (other than investment companies)
  - (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles)
  - Γ (6) Pension consulting services
  - (7) Selection of other advisers (including private fund managers)
  - (8) Publication of periodicals or newsletters
  - (9) Security ratings or pricing services
  - (10) Market timing services
  - (11) Educational seminars/workshops
  - (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 0
- O 1-10
- 11 25
- 0 26 - 50
- O 51 - 100
- $\mathbf{O}$ 101 - 250
- $\circ$
- 251 500 O
- More than 500  $\odot$ If more than 500, how many? (round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

Yes No

0  $\odot$ 

(2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:

(a) sponsor to a wrap fee program

	(b) portfolio manager for a <i>wrap fee program</i> ? \$			
	(c) <i>sponsor</i> to and portfolio manager for the same <i>wrap fee program</i> ? \$			
	If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).			
	If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.1.(2) of Schedule D.			
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee p do not check Item 5.I.(1) or enter any amounts in response to Item 5.I.(2).	orograi	m,	
		Yes	No	
J.	(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	0	$\odot$	
	(2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?	0	$\odot$	
K.	Separately Managed Account Clients			
	(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i> )?		No	
	If yes, complete Section 5.K.(1) of Schedule D.			
	(2) Do you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise?	0	o	
	If yes, complete Section 5.K.(2) of Schedule D.			
	(3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	0	$oldsymbol{\circ}$	
	If yes, complete Section 5.K.(2) of Schedule D.			
	(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?	0	o	
	If yes, complete Section 5.K.(3) of Schedule D for each custodian.			
eec	TION 5.C. (3) Advisors to Peristered Investment Companies and Business Development Companies			

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

## SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

(a)	Asset Type	Mid-year	End of year
	(i) Exchange-Traded Equity Securities	%	%

(ii)	Non Exchange-Traded Equity Securities	%	%
(iii)	U.S. Government/Agency Bonds	%	%
(iv)	U.S. State and Local Bonds	%	%
(v)	Sovereign Bonds	%	%
(vi)	Investment Grade Corporate Bonds	%	%
(vii)	Non-Investment Grade Corporate Bonds	%	%
(viii)	Derivatives	%	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi)	Cash and Cash Equivalents	%	%
(xii)	Other	%	%

Generally describe any assets included in "Other"

Asset Type	End of year
(i) Exchange-Traded Equity Securities	%
(ii) Non Exchange-Traded Equity Securities	%
(iii) U.S. Government/Agency Bonds	%
(iv) U.S. State and Local Bonds	%
(v) Sovereign Bonds	%
(vi) Investment Grade Corporate Bonds	%
(vii) Non-Investment Grade Corporate Bonds	%
(viii) Derivatives	%
(ix) Securities Issued by Registered Investment Companies or Business Development Companies	%
(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Developm	nent Companies) %
(xi) Cash and Cash Equivalents	%
(xii) Other	%

Generally describe any assets included in "Other"

## SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

□ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate gross notional value of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative Exp	osures		
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%

10-149%	\$ \$	%	%	%	%	%	%
150% or more	\$ \$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
(a		(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative	
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts	
	No Information Filed

#### Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

- A. You are actively engaged in business as a (check all that apply):
  - broker-dealer (registered or unregistered)
  - $\square$  (2) registered representative of a broker-dealer
  - (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
  - (4) futures commission merchant
  - (5) real estate broker, dealer, or agent
  - (6) insurance broker or agent
  - (7) bank (including a separately identifiable department or division of a bank)
  - (8) trust company
  - (9) registered municipal advisor
  - (10) registered security-based swap dealer
  - (11) major security-based swap participant
  - (12) accountant or accounting firm(13) lawyer or law firm

## (14) other financial product salesperson (specify):

	If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.						
			Yes	No			
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	0	$\odot$			
	(2)	If yes, is this other business your primary business?	0	0			
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.					
			Yes	No			
	(3)	Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	0	$\odot$			
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.					

#### SECTION 6.A. Names of Your Other Businesses

No Information Filed

#### SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

## SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name:

## Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- $\square$  (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

	206	$\delta(4)$ -2 of the Advisers Act.		
SEC		I 7.A. Financial Industry Affiliations		
		e a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.		
1.		al Name of <i>Related Person</i> : RE TWO LLC		
2.		nary Business Name of <i>Related Person</i> : RE TWO LLC		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	Pr		
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.		ated Person is: (check all that apply)		
		<ul> <li>broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>other investment adviser (including financial planners)</li> </ul>		
	( )	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f) (g)	<ul> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>futures commission merchant</li> </ul>		
	(g) (h)	banking or thrift institution		
	(i)	T trust company		
	(j)	accountant or accounting firm		
	(k) (I)	<ul> <li>lawyer or law firm</li> <li>insurance company or agency</li> </ul>		
	(l) (m)			
		real estate broker or dealer		
	( )	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do y	you control or are you controlled by the related person?		•
			Č	e
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	$\odot$	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:		
		Number and Street 1:       Number and Street 2:         City:       State:       Country:       ZIP+4/Postal Code:		
		If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
0.	(u) (b)	If the answer is yes, under what exemption?	O	0
10.			$^{\circ}$	$\odot$
	(u)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. No Information Filed		
11.	Doy	you and the related person share any supervised persons?	$oldsymbol{\circ}$	0

 $\odot$   $\circ$ 

12. Do you and the *related person* share the same physical location?

1.	Legal Name of <i>Related Person</i> : BPRE ONE LLC		
2.	Primary Business Name of <i>Related Person</i> : BPRE ONE LLC		
3.	<i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's (a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
5.	Related Person is: (check all that apply)         (a)       broker-dealer, municipal securities dealer, or government securities broker or dealer         (b)       other investment adviser (including financial planners)         (c)       registered municipal advisor         (d)       registered security-based swap dealer         (e)       major security-based swap participant         (f)       commodity pool operator or commodity trading advisor (whether registered or exempt from registration)         (g)       futures commission merchant         (h)       banking or thrift institution         (i)       trust company         (ii)       accountant or accounting firm         (k)       lawyer or law firm         (i)       insurance company or agency         (m)       pension consultant         (n)       real estate broker or dealer         (o)       sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles         (p)       sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	Νο
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the <i>related person</i> under common <i>control</i> ?	$\odot$	0
8.	<ul> <li>(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:         <ul> <li>Number and Street 1:</li> <li>City:</li> <li>State:</li> <li>Country:</li> <li>ZIP+4/Postal Code:</li> <li>If this address is a private residence, check this box:</li> </ul> </li> </ul>		© ()
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
	(b) If the answer is yes, under what exemption?	~	~
10.	<ul> <li>(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?</li> <li>(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered. No Information Filed</li> </ul>	0	o
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	o	0
12.	Do you and the <i>related person</i> share the same physical location?	o	0

2.	Primary Business Name of <i>Related Person</i> : BPRE THREE LLC					
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	or Other					
4.	Related Person's					
	(a) CRD Number (if any):					
	(b) CIK Number(s) (if any):					
	No Information Filed					
5.	Related Person is: (check all that apply)					
	<ul> <li>(a) broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>(b) attent investment adviser (including financial planners)</li> </ul>					
	<ul> <li>(b)  other investment adviser (including financial planners)</li> <li>(c)  registered municipal advisor</li> </ul>					
	(d) 🗖 registered security-based swap dealer					
	(e) 🗖 major security-based swap participant					
	<ul> <li>(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(g) futures commission merchant</li> </ul>					
	(h) banking or thrift institution					
	(i) Trust company					
	<ul> <li>(j) □ accountant or accounting firm</li> <li>(k) □ lawyer or law firm</li> </ul>					
	(I) insurance company or agency					
	(m) pension consultant					
	(n) real estate broker or dealer					
	<ul> <li>(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>					
		Yes	s No			
6.	Do you control or are you controlled by the related person?	0	$\odot$			
7.	Are you and the <i>related person</i> under common <i>control</i> ?	~	0			
		e	0			
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$			
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds	0	0			
	or securities that are maintained at the related person?					
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:					
	Number and Street 1:       Number and Street 2:         City:       State:       Country:       ZIP+4/Postal Code:					
	If this address is a private residence, check this box:					
		Yes	s No			
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0			
	(b) If the answer is yes, under what exemption?					
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	$\odot$			
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.					
4 4	No Information Filed					
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	$\odot$	0			
12.	Do you and the <i>related person</i> share the same physical location?	$\odot$	0			
1.	Legal Name of Related Person:					
	BPRE FOUR LLC					
2	Primary Business Name of Related Person:					
	BPRE FOUR LLC					
<b>^</b>	Polotod Person's SEC File Number (if anu) (e.g. 904 - 9 - 900 - 900 )					
J.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					

or

	Other				
4.		ated Person's CRD Number (if any):			
	(b)	CIK Number(s) (if any): No Information Filed			
5.	<ul> <li>(a)</li> <li>(b)</li> <li>(c)</li> <li>(d)</li> <li>(e)</li> <li>(f)</li> <li>(g)</li> <li>(h)</li> <li>(i)</li> <li>(i)</li> <li>(i)</li> <li>(m)</li> <li>(n)</li> <li>(o)</li> </ul>	ated Person is: (check all that apply)         broker-dealer, municipal securities dealer, or government securities broker or dealer         other investment adviser (including financial planners)         registered security-based swap dealer         major security-based swap participant         commodity pool operator or commodity trading advisor (whether registered or exempt from registration)         futures commission merchant         banking or thrift institution         true company         accountant or accounting firm         lawyer or law firm         insurance company or agency         pension consultant         real estate broker or dealer         sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles         sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	Νο	
6.	Do y	you control or are you controlled by the related person?		©	
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	$\odot$	0	
8.	(b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: City: State: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		•	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0		
10.	(a)	Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered. No Information Filed	0	o	
11.	Do y	you and the related person share any supervised persons?	$\odot$	0	
12.	Do y	rou and the <i>related person</i> share the same physical location?	o	0	
	BPR Prim	al Name of <i>Related Person</i> : E FIVE, LLC hary Business Name of <i>Related Person</i> : E FIVE, LLC			
3.		ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
4.	(a)	ated Person's CRD Number (if any): CIK Number(s) (if any):			

5.	Rela	ated Person is: (check all that apply)						
	(b)	other investment adviser (including financial planners)						
	(c)	registered municipal advisor						
	(d)	registered security-based swap dealer						
	(e)	major security-based swap participant						
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)						
	(g)	futures commission merchant						
	(h)	banking or thrift institution						
	(i)	trust company						
	(i)	<ul> <li>accountant or accounting firm</li> </ul>						
	(k)	lawyer or law firm						
	(I)	insurance company or agency						
	(m)							
	(n)	real estate broker or dealer						
	(n) (o)	<ul> <li>sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>						
```	(e) (p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles						
	(P)		Yes	No				
6.	Doy	you control or are you controlled by the related person?		•				
7	Δre	you and the <i>related person</i> under common <i>control</i> ?	_	_				
	/ 10		۲	0				
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$				
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0				
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:						
		Number and Street 1: Number and Street 2:						
		City: State: Country: ZIP+4/Postal Code:						
		If this address is a private residence, check this box:						
			Yes	No				
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	$\circ$				
	(b)	If the answer is yes, under what exemption?						
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	~	o				
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	0	U				
	(0)	No Information Filed						
11.	Doy	you and the related person share any supervised persons?	$\odot$	0				
12.	Doy	you and the <i>related person</i> share the same physical location?	o	0				

No Information Filed

- 1. Legal Name of Related Person: BELVERON SWEEPER FUND I GP, LLC.
- Primary Business Name of Related Person: 2. BELVERON SWEEPER FUND I GP, LLC.
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

or Other

- 4. Related Person's
  - (a) CRD Number (if any):
  - (b) CIK Number(s) (if any):

No Information Filed

- 5. Related Person is: (check all that apply)
  - (a) 🗖 broker-dealer, municipal securities dealer, or government securities broker or dealer
  - (b) 🗖 other investment adviser (including financial planners)

	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Yes	No
6.	Do y	ou control or are you controlled by the related person?	0	$\odot$
7.	Are	you and the related person under common control?	$\odot$	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not	0	0
		operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds	~	
		or securities that are maintained at the related person?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:		
		Number and Street 1:     Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box:	Yes	Na
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		
5.	. ,		0	0
	(b)	If the answer is yes, under what exemption?		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	-	_
10.		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	0	$\odot$
	(b)	No Information Filed		
11	Do γ	ou and the related person share any supervised persons?	~	
	<i>2</i> 0 y		$\odot$	0
12	Dox	ou and the <i>related person</i> share the same physical location?	_	
12.	<i>D</i> 0 y		$\odot$	O

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

## SECTION 7.B.(1) Private Fund Reporting

A. F	PRIVATE FUND		
<u>Info</u>	ormation About the Private Fund		
1.	(a) Name of the <i>private fund</i> :		
	BELVERON FUND IV REIT PROPERTY OWNER, LLC		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-1875114730		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	BPRE FOUR, LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.			
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
0.	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	C.
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.	(1) for the master-feeder	

arrangement or reporting on the funds separately.

	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:						
	No Information Filed						
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	nteres	sts,				
8.	(a) Is this <i>private fund</i> a "fund of funds"?	res	No				
-	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.						
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0				
		Vaa	Na				
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes O	©				
10.	What type of fund is the private fund?						
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:						
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.						
11.	Current gross asset value of the <i>private fund</i> : \$ 0						
<u>Ow</u>	mership						
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :						
	\$ 0 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	s of th	ıe				
13.	Approximate number of the <i>private fund's</i> beneficial owners: 2						
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%						
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:						
	0%	Yes	No				
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	۲				
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%						
<u>Yoı</u>	ur Advisory Services						
		Yes	No				
17.	<ul> <li>(a) Are you a subadviser to this <i>private fund</i>?</li> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no,"</li> </ul>	C leave	Other State Other Stat				
	question blank.						
	No Information Filed						
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	Yes	No				

(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "no,"

		leave this question blank.		
		No Information Filed		
			Yes	No
19.	Arey	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	$\odot$
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Аррі	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%			
<u>Priv</u>	ate C	Offering	Yes	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
			~	~
22.	If ye	s, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. SI	ERVIO	CE PROVIDERS		
Auc	litors			
mae			Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	0	$\odot$
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\circ$	$\circ$
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete		
		questions (b) through (f) separately for each auditing firm.		
		No Information Filed		
			Voc	No
	(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	Ō	0
		Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?	C	v
		O Yes O No O Report Not Yet Received		
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prir</u>	ne Br	<u>roker</u>		
24	(-)		Yes	No
24.		Does the <i>private fund</i> use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more th	O an on	•
		prime broker, you must complete questions (b) through (e) separately for each prime broker.		
		No Information Filed		
<u>Cus</u>	stodia	<u>n</u>		
25.	(a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes	
20.	. ,	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than	One	0
		custodian, you must complete questions (b) through (g) separately for each custodian.		
		Additional Custodian Information : 1 Record(s) Filed.		
		If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more tha	ո օրբ	,
		custodian, you must complete questions (b) through (g) separately for each custodian.		
		(b) Legal name of custodian: FIRST REPUBLIC BANK		

(c) Primary business name of custodian:

(d)	The location of the custod	an's office responsible for cus	stody of the private fund's asse	ts (city, state and country):	
	City:		State:	Country:	
	SAN FRANCISCO		California	United States	
					Ye
(e)	Is the custodian a related	person of your firm?			c
(f)	If the custodian is a broke	-dealer, provide its SEC regist	tration number (if any):		
	- CRD Number (if any):				
(g)	If the custodian is not a br YWC0TIKBQM2JV8L4IV09		ler but does not have an SEC	registration number, provide its legal entity	/ identifier (if any)
ator	:				
the c) thr	the <i>private fund</i> use an adr answer to question 26.(a) is rough (f) separately for each itional Administrator Inform	"yes," respond to questions (I administrator.		ate fund uses more than one administrator	r, you must complete que
the so) thr Addin	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a	a "yes," respond to questions ( a administrator. ation : 1 Record(s) Filed.	b) through (f) below. If the <i>priv</i>	ate fund uses more than one administrator	
the so) thr Addin	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a	a "yes," respond to questions (la administrator. administrator. ation : 1 Record(s) Filed.	b) through (f) below. If the <i>priv</i>		
the so) thr Addin If th que	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a	a "yes," respond to questions ( a administrator. ation : 1 Record(s) Filed.	b) through (f) below. If the <i>priv</i>		
the so) thr Addin If th que	answer to question 26.(a) is rough (f) separately for each itional Administrator Inform the answer to question 26.(a estions (b) through (f) separ	s "yes," respond to questions (In administrator. ation : 1 Record(s) Filed. ) is "yes," respond to questions ately for each administrator.	b) through (f) below. If the <i>priv</i>		
i the so) thr b) thr Addii If th que (b)	answer to question 26.(a) is rough (f) separately for each <b>tional Administrator Inform</b> he answer to question 26.(a estions (b) through (f) separ Name of administrator:	a "yes," respond to questions (In administrator. ation : 1 Record(s) Filed. ) is "yes," respond to questions ately for each administrator. PC	b) through (f) below. If the <i>priv</i>		
i the so) thr b) thr Addii If th que (b)	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (a City:	<ul> <li>"yes," respond to questions (In administrator.</li> <li>ation : 1 Record(s) Filed.</li> <li>ation : 1 Record (s) Filed.</li> <li>ately for each administrator.</li> <li>PC</li> <li>bit state and country): State:</li> </ul>	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat	
i the so) thr b) thr Addii If th que (b)	answer to question 26.(a) is rough (f) separately for each <b>itional Administrator Inform</b> he answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (a	<ul> <li>"yes," respond to questions (In administrator.</li> <li>ation : 1 Record(s) Filed.</li> <li>) is "yes," respond to questions ately for each administrator.</li> <li>PC</li> <li>city, state and country):</li> </ul>	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat	
f the so) thr b) thr Addii If th que (b) (c)	answer to question 26.(a) is rough (f) separately for each itional Administrator Inform the answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (c City: BOSTON	a "yes," respond to questions (In administrator. ation : 1 Record(s) Filed. ) is "yes," respond to questions ately for each administrator. PC city, state and country): State: Massachusetts	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat	
f the so) thr b) thr Addii If th que (b) (c)	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (a City:	a "yes," respond to questions (In administrator. ation : 1 Record(s) Filed. ) is "yes," respond to questions ately for each administrator. PC city, state and country): State: Massachusetts	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat	tor, you must complete
the so) thr b) thr Addii If th que (b) (c) (d)	answer to question 26.(a) is rough (f) separately for each itional Administrator Inform he answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (c City: BOSTON Is the administrator a <i>rela</i>	<ul> <li>"yes," respond to questions (In administrator.</li> <li>ation : 1 Record(s) Filed.</li> <li>ation : 1 Record(s) Filed.</li> <li>ately for each administrator.</li> <li>PC</li> <li>bit yes, state and country): State: Massachusetts</li> <li>bit yes, massachusetts</li> <li>bit yes, state and your firm?</li> </ul>	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat Country: United States	tor, you must complete Yes
the so) thr b) thr Addii If th que (b) (c) (d)	answer to question 26.(a) is rough (f) separately for each tional Administrator Inform he answer to question 26.(a estions (b) through (f) separ Name of administrator: PRAGUE AND COMPANY Location of administrator (c City: BOSTON Is the administrator a <i>relat</i> Does the administrator pre	<ul> <li>"yes," respond to questions (In administrator.</li> <li>ation : 1 Record(s) Filed.</li> <li>ation : 1 Record(s) Filed.</li> <li>ately for each administrator.</li> <li>PC</li> <li>bit (State: Massachusetts)</li> <li>bit (Massachusetts)</li> <li>bit (Massachusetts)</li> <li>bit (Massachusetts)</li> <li>bit (Massachusett)</li> <li< td=""><td>b) through (f) below. If the <i>priv</i></td><td><i>rivate fund</i> uses more than one administrat Country: United States</td><td>tor, you must complete Yes</td></li<></ul>	b) through (f) below. If the <i>priv</i>	<i>rivate fund</i> uses more than one administrat Country: United States	tor, you must complete Yes

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

# **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

 $\odot$ 

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. P	RIVATE FUND	
<u>Info</u>	mation About the Private Fund	
1.	<ul> <li>(a) Name of the <i>private fund</i>:</li> <li>BELVERON FUND IV REIT, LLC</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-3429626237</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State:     Country:       Delaware     United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director	
	BPRE FOUR, LLC	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	
4.	<ul> <li>The private fund (check all that apply; you must check at least one):</li> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	No Information Filed	
	Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$oldsymbol{\circ}$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	
	No Information Filed	
	Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :	
	Private fund identification number: (include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feede arrangement or reporting on the funds separately.	٢
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answ the following questions:	wer
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fun ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interes and each class (or series) invests substantially all of its assets in a single master fund. Yes	sts,
8.	(a) Is this <i>private fund</i> a "fund of funds"?	õ
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether	_
	they are also <i>private funds</i> or registered investment companies.	

(b) If yes, does the private fund invest in funds managed by you or by a related person?

		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	©
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 0		
<u>Ow</u>	mership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	s of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners: 1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>	M	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons: 0%		
Vo	ur Advisory Services		
100	I AUVISOLY SELVICES	Yes	No
17.	(a) Are you a subadviser to this private fund?	0	$\odot$
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	leave	this
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	
	No Information Filed		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
		- O	O
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.			
20.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
	NOTE: For purposes of this question, do not consider feeder funds of the private fund. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	γοε	No
<u>Priv</u>	NOTE: For purposes of this question, do not consider feeder funds of the private fund. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%	Yes	No
<u>Priv</u> 21.	NOTE: For purposes of this question, do not consider feeder funds of the private fund. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% vate Offering		

<u>Audi</u>	tors			
23.	(a)	1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes	
_0.		2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	⊙ ○
		f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		No Information Filed		
			Yes	No
(	(g) /	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	0	0
(	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
		O Yes O No O Report Not Yet Received		
		f you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prim</u>	e Br	<u>oker</u>		
24. (	(a)	Does the <i>private fund</i> use one or more prime brokers?	Yes	NO
		f the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more that prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	_
		No Information Filed		
Cust	odia	n		
25	(2)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes	
20. (		f the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than a	⊙ ne	0
		custodian, you must complete questions (b) through (g) separately for each custodian.		
		Additional Custodian Information : 1 Record(s) Filed.		
		If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: FIRST REPUBLIC BANK	one	
		(c) Primary business name of custodian: FIRST REPUBLIC BANK		
		(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):		
		City: State: Country:		
		SAN FRANCICSO California United States	s N	
		(e) Is the custodian a <i>related person</i> of your firm?		
		(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):		

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any) YWC0TIKBQM2JV8L4IV09

# Administrator

26. (a) Does the *private fund* use an administrator other than your firm?

Yes	No

$\odot$	C

i 1		ormation : 1 Record(s) Filed.		
	•	6.(a) is "yes," respond to questions (b) through eparately for each administrator.	(f) below. If the <i>private fund</i> uses more than one administrator, yo	ou must complete
(b)	Name of administrator	:		
	PRAGUE AND COMPA	NY PC		
(c)	Location of administrat	or (city, state and country):		
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	Yes
(d)	Is the administrator a <i>r</i>	related person of your firm?		0
(2)			to to the private function in conteness	
		r prepare and send investor account statemen investors)  Some (provided to some but not	all investors) 👩 No (provided to no investors)	
	O ree (presided to di			
	-	nt to the (rest of the) private fund's investors, re	estor account statements to the (rest of the) <i>private fund's</i> investors spond "not applicable."	s? If investor accou
ng you	ır last fiscal year, what p	percentage of the private fund's assets (by valu	e) was valued by a <i>person</i> , such as an administrator, that is not yc	our related person?
	used for purposes of inv	vestor subscriptions, redemptions or distributi	ons, and fee calculations (including allocations) was the valuation	determined by suc
ation u son.	used for purposes of in	vestor subscriptions, redemptions or distributi	ons, and fee calculations (including allocations) was the valuation	determined by suc
ation u son.	used for purposes of in	vestor subscriptions, redemptions or distributi	ons, and fee calculations (including allocations) was the valuation	determined by suc
ation u son. <u>rs</u>		vestor subscriptions, redemptions or distributi e services of someone other than you or your e		determined by suc
ation u :on. r <u>s</u> Does t You mi to ques	the <i>private fund</i> use the nust answer "yes" wheth stion 28.(a) is "yes," res	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, con		imilar <i>person</i> . If the
ation u son. <u>rs</u> Does t You mu to ques must c	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re complete questions (b)	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, con spond to questions (b) through (g) below for e	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si	imilar <i>person</i> . If the
ation u son. <u>rs</u> Does t You must c Additi You ansv	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" who wer to question 28.(a) i	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, con spond to questions (b) through (g) below for each marketer. <b>ation : 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, c	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i>	imilar <i>person.</i> If the hore than one mark
ation u son. TS Does t You mu to ques must c Additi You ansv one	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" who wer to question 28.(a) i	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, conspond to questions (b) through (g) below for each through (g) separately for each marketer. Aution : <b>1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, consistent agent,	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i>	imilar <i>person.</i> If the fore than one marke r similar <i>person.</i> If the <i>und</i> uses more thar
ation u con. TS Does t You mu to ques must c Additi Additi (b) (c)	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" who wer to question 28.(a) i marketer, you must co	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, conspond to questions (b) through (g) below for each marketer. <b>Ation : 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, consistent is "yes," respond to questions (b) through (g) below for each marketer. <b>Step 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, consistent is "yes," respond to questions (b) through (g) below for each marketer. <b>Step 2 Record(s) Filed.</b>	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i>	imilar <i>person.</i> If the fore than one mark r similar <i>person.</i> If th <i>ind</i> uses more than <b>Yes</b>
ation u son. <u>rs</u> Does t You mut to ques must c Additi You ansv one (b) (c) (d)	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" who wer to question 28.(a) i marketer, you must co Is the marketer a <i>relate</i> Name of the marketer: H & L EQUITIES, LLC If the marketer is regist	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, conspond to questions (b) through (g) below for each marketer. <b>Ation : 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, consistent is "yes," respond to questions (b) through (g) below for each marketer. <b>Step 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, consistent is "yes," respond to questions (b) through (g) below for each marketer. <b>Step 2 Record(s) Filed.</b>	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i> r each marketer.	imilar <i>person.</i> If the fore than one mark r similar <i>person.</i> If th <i>ind</i> uses more than <b>Yes</b>
ation u son. <u>rs</u> Does t You mut to ques must c Additi You ansv one (b) (c) (d)	the <i>private fund</i> use the bust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" who wer to question 28.(a) i marketer, you must co Is the marketer a <i>relate</i> Name of the marketer: H & L EQUITIES, LLC	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, comspond to questions (b) through (g) below for each through (g) separately for each marketer. <b>Ation : 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> of your firm? <i>tered with the SEC</i> , its file number ( <i>e.g.</i> , 801-,	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i> r each marketer.	imilar <i>person.</i> If the fore than one marke r similar <i>person.</i> If th <i>ind</i> uses more than <b>Yes</b>
ation u on. T <u>s</u> Does t You mu to ques must c Additi (b) (c) (d)	the <i>private fund</i> use the nust answer "yes" wheth estion 28.(a) is "yes," re- complete questions (b) <b>cional Marketer Informa</b> i must answer "yes" whe wer to question 28.(a) i marketer, you must co Is the marketer a <i>relate</i> Name of the marketer: H & L EQUITIES, LLC If the marketer is regist 8 - 53371 and CRD Number (if an 113794	e services of someone other than you or your enter the <i>person</i> acts as a placement agent, comspond to questions (b) through (g) below for each through (g) separately for each marketer. <b>Ation : 1 Record(s) Filed.</b> ether the <i>person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> acts as a placement agent, complete questions (b) through (g) below for each marketer. <i>ether the person</i> of your firm? <i>tered with the SEC</i> , its file number ( <i>e.g.</i> , 801-,	<i>mployees</i> for marketing purposes? sultant, finder, introducer, municipal advisor or other solicitor, or si ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses m onsultant, finder, introducer, municipal advisor or other solicitor, or elow for each such marketer the <i>private fund</i> uses. If the <i>private fu</i> r each marketer.	imilar <i>person.</i> If the fore than one mark r similar <i>person.</i> If th <i>ind</i> uses more than <b>Yes</b>

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions

(f) Does the marketer market the *private fund* through one or more websites?

(g) If the answer to question 28.(f) is "yes," list the website address(es):

No Information Filed

A. PF	VATE FUND	
<u>Infor</u>	nation About the Private Fund	
1.	<ul> <li>(a) Name of the <i>private fund</i>:</li> <li>BELVERON FUND V REIT PROPERTY OWNER, LLC</li> <li>(b) <i>Private fund</i> identification number:</li> <li>(include the "805-" prefix also)</li> <li>805-4179452608</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State:     Country:       Delaware     United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director BPRE FIVE, LLC	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	
4.	<ul> <li>The private fund (check all that apply; you must check at least one):</li> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed	
	Yes	No
6.		$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ? No Information Filed	
	Yes	No
	<ul> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li> <li>Name of <i>private fund</i>:</li> </ul>	o
	Private fund identification number: (include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.	r
7.	f you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answ he following questions:	ver
	No Information Filed	

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund

Yes No  $\odot$ 

	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.	nteres	sts,
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also private funds or registered investment companies.	vhethe	ər
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	$\circ$
0		Yes	
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	O
10.	What type of fund is the <i>private fund</i> ?		
	○ hedge fund ○ liquidity fund ○ private equity fund   real estate fund ○ securitized asset fund ○ venture capital fund ○ Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the private fund:		
	\$ O		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the private fund:		
		6 44	
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).	s or tr	ie
13.	Approximate number of the private fund's beneficial owners:		
	2		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the private fund beneficially owned by non-United States persons:		
	0%		
<u> Yoı</u>	ur Advisory Services	Yes	No
17.	(a) Are you a subadviser to this private fund?	0	©
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	~	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	"
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your clients has invested in the private fund?		

0%

# Private Offering

21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ⊙
22.	lf ve	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. SI	ERVI	CE PROVIDERS		
<u>Auc</u>	litors			
23	(a)	(1) Are the private fund's financial statements subject to an annual audit?	Yes	
20.		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	⊙ 0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		Ĭ
		No Information Filed		
			Yes	No
	(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	0	0
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
		O Yes O No O Report Not Yet Received		
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prir</u>	ne B	roker		
			Yes	No
24.	. ,	Does the <i>private fund</i> use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more the		⊙
		prime broker, you must complete questions (b) through (e) separately for each prime broker.		5
		No Information Filed		
Cus	stodia	an		
25.	(a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes	
		If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.	_	Č
		Additional Custodian Information : 1 Record(s) Filed.		
		If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that custodian, you must complete questions (b) through (g) separately for each custodian.	n one	
		(b) Legal name of custodian: FIRST REPUBLIC BANK		
		(c) Primary business name of custodian: FIRST REPUBLIC BANK		
		(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):		
		City:     State:     Country:       SAN FRANCISCO     California     United States		
			'es N	o
		(e) Is the custodian a <i>related person</i> of your firm?	0	5

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):

- CRD Number (if any):
- (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any) YWC0TIKBQM2JV8L4IV09

Yes No

Yes No

0 0

#### Administrator

Additional Administra	or Information : 1 Record(s) Filed.		
-	ion 26.(a) is "yes," respond to questions (b) through (f) separately for each administrator.	(f) below. If the <i>private fund</i> uses more than one administrator, you must	t complete
(b) Name of adminis	trator:		
PRAGUE AND C	DMPANY PC		
(c) Location of admi	histrator (city, state and country):		
City:	State:	Country:	
BOSTON	Massachusetts	United States	Yes
(d) Is the administra	or a related person of your firm?		0
(e) Does the admini	strator prepare and send investor account statemen	s to the <i>private fund's</i> investors?	
O Yes (provideo	to all investors) $\bigcirc$ Some (provided to some but not	all investors) 💽 No (provided to no investors)	
		estor account statements to the (rest of the) private fund's investors? If inv	

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

#### **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

## A. PRIVATE FUND

#### Information About the Private Fund

- 1. (a) Name of the *private fund*: BELVERON FUND V REIT, LLC
  - (b) Private fund identification number: (include the "805-" prefix also)
     805-3277644769

2.	Under the laws of what state or country is the <i>private fund</i> organized:         State:       Country:         Delaware       United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director BPRE FIVE, LLC		
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> . No Information Filed		
4.	<ul> <li>The <i>private fund</i> (check all that apply; you must check at least one):</li> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	o
	No Information Filed		
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li></ul>	Yes O	No ©
	Name of <i>private fund</i> : <i>Private fund</i> identification number: (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master- arrangement or reporting on the funds separately.	feede	ſ
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund- the following questions:	s ansv	ver
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.		ts,
8.	<ul> <li>(a) Is this private fund a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles.</li> </ul>	_	⊙ r
	they are also private funds or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	٥
10.	What type of fund is the <i>private fund</i> ?		
	○ hedge fund ○ liquidity fund ○ private equity fund   real estate fund ○ securitized asset fund ○ venture capital fund ○ Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		

11.	Current gross asset value of the private fund:		
	\$ O		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 1,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents fund).	s of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	2		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Υοι</u>	ur Advisory Services	X	
17.	(a) Are you a subadviser to this private fund?	Yes	No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," I question blank.		
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,'	"
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%		
<u>Priv</u>	vate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ©
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		
	No Information Filed		
B. SI	ERVICE PROVIDERS		
Auc	litors		
		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	0	$\odot$
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete		

questions (b) through (f) separately for each auditing firm.

No Information Filed
----------------------

		Ye	s N
(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	c	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
	○ Yes ○ No ○ Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available of the second s	able.	
Prime E	Broker		
94 (a)	Does the <i>private fund</i> use one or more prime brokers?		s N
. i. (u)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund	C uses more than o	
	prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
Custodi	ian	Ye	s N
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	e	0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> use custodian, you must complete questions (b) through (g) separately for each custodian.	es more than one	
	Additional Custodian Information : 1 Record(s) Filed.	ses more than or	
		ses more than or	ne
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses (b) through (g) separately for each custodian.         (b) Legal name of custodian:	ses more than or	ne
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK         (c) Primary business name of custodian:	ses more than or	ne
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK         (c) Primary business name of custodian: FIRST REPUBLIC BANK         (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City:         City:       State:	ses more than or	ne
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK         (c) Primary business name of custodian: FIRST REPUBLIC BANK         (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):	ses more than or	
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK         (c) Primary business name of custodian: FIRST REPUBLIC BANK         (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City:         City:       State:		
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK       (c) Primary business name of custodian: FIRST REPUBLIC BANK         (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: SAN FRANCICSO       State: Country: California       Country: United States	Yes	No
	Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund use custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian: FIRST REPUBLIC BANK	Yes	No

26. (a) Does the *private fund* use an administrator other than your firm?

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Yes No

 $\odot$   $\circ$ 

Additional Administrator Information : 1 Record(s) Filed.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

	(b) Name of administrato PRAGUE AND COMP			
	(c) Location of administra City:	tor (city, state and country): State:	Country:	
	BOSTON	Massachusetts	United States	
	(d) Is the administrator a	related person of your firm?		Yes No
		or prepare and send investor account statements I investors) ${igcar_{igcar{O}}}$ Some (provided to some but not a		
	statements are not se	ion 26.(e) is "no" or "some," who sends the inves int to the (rest of the) <i>private fund's</i> investors, res TATE PARTNERS, LLC	stor account statements to the (rest of the) <i>private fund's</i> invest pond "not applicable."	stors? If investor account
0% In va	% clude only those assets where	(i) such <i>person</i> carried out the valuation procedu	) was valued by a <i>person</i> , such as an administrator, that is n ure established for that asset, if any, including obtaining any r ns, and fee calculations (including allocations) was the valua	relevant quotes, and (ii) the
<u>Marke</u>	<u>ters</u>			Yes No
28. (a	) Does the private fund use th	e services of someone other than you or your <i>en</i>	aployees for marketing purposes?	• •
	to question 28.(a) is "yes," re		ultant, finder, introducer, municipal advisor or other solicitor, on such marketer the <i>private fund</i> uses. If the <i>private fund</i> use	-
	Additional Marketer Inform	ation : 1 Record(s) Filed.		
	answer to question 28.(a)		nsultant, finder, introducer, municipal advisor or other solicito low for each such marketer the <i>private fund</i> uses. If the <i>priva</i> each marketer.	•
				Yes No
	(b) Is the marketer a <i>rela</i>	<i>ted person</i> of your firm?		00
	(c) Name of the marketer H & L EQUITIES, LLC			
	(d) If the marketer is regis 8 - 53371 and CRD Number (if a 113794	stered with the SEC, its file number ( <i>e.g.</i> , 801-, 8- any):	, or 866-):	
	(e) Location of the marke	ter's office used principally by the <i>private fund</i> (ci	ty, state and country):	
	City: ATLANTA	State: Georgia	Country: United States	
	(f) Does the marketer mathematic	arket the <i>private fund</i> through one or more websi	tes?	Yes No ○ ⊙
		ion 28.(f) is "yes," list the website address(es):		

A. PRIVATE FUND

1.	(a) Name of the private fund:		
	BELVERON PARTNERS FUND I LP		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-6030019286		
2.	Under the laws of what state or country is the private fund organized:		
۷.	State: Country:		
	California United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	BPRE ONE LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The <i>private fund</i> (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
F	List the name and sountry in English, of each foreign financial regulatory outherity with which the private fund is registered		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed		
	No mormation Filed		
-		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		V	NI-
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	$\odot$
	Name of private fund:		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	۶r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund	s ans	wer
	the following questions:		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing	jle fun	nd
	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or	interes	sts,
	and each class (or series) invests substantially all of its assets in a single master fund.	Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v	O whethe	• or
	they are also private funds or registered investment companies.	Mietrie	31
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		~~	~
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other		o
	than "money market funds," to the extent provided in Instruction 6.e.)?	~	e.

10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund 💿 real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 0		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 25,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of t	he
13.	Approximate number of the <i>private fund's</i> beneficial owners: 1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		
	0%	Yes	s No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	o	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yoı</u>	ur Advisory Services		
17	(a) Are you a subadviser to this private fund?	-	s No
	<ul> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no," question blank.</li> </ul>	C leave	€ this
	No Information Filed		
		Yes	s No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	is "no,	,"
	No Information Filed		
		Yes	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	i No ⊙
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
	ERVICE PROVIDERS		

lf	) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		)
q	the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete	;	
	uestions (b) through (f) separately for each auditing firm.		
1	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must compl questions (b) through (f) separately for each auditing firm.	ete	
	(b) Name of the auditing firm: NOVOGRADAC & COMPANY		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City:State:Country:SOUTHFIELDMichiganUnited States		
	SOUTHFIELD Michigan Onlied States	Yes	N
	(d) Is the auditing firm an <i>independent public accountant</i> ?	$\odot$	¢
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	o	¢
	If yes, Public Company Accounting Oversight Board-Assigned Number: 474		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	o	<
		Y	es
A	re the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	¢	D
D	o all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
0	Yes O No 💿 Report Not Yet Received		
lf	you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
Bro	<u>ker</u>		
	and the private fundues and or more prime brokers?	Y	es
	oes the <i>private fund</i> use one or more prime brokers? the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more t	- (	5
		han	
р	ime broker, you must complete questions (b) through (e) separately for each prime broker.	han	
p		han	
p	ime broker, you must complete questions (b) through (e) separately for each prime broker.	han	
p lian	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed		on
ian	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	Ye	or
ian D	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	Ye	on
ian D If	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Dees the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that	Ye	or
ian D If	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Dees the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha ustodian, you must complete questions (b) through (g) separately for each custodian.	Ye C	e
ian D If	ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha istodian, you must complete questions (b) through (g) separately for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha istodian Information : 1 Record(s) Filed. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha	Ye C	e
ian D If	Ime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Dees the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha ustodian, you must complete questions (b) through (g) separately for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha ustodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian:	Ye C	es e

	City:		State:	Country:	
	SAN FRANCISCO		California	United States	
					Yes No
	(e) Is the custodian a related per	son of your firm?			00
	(f) If the custodian is a broker-de	ealer, provide its SEC registration	n number (if any):		
	-				
	CRD Number (if any):				
	(g) If the custodian is not a broke YWC0TIKBQM2JV8L4IV08	r-dealer, or is a broker-dealer bu	it does not have an SE	C registration number, provide its legal entity identifie	er (if any)
	T WCUTIKDQIVIZJV6L4IV06				
A aluminini	wet e v				
Adminis	rator				Vac. No.
26 (a)	Does the <i>private fund</i> use an admin	istrator other than your firm?			Yes No
		-	augh (f) halaur lf tha ar	wate fund upon more than and administrator, you mu	• •
	(b) through (f) separately for each a		ougn (1) below. If the pr	<i>ivate fund</i> uses more than one administrator, you mu	ist complete questions
	Additional Administrator Informati	on : 1 Record(s) Filed.			
	If the answer to question 26.(a) is questions (b) through (f) separate		hrough (f) below. If the	private fund uses more than one administrator, you	must complete
	(b) Name of administrator:				
	PRAGUE AND COMPANY PC				
	(c) Location of administrator (city				
	City: BOSTON	State: Massachusetts		Country: United States	
	DOOTON	Massachusetts		United Otales	Yes No.
	(d) Is the administrator a <i>related</i>	person of your firm?			
		person of your mini			00
	(a) Deep the administrator prope	in and and investor appoint at	atomonto to the private	fund's investors?	
	(e) Does the administrator prepa		-		
	C res (provided to all linest	ors) $\bigcirc$ Some (provided to some	but not an investors)		
		e) is "no" or "some," who sends " e (rest of the) <i>private fund's</i> inves		atements to the (rest of the) <i>private fund's</i> investors?	if investor account
	BELVERON REAL ESTATE P				
27. Duri	ng your last fiscal year, what percen	tage of the private fund's assets (	(by value) was valued b	by a <i>person</i> , such as an administrator, that is not your	related person?
0%	ig your last nooal your, mat percon				
	ide only those assets where (i) such	person carried out the valuation	procedure established	I for that asset, if any, including obtaining any relevan	t guotes, and (ii) the
			-	culations (including allocations) was the valuation de	
pers	on.				
<u>Markete</u>	<u>'S</u>				
					Yes No
28. (a)	Does the private fund use the servic	es of someone other than you or	your <i>employees</i> for m	arketing purposes?	00
	You must answer "yes" whether the	person acts as a placement age	nt, consultant, finder, i	ntroducer, municipal advisor or other solicitor, or simi	lar <i>person</i> . If the answer
				ter the private fund uses. If the private fund uses more	e than one marketer you
	must complete questions (b) throug	h (g) separately for each market	er.		
			No Information F	iled	

<u>Info</u>	rmation About the Private Fund		
1.			
	BELVERON PARTNERS FUND II LP (b) <i>Private fund</i> identification number:		
	(include the "805-" prefix also)		
	805-4980124239		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: California	Country: United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or per	rsons serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director		
	BPRE TWO LLC		
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>rely</i>	ying adviser(s) that sponsor(s) or manage(s) this private fund.	
		No Information Filed	
4.	The <i>private fund</i> (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment comp		
	(2) qualifies for the exclusion from the definition of investment comp	Sany under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial regulato.	bry authority with which the private fund is registered.	
		No Information Filed	
			Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?		00
	(b) If yes, what is the name and private fund identification number (if an	ny) of the feeder funds investing in this private fund?	
		No Information Filed	
			Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?		$\circ \circ$
	(d) If yes, what is the name and <i>private fund</i> identification number (if ar Name of <i>private fund</i> :	ry) of the master fund in which this <i>private fund</i> invests?	
	Name of private rund.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each moster feeder errorser	ment regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-fe	aadar
	arrangement or reporting on the funds separately.	There regardless of whether you are thing a single Schedule D, Section 7.D.(1) for the master-re	Jeuer
7.		r arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds	answer
	the following questions:		
		No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arranger	ment, one or more funds ("feeder funds") invest all or substantially all of their assets in a single	e fund
		ster fund" for purposes of this question if it issued multiple classes (or series) of shares or in	
	and each class (or series) invests substantially all of its assets in a sin	-	
0			Yes No
ŏ.	<ul> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purpasses of this quantized only answer "yes" if the fund investigation only.</li> </ul>	ate 10 percept or more of its total consts in other nonlad investment which a second in the	O ⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invest they are also <i>private funds</i> or registered investment companies.	sts 10 percent or more of its total assets in other pooled investment vehicles, regardless of wh	ietner
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a	a related person?	0 0
			Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other

 $\odot$ 

	than "money market funds," to the extent provided in Instruction 6.e.)?	~	~
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund 💿 real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 0		
0.0	mership		
<u></u>			
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 50,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).	s of th	ie
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		
	0%	M	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales	Yes ⓒ	NO O
	of the fund limited to <i>qualified clients</i> ?		
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons:		
	0%		
You	ur Advisory Services		
47		Yes	
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•

. (	a) Are you a subadviser to this <i>private fund</i> ?	0	$\odot$
(	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," le	ave t	this
	question blank.		

No Information Filed

		Y	es	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is "leave this question blank.	10,"	
		No Information Filed		
		Y	es	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	vate (	Offering		
		۲ ۱	es	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	$\odot$
22.	lf ye	es, provide the <i>private fund's</i> Form D file number (if any):		

No Information Filed

### Auditors

23.	(a)	(1) Are the	private	fund's financial	statements	subject to	an annual	audit?

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

11	the answer to question 23.(a)(1) is "yes uestions (b) through (f) separately for ea		ow. If the <i>private fund</i> uses more than one auditing firm, you must comp	olete	
(b)	) Name of the auditing firm:				
	NOVOGRADAC & COMPANY				
(c)	) The location of the auditing firm's offi	ce responsible for the <i>private fund</i> 's audit (	(city, state and country):		
	City:	State:	Country:		
	SOUTHFIELD	Michigan	United States		
				Yes	N
(d)	) Is the auditing firm an <i>independent p</i>	ublic accountant?		$\odot$	C
(e)	) Is the auditing firm registered with the	Public Company Accounting Oversight B	oard?	$oldsymbol{\circ}$	Ċ
	If yes, Public Company Accounting O	versight Board-Assigned Number:			
	474				
(f)	If "yes" to (e) above, is the auditing fir	m subject to regular inspection by the Pub	lic Company Accounting Oversight Board in accordance with its rules?	o	C
				Y	es
Are t	the private fund's audited financial state	ments for the most recently completed fisc	cal year distributed to the private fund's investors?	(	•
Do a	all of the reports prepared by the auditing	firm for the <i>private fund</i> since your last <i>a</i>	nnual updating amendment contain unqualified opinions?		
Οy	res <sup>O</sup> No 💿 Report Not Yet Received				
			Form ADV to update your response when the report is available.		

Yes No 24. (a) Does the *private fund* use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one

No Information Filed

#### **Custodian**

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

## Additional Custodian Information : 1 Record(s) Filed.

prime broker, you must complete questions (b) through (e) separately for each prime broker.

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

- (b) Legal name of custodian: FIRST REPUBLIC BANK
- (c) Primary business name of custodian: FIRST REPUBLIC BANK

Yes No

 $\odot$   $\circ$ 

⊙ ⊙

Yes No

 $\odot$   $\circ$ 

(0	d) The location of the custodian's o	ifice responsible for <i>custody</i> of th	e private fund's assets (city, sta	ate and country):	
	City:		tate:	Country:	
	SAN FRANCISCO	C	alifornia	United States	
					Yes No
(6	e) Is the custodian a <i>related persor</i>	of your firm?			00
(f	<ul> <li>If the custodian is a broker-deale</li> <li>-</li> </ul>	r, provide its SEC registration nu	mber (if any):		
	CRD Number (if any):				
(6	g) If the custodian is not a broker-de YWC0TIKBQM2JV8L4IV08	ealer, or is a broker-dealer but do	es not have an SEC registration	on number, provide its <i>legal entity identifier</i> (if any)	,
Administrate	<u>or</u>				
() -					Yes No
	es the private fund use an administra	-			• •
	le answer to question 26.(a) is "yes," through (f) separately for each admi		n (f) below. If the <i>private fund</i> u	uses more than one administrator, you must comp	plete questions
Ad	ditional Administrator Information	1 Record(s) Filed.			
q	<ul> <li>the answer to question 26.(a) is "year uestions (b) through (f) separately for the separately f</li></ul>		ugh (f) below. If the <i>private fun</i>	d uses more than one administrator, you must co	mplete
10	c) Location of administrator (city, sta	ate and country).			
	City:	State:		Country:	
	BOSTON	Massachusetts		United States	
					Yes No
(0	d) Is the administrator a <i>related per</i>	s <i>on</i> of your firm?			00
(6	e) Does the administrator prepare a	and send investor account stater	pents to the private fund's inve	estors?	
		C Some (provided to some but	-		
(f	<ul> <li>If the answer to question 26.(e) i statements are not sent to the (re BELVERON REAL ESTATE PAR)</li> </ul>	est of the) <i>private fund's</i> investors		o the (rest of the) <i>private fund</i> 's investors? If investo	or account
0%				, such as an administrator, that is not your <i>related</i>	
	n used for purposes of investor sub			set, if any, including obtaining any relevant quotes including allocations) was the valuation determine	
<u>Marketers</u>					
28. (a) Doe	es the <i>private fund</i> use the services	of someone other than you or yo	ar employees for marketing pu	urposes?	Yes No
You	u must answer "yes" whether the per	son acts as a placement agent, o	consultant, finder, introducer, r	municipal advisor or other solicitor, or similar <i>pers</i> ate fund uses. If the <i>private fund</i> uses more than o	

No Information Filed

must complete questions (b) through (g) separately for each marketer.

<u>Info</u>	formation About the Private Fund	
1.	. (a) Name of the <i>private fund</i> :	
	BELVERON PARTNERS FUND II SIDECAR LP	
	(b) <i>Private fund</i> identification number:	
	(include the "805-" prefix also)	
	805-9193157367	
2.	. Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	California United States	
3.	. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a s	imilar capacity):
	Name of General Partner, Manager, Trustee, or Director	
	BPRE TWO LLC	
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> tha	
	No Information	n Filed
4.	. The private fund (check all that apply; you must check at least one):	
	(1) qualifies for the exclusion from the definition of investment company under section	3(c)(1) of the Investment Company Act of 1940
	$\square$ (2) qualifies for the exclusion from the definition of investment company under section	3(c)(7) of the Investment Company Act of 1940
5.	. List the name and country, in English, of each foreign financial regulatory authority with w	ich the <i>private fund</i> is registered.
	No Informati	
		Yes No
6.	. (a) Is this a "master fund" in a master-feeder arrangement?	
0.	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder fu	$\circ$
	No Information	n Filea
		Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0.0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fu	
	Name of <i>private fund</i> :	
	Private fund identification number:	
	(include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of	whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder
	arrangement or reporting on the funds separately.	
7.	. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement acc	rding to the instructions to this Section 7.B.(1), for each of the feeder funds answer
	the following questions:	
	No Informatio	n Filed
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more	
	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purp and each class (or series) invests substantially all of its assets in a single master fund.	ises of this question if it issued multiple classes (or series) of shares or interests,
-		Yes No
8.		00
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or n they are also <i>private funds</i> or registered investment companies.	ore of its total assets in other pooled investment vehicles, regardless of whether
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0 0
		Yes No

	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	O
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 0		
<u>Ow</u>	vnership		
12.	. Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 50,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of th	ne
13.	Approximate number of the <i>private fund's</i> beneficial owners: 1		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ©	No O
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
	0%		
<u>Yoı</u>	0% ur Advisory Services	Yes	No
		Yes	No
	ur Advisory Services	0	$\odot$
	<ul> <li>ur Advisory Services</li> <li>(a) Are you a subadviser to this <i>private fund</i>?</li> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no,"</li> </ul>	0	$\odot$
17.	<ul> <li>ur Advisory Services</li> <li>(a) Are you a subadviser to this <i>private fund</i>?</li> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no," question blank.</li> </ul>	0	© this
17.	ur Advisory Services         . (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         . (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	O leave Yes	<ul> <li>this</li> <li>No</li> <li>S</li> </ul>
17.	ur Advisory Services         . (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         . (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund.	O leave Yes	<ul> <li>this</li> <li>No</li> <li>S</li> </ul>
17.	ur Advisory Services         . (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         . (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund?	O leave Yes O is "no,"	© this No
17.	ur Advisory Services         (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) leave this question blank.         No Information Filed	O leave Yes is "no," Yes	This No
17.	ur Advisory Services         (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) leave this question blank.         No Information Filed         Are your clients solicited to invest in the private fund?	O leave Yes O is "no,"	© this No
17.	ur Advisory Services         (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) leave this question blank.         No Information Filed	O leave Yes is "no," Yes	This No
17. 18. 19.	ur Advisory Services         (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) leave this question blank.         No Information Filed         Are your clients solicited to invest in the private fund?	O leave Yes is "no," Yes	This No
17. 18. 19. 20.	ur Advisory Services         . (a) Are you a subadviser to this private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.         No Information Filed         . (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund?         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) leave this question blank.         No Information Filed         . Are your clients solicited to invest in the private fund?         NOTE: For purposes of this question, do not consider feeder funds of the private fund.         . Approximately what percentage of your clients has invested in the private fund?	Ves Yes Ves	© this No ⊙
17. 18. 19. 20. <b>Priv</b>	ar Advisory Services (a) Are you a subadviser to this <i>private fund</i> ? (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank. No Information Filed (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? NO Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? NOTE: For purposes of this question, do not consider feeder funds of the private fund. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	O leave Yes is "no," Yes	© this No ⊙
17. 18. 19. 20. <u>Priv</u> 21.	ar Advisory Services (a) Are you a subadviser to this <i>private fund</i> ? (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank. No Information Filed (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> ? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> ? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? No <i>TE: For purposes of this question, do not consider feeder funds of the private fund</i> ? O/9 Wate Offering	<ul> <li>Ves</li> <li>Yes</li> <li>Yes</li> <li>Yes</li> </ul>	© this No ⊙ No

A	u	ib	to	rs

23.	(a)	(1) Are the	private fund's	financial	statements	subject to	an annual	audit?
<b>L</b> U.	(~)		privato rana c	manoiai	otatornonto	000,000,00	anannaan	addit.

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete

	If the answer to question 23.(a)(1) is "yes," res questions (b) through (f) separately for each a		ow. If the <i>private fund</i> uses more than one auditing firm, you mu	ust complete	
	(b) Name of the auditing firm: NOVOGRADAC & COMPANY				
	(c) The location of the auditing firm's office re	sponsible for the <i>private fund</i> 's audit (o	city, state and country):		
	City: SOUTHFIELD	State: Michigan	Country: United States	v	
	(d) Is the auditing firm an <i>independent public</i>	accountant?		Yes ©	5 N
	(e) Is the auditing firm registered with the Pub	lic Company Accounting Oversight Bo	pard?	o	C
	If yes, Public Company Accounting Oversi 474	ght Board-Assigned Number:			
	(f) If "yes" to (e) above, is the auditing firm su	bject to regular inspection by the Publi	ic Company Accounting Oversight Board in accordance with its	s rules? 👩	C
				Y	(es
g)	Are the private fund's audited financial statement	s for the most recently completed fisca	al year distributed to the private fund's investors?	(	o
ı)		for the private fund since your last an	nnual updating amendment contain unqualified opinions?		
	○ Yes ○ No ● Report Not Yet Received If you check "Report Not Yet Received," you must	st promptly file an amendment to your	Form ADV to update your response when the report is availabl	le.	
E	Broker				
a)	Does the private fund use one or more prime bro	okers?			es
,		to questions (b) through (e) below for	r each prime broker the <i>private fund</i> uses. If the <i>private fund</i> use proker.		O one
		No Informat	ion Filod		

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

(b) Legal name of custodian: FIRST REPUBLIC BANK

(c) Primary business name of custodian: FIRST REPUBLIC BANK

Yes No

 $\odot$ 0

 $\odot$  $\circ$ 

 $\odot$ 0

(e) Is the custodian a related person of your firm?         (f)       If the custodian is a broker-dealer, provide its SEC registration number (if any): <ul> <li>CRD Number (if any):</li> <li>CRD Number (if any):</li> <li>(g) If the custodian is not a broker-dealer, provide its SEC registration number; provide its legal entity identifier (if any)</li> <li>YWCOTKEDMZJV8L4/V08</li> </ul> trater           Does the private fund use an administrator other than your firm?           If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete que (b) through (f) separately for each administrator.           Additional Administrator Information : 1 Record(s) Filed.           If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete que (b) through (f) separately for each administrator.           (b) Name of administrator Information : 1 Record(s) Filed.		SAN FRANCISCO	State: California	Country: United States	
(i) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any): (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) YWCOTIKBOM2.V8L4IV08          trater         Does the <i>private fund</i> uses an administrator other than your firm?         If the answer to question 25.(a) is 'yes,' respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que (b) through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is 'yes,' respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que (b) through (f) separately for each administrator.         (b) Name of administrator information : 1 Record(s) Filed.         (c) Location of administrator: PRAGUE AND COMPANY PC       Country: DOSTON         (c) Location of administrator (city, state and country): City: DOSTON       Country: Massachusetts       Vea (c)         (d) Is the administrator prepare and send investor account statements to the <i>private fund</i> is investors? (c) Poes the administrator prepare and send investor account statements to the (rest of the) <i>private fund's</i> investors?       (f) If the answer to question 26.(a) is 'no' or 'some, 'who sends the investor account statements to the (rest of the) <i>private fund's</i> investors?         (f) If the answer to question 26.(a) is 'no' or 'some, 'who sends the investor account statements to the (rest of		SANTRANCISCO	Camorna	United States	Ye
CRD Number (if any);  (a) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) WCOTIKBOM2JV8L4V08   Tator  Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que stores (b) through (f) separately for each administrator.  Additional Administrator information : 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator: PRAGUE AND COMPANY PC  (c) Location of administrator (city, state and country): City: BOSTON Massachusetts Vea (d) Is the administrator a <i>related person</i> of your firm?  (e) Does the administrator are leated person of your firm? (c) Does the administrator are leated person of your firm? (c) Does the administrator or pare and send investor account statements to the <i>private fund's</i> investors? (b) Counting: Country: C	(e)	Is the custodian a related person	of your firm?		0
(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) YWCOTIKEOM2JV8L4IV08         ator         boes the <i>private fund</i> use an administrator other than your firm?         'the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:       PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country):       Country:         Class       United States         (d) Is the administrator prepare and send investor account statements to the <i>private fund</i> 's investors?       Country':         (e) Does the administrator prepare and send investor account statements to the (rest of the) <i>private fund</i> 's investors?       No (provided to an investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the in	(f)	If the custodian is a broker-dealer	r, provide its SEC registration number (if an	y):	
YWCOTIKEBOM2JV8L4IV08         rator         Construct fund use an administrator other than your firm?         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que b) through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:         PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country):         City:       State:         (c) Location of administrator (city, state and country):         City:       State:         (d) Is the administrator a <i>related person</i> of your firm?       Country:         (d) Is the administrator a <i>related person</i> of your firm?       Country investors?         (e) Does the administrator prepare and send investor account statements to the <i>private fund</i> 's investors?       No (provided to no investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors?		CRD Number (if any):			
Does the private fund use an administrator other than your firm?         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questional Administrator Information : 1 Record(s) Filed.         Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:         PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country):         City:       State:         BOSTON       Massachusetts         (d) Is the administrator prepare and send investor account statements to the private fund's investors?         (e) Does the administrator prepare and send investor account statements to the private fund's investors?         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	(g)		ealer, or is a broker-dealer but does not hav	e an SEC registration number, provide its legal entit	ty identifier (if any)
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If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que (b) through (f) separately for each administrator. Additional Administrator Information : 1 Record(s) Filed. If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator. (b) Name of administrator: PRAGUE AND COMPANY PC (c) Location of administrator (city, state and country): City: State: Country: BOSTON Massachusetts United States (d) Is the administrator a <i>related person</i> of your firm? (e) Does the administrator repare and send investor account statements to the <i>private fund</i> 's investors? CYes (provided to all investors) C Some (provided to some but not all investor) © No (provided to no investors) (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."			tor other than your firm?		
Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:         PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country):         City:       State:         BOSTON       Massachusetts         (d) Is the administrator a <i>related person</i> of your firm?       O         (e) Does the administrator prepare and send investor account statements to the <i>private fund</i> 's investors?       No (provided to all investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors?		-	-	If the private fund uses more than one administrate	or, you must complete ques
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:         PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country):         City:       State:         BOSTON       Massachusetts         (d) Is the administrator a <i>related person</i> of your firm?         (e) Does the administrator prepare and send investor account statements to the <i>private fund</i> 's investors?         O Yes (provided to all investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investors account statements are not sent to the (rest of the) <i>private fund</i> 's investors? respond "not applicable."	b) thi	rough (f) separately for each admir	histrator.		
questions (b) through (f) separately for each administrator.         (b) Name of administrator: PRAGUE AND COMPANY PC         (c) Location of administrator (city, state and country): City: BOSTON         City: Massachusetts       Country: United States         (d) Is the administrator a <i>related person</i> of your firm?         (e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."	Addi	itional Administrator Information :	1 Record(s) Filed.		
City:       State:       Country:         BOSTON       Massachusetts       United States         (d)       Is the administrator a related person of your firm?       Yes         (e)       Does the administrator prepare and send investor account statements to the private fund's investors?       No (provided to all investors)         (f)       If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors? If investor account statements are not applicable."	que	estions (b) through (f) separately fo		w. If the <i>private fund</i> uses more than one administra	ator, you must complete
BOSTON       Massachusetts       United States         (d)       Is the administrator a related person of your firm?       Yes         (e)       Does the administrator prepare and send investor account statements to the private fund's investors?       No (provided to all investors)         (f)       If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	que	estions (b) through (f) separately fo Name of administrator:		w. If the <i>private fund</i> uses more than one administra	ator, you must complete
<ul> <li>Yes</li> <li>(d) Is the administrator a <i>related person</i> of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund</i>'s investors?</li> <li>Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i>'s investors? If investor account statements are not sent to the (rest of the) <i>private fund</i>'s investors, respond "not applicable."</li> </ul>	que	estions (b) through (f) separately fo Name of administrator: PRAGUE AND COMPANY PC	or each administrator.	w. If the <i>private fund</i> uses more than one administra	ator, you must complete
<ul> <li>(d) Is the administrator a <i>related person</i> of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors? <ul> <li>Yes (provided to all investors)</li> <li>Some (provided to some but not all investors)</li> <li>No (provided to no investors)</li> </ul> </li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."</li> </ul>	que (b)	estions (b) through (f) separately fo Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City:	or each administrator. Ite and country): State:	Country:	ator, you must complete
<ul> <li>Yes (provided to all investors) Some (provided to some but not all investors)</li> <li>No (provided to no investors)</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."</li> </ul>	que (b)	estions (b) through (f) separately fo Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City:	or each administrator. Ite and country): State:	Country:	
(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	que (b) (c)	estions (b) through (f) separately fo Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City: BOSTON	or each administrator. Ite and country): State: Massachusetts	Country:	Yes
statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	que (b) (c) (d)	estions (b) through (f) separately fo Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City: BOSTON Is the administrator a <i>related per</i>	or each administrator. Ite and country): State: Massachusetts son of your firm?	Country: United States	Yes
BELVERON REAL ESTATE PARTNERS, LLC	que (b) (c) (d)	estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City: BOSTON Is the administrator a <i>related per</i> Does the administrator prepare a	or each administrator. Ite and country): State: Massachusetts son of your firm? Ind send investor account statements to the	Country: United States	Yes

# **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

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You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

<u>Info</u>	rmation About the Private Fund		
1.	(a) Name of the <i>private fund</i> :		
	BELVERON PARTNERS FUND III JV, LLC		
	(b) Private fund identification number: (include the "805-" prefix also)		
	805-5599064150		
2.	Under the laws of what state or country is the private fund organiz	zed:	
	State:	Country:	
	Delaware	United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors	(or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director		
	BPRE THREE LLC		
	(b) If filing an umbrella registration, identify the filing adviser and	d/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		No Information Filed	
4.	The <i>private fund</i> (check all that apply; you must check at least one		
		nt company under section 3(c)(1) of the Investment Company Act of 1940	
	(2) qualifies for the exclusion from the definition of investmen	nt company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial re	egulatory authority with which the private fund is registered.	
		No Information Filed	
			Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?		00
	(b) If yes, what is the name and private fund identification number	er (if any) of the feeder funds investing in this private fund?	
		No Information Filed	
			Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?		$\circ \circ$
	<ul> <li>(d) If yes, what is the name and <i>private fund</i> identification number</li> <li>Name of <i>private fund</i>:</li> </ul>	er (if any) of the master fund in which this <i>private fund</i> invests?	
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder ar arrangement or reporting on the funds separately.	rrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for	or the master-feeder
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master- the following questions:	-feeder arrangement according to the instructions to this Section 7.B.(1), for each of th	e feeder funds answer
		No Information Filed	
		rrangement, one or more funds ("feeder funds") invest all or substantially all of their as a a "master fund" for purposes of this question if it issued multiple classes (or series) in a single master fund.	•
	· · · · · · · · · · · · · · · · · · ·		Yes No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		00
	NOTE: For purposes of this question only, answer "yes" if the fun	nd invests 10 percent or more of its total assets in other pooled investment vehicles, re	
	they are also <i>private funds</i> or registered investment companies.		
	(b) If you does the private fund invest in funde managed by you	an hu a valatad navaava	

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 0		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$0		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).	ts of th	ıe
13.	Approximate number of the private fund's beneficial owners:		
	2		
14.	What is the approximate percentage of the private fund beneficially owned by you and your related persons:		
	100%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	$\odot$	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons:		
	0%		
<u> Yoı</u>	ur Advisory Services	V	NI-
17.	(a) Are you a subadviser to this private fund?	res	No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	~	-0-
	No Information Filed		
		Yes	No
18.	<ul> <li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li> <li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>.</li> </ul>	0 s "no	⊙
	leave this question blank.	3 110,	
	No Information Filed		
19	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		No
10.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	$\odot$
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering	_	_
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	No ⊙
		0	۲
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		

**B. SERVICE PROVIDERS** 

# Auditors

23. (a)	(1) Are the private fund's financial statements subject to an annual audit?
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Yes No

0 0

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Г			
	No Information Filed		
		'es	
A	e the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	0	
D	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
¢	Yes O No O Report Not Yet Received		
lf	you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
ro	<u>ker</u>		
D	bes the <i>private fund</i> use one or more prime brokers?	′es	
lf	the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more that ime broker, you must complete questions (b) through (e) separately for each prime broker.	~	
ľ	No Information Filed		
D If	bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than o stodian, you must complete questions (b) through (g) separately for each custodian.	′es ⊙ ne	
D If cı	bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than o stodian, you must complete questions (b) through (g) separately for each custodian. <b>dditional Custodian Information : 1 Record(s) Filed.</b> If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.	© ne	
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D If Cl	bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than o stodian, you must complete questions (b) through (g) separately for each custodian. <b>dditional Custodian Information : 1 Record(s) Filed.</b> If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian:	© ne	
D If cı	<ul> <li>bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?</li> <li>the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than or stodian, you must complete questions (b) through (g) separately for each custodian.</li> <li>dditional Custodian Information : 1 Record(s) Filed.</li> <li>If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.</li> <li>(b) Legal name of custodian: FIRST REPUBLIC BANK</li> <li>(c) Primary business name of custodian:</li> </ul>	© ne	
D If Cl	bes the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than or stodian, you must complete questions (b) through (g) separately for each custodian. dditional Custodian Information : 1 Record(s) Filed. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: FIRST REPUBLIC BANK (c) Primary business name of custodian: FIRST REPUBLIC BANK (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country:	© ne	
D If Cl	<ul> <li>bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?</li> <li>the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than o stodian, you must complete questions (b) through (g) separately for each custodian.</li> <li>dditional Custodian Information : 1 Record(s) Filed.</li> <li>If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian.</li> <li>(b) Legal name of custodian: FIRST REPUBLIC BANK</li> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i>'s assets (city, state and country):</li> </ul>	one	
D If Cl	events the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?   the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian.   dditional Custodian Information : 1 Record(s) Filed.   If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian. If the answer to question 25.(a) is "through g) separately for each custodian. If the answer to questions (b) through g) separately for each custodian. If the private fund uses nore than custodian: FIRST REPUBLIC BANK	one	
lf Cl	bes the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than or stodian, you must complete questions (b) through (g) separately for each custodian. dditional Custodian Information : 1 Record(s) Filed. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian. He <i>private fund</i> uses. If the <i>private fund</i> uses more than custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: FIRST REPUBLIC BANK (c) Primary business name of custodian: FIRST REPUBLIC BANK (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: State: Country: State: Country: State: Country: Output de to the custodian a protect present of wart firm?		

26 (a) Dean the private funduan on administrator other		
		<b>.</b>
<ol><li>(a) Does the private fund use an administrator other</li></ol>	ulali your iiiii	11

		162	NO
(a)	Does the private fund use an administrator other than your firm?	$\odot$	0
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete que (b) through (f) separately for each administrator.	stior	۱S
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.		
	(b) Name of administrator:		
	PRAGUE AND COMPANY PC		

(c) Location of administr	ator (city, state and country):		
City:	State:	Country:	
BOSTON	Massachusetts	United States	
			Yes No
(d) Is the administrator a	a related person of your firm?		0 0

- (e) Does the administrator prepare and send investor account statements to the private fund's investors? O Yes (provided to all investors) O Some (provided to some but not all investors) O No (provided to no investors)
- (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." BELVERON REAL ESTATE PARTNERS, LLC
- 27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

## **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

0 0

No Information Filed

### A. PRIVATE FUND

### Information About the Private Fund

1.	(a)	Name of the private fund:
		BELVERON PARTNERS FUND III LF
	(b)	Private fund identification number:

(include the "805-" prefix also) 805-3642609113

2. Under the laws of what state or country is the private fund organized:

State: California Country: **United States** 

з.	(a) Name(s) of General Partner, Manager, Trustee, of Directors (of persons serving in a similar capacity).
	Name of General Partner, Manager, Trustee, or Director
	BPRE THREE LLC

	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	<ul> <li>The <i>private fund</i> (check all that apply; you must check at least one):</li> <li>✓ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
0.	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	O	
	<ul> <li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li> <li>Name of <i>private fund</i>:</li> </ul>	0	o
	<i>Private fund</i> identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master- arrangement or reporting on the funds separately.	feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	s ans\	wer
	No Information Filed		
	No Information Filed		
	No Information Filed NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.		sts,
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"?	Yes	No To
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.	Yes	No To
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of yes.	Yes	No ©
8.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a singe ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or if and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of we they are also <i>private funds</i> or registered investment companies.</li> </ul>	Yes C whethe	No © er
8.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a singe ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or if and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of we they are also <i>private funds</i> or registered investment companies.</li> </ul>	Yes Ves Vhethe Yes	No © er
9.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of a they are also <i>private funds</i> or registered investment companies.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul>	Yes Ves Vhethe Yes	ets, No © Pr No
9.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul> During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes Ves Vhethe Yes	ets, No © Pr No
9.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or is and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul>	Yes Ves Vhethe Yes	ets, No © Pr No
9.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul> During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes Ves Vhethe Yes	ets, No © Pr No
9. 10.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or is and each class (or series) invests substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ? During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? What type of fund is the <i>private fund</i> ?  Note: for guidely fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>private fund</i> :	Yes Ves Vhethe Yes	ets, No © Pr No
9. 10.	<ul> <li>NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.</li> <li>(a) Is this <i>private fund</i> a "lund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> <li>During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?</li> <li>What type of fund is the <i>private fund</i>?</li> <li>nedge fund 0 liquidity fund 0 private equity fund 0 real estate fund 0 securitized asset fund 0 venture capital fund 0 Other <i>private fund</i>.</li> <li>NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.</li> </ul>	Yes Ves Vhethe Yes	ets, No © Pr No
9. 10. 11.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.         (a) Is this <i>private fund</i> a "fund of funds"?         NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.         (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?         During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?         What type of fund is the <i>private fund</i> ?       neal estate fund © securitized asset fund © venture capital fund © Other <i>private fund</i> .         NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.       Current gross asset value of the <i>private fund</i> :	Yes Ves Vhethe Yes	ets, No © Pr No

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the

	fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	65		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 8%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>	N	NI-
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	©	No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons: 0%		
Υοι	Ir Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	$\circ$	$\odot$
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	leave	this
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,	"
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		
		Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	$\odot$
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
B. SI	ERVICE PROVIDERS		
<u>Auc</u>	litors	Vac	No
23.	(a) (1) Are the private fund's financial statements subject to an annual audit?	res ©	
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	ō	õ
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple	ete	
	questions (b) through (f) separately for each auditing firm.	10	
	(b) Name of the auditing firm:		
	NOVOGRADAC & COMPANY		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		

	City:	State:	Country:		
	SOUTHFIELD	Michigan	United States		
				Yes	No
	(d) Is the auditing firm an <i>independent</i> p	ublic accountant?		$\odot$	0
	(e) Is the auditing firm registered with th	e Public Company Accounting Oversight Boa	rd?	۲	0
	If yes, Public Company Accounting C	oversight Board-Assigned Number:			
	(f) If "yes" to (e) above, is the auditing fi	rm subject to regular inspection by the Public	Company Accounting Oversight Board in accordance with its rul	es? 💿	0
				Ye	es No
(g)	Are the <i>private fund</i> 's audited financial state	ments for the most recently completed fiscal	year distributed to the <i>private fund's</i> investors?	6	• C
(h)	Do all of the reports prepared by the auditin	g firm for the <i>private fund</i> since your last ann	ual updating amendment contain unqualified opinions?		
	O Yes O No ☉ Report Not Yet Received				
	If you check "Report Not Yet Received," yo	u must promptly file an amendment to your F	orm ADV to update your response when the report is available.		
Prime B	Broker			V	
24. (a)	Does the private fund use one or more prir	ne brokers?			es No O Co
()	If the answer to question 24.(a) is "yes," res		each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses r oker.	_	
		No Informatic	n Filed		
<u>Custodi</u> 25. (a)	Does the <i>private fund</i> use any custodians ( If the answer to question 25.(a) is "yes," res		nold some or all of its assets? each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses mor	e	es No ⊙ C e
		) through (g) separately for each custodian.			
	Additional Custodian Information : 1 Reco	rd(s) Filed.			
		respond to questions (b) through g) below fo (b) through (g) separately for each custodia	each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses m າ.	ore than o	one
	(b) Legal name of custodian: FIRST REPUBLIC BANK				
	(c) Primary business name of custodiar FIRST REPUBLIC BANK	:			
		responsible for custody of the private fund's	assets (city, state and country):		
	City: SAN FRANCISCO	State: California	Country: United States		
	SANTRANCISCO	California	United States	Yes	No
	(e) Is the custodian a related person of	vour firm?		0	O
	(f) If the custodian is a broker-dealer, p	ovide its SEC registration number (if any):			
	- CRD Number (if any):				
	(g) If the custodian is not a broker-deale	r, or is a broker-dealer but does not have an	SEC registration number, provide its legal entity identifier (if any)		
	YWC0TIKBQM2JV8L4IV08				

## 26. (a) Does the private fund use an administrator other than your firm?

(d) is the administrator a related person of your firm? (e) Does the administrator prepare and send investors account statements to the private fund's investors? (f) Yes (provided to all investors) (f) Some (provided to some but not all investors) (f) No (provided to no investors). (f) If the answer to question 26.(e) is 'no' or 'some, 'who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond 'not applicable.' BELVERON REAL ESTATE PARTNERS, LIC uting your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 3. colude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) aluation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. terms 10 Does the private fund use the services of someone other than you or your employees for marketing purposes? You must answer 'yes' whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the orivate fund uses more than one market is used to ind uses. If the private fund uses more than one market is used to indy uses. If the private fund uses more than one market. No information Filed To Information Filed To Information Filed To About the Private Fund		
PRAGUE AND COMPANY PC  (c) Location of administrator (city, state and country):  City: State: Country: DOSTON Messachusetts United States  (d) Is the administrator prepare and send investors account statements to the <i>private fund's</i> investors?  (e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your related <i>person</i> ?  Ludde only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset. If any, including obtaining any relevant quotes, and (ii) investor.  Ludde only those assets there (i) such <i>person</i> carried out the valuation procedure established for that asset. If any, including obtaining any relevant quotes, and (iii) investor.  Letre  Do bes the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  Not maxt answer 'yes', whether the <i>person</i> asts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the to questions (b) through (g) being for each marketer:  No Information Filed  ATE FUND  Mathematic Fund Sum 4.		omplete
Obj:       State:       Country:         DOSTON       Massachusetts       United States         (a) Is the administrator a rolated person of your lim?       Yes         (b) Does the administrator prepare and send investor account statements to the private fund's investors?       Yes (provided to all investors) Some (provided to some but not all investors) On the private fund's investors?         (c) Yes (provided to all investors)       Some (provided to some but not all investors) On the private fund's investors?         (c) If the answer to question 28.(a) is 'no'' or "some,'' who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?         (a) It ast fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?         (b) It ast fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?         (c) It ast fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?         (b) It as the private fund use the services of someone other than you or your employees for marketing purposes?         (b) It out you assut answer 'yeas' whether the person asts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the is q uestions (b)	2	
BOSTON Massachusetts United States Kes (1) BOSTON Massachusetts United States Kes (2) BOSTON Massachusetts Kes (2) BOSTON Massachusetts Kes (2) BOSTON Massachusetts Kes (2) Bosts the administrator a related person of your firm? (2) Bosts the administrator prepare and send investor account statements to the private fund's investors? (3) Converted to all investors of Some (provided to some but not all investors) (4) Bosts the administrator prepare and send investor account statements to the private fund's investors? (5) Bosts the administrator prepare and send investor account statements to the private fund's investors? (6) (7) Bosts the administrator account statements to the private fund's investors? (7) BELVERON REAL ESTATE PARTNERS, LLC  Arring your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? (6) Best the private fund use the services of someone other than you or your employees for marketing purposes?  No must answer 'yes' whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person.  Massachuset (b) through (g) below for each such marketer No Information Filed  Art FUND  Massachuse Fund	y, state and country):	
Ves (1) Is the administrator a related person of your firm? (a) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors? (b) Coes the administrator prepare and send investor account statements to the <i>private fund's</i> investors? (c) Yes (provided to all investors) C) Some (provided to some but not all investors) C) No (provided to no investors) (c) If the answer to question 26.(e) is "no" or "some, "who sends the investor account statements to the (rest of the) <i>private fund's</i> investors, respond "not applicable." (c) If the answer to question 26.(e) is "no" or "some, "who sends the investors, respond "not applicable." (c) If the answer to question 26.(e) is "no" or "some, "who sends the investors, respond "not applicable." (c) If the answer is sent to the (rest of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? (c) Adde only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) tration used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son. (c) No must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than o		
(d) Is the administrator a related person of your firm? (e) Does the administrator prepare and send investor account statements to the private fund's investors? (c) Yes (provided to all investors) (c) Some (provided to some but not all investors) (c) No (provided to no investors) (e) If the answer to question 26.(a) is 'no' or 'some,'' who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond 'not applicable.'' BELVERON REAL ESTATE PARTINERS, LLC ing your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? ude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son. <b>EXENTLASSENT ENTRY ON TRANSTOCUMENT EXPONDENT ON TRANSTOCUMENT Exponder on the private fund uses the services of someone other than you or your employees for marketing purposes? You must answer 'yes' whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the to question 28.(a) is 'yes,' respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one market must complete questions (b) through (g) separately for each marketer. No Information Filed THE FUND Sendbout the Private Fund</b>	Massachusetts United States	
Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)     (i) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors, respond "not applicable."     BELVERON REAL ESTATE PARTNERS, LLC  ing your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ?  ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son. <b>Pre</b> Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer "yes" whether the <i>person</i> as as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question S(b) itrough (g) separately for each marketer.  No Information Filed  TE FUND  an About the <i>Private Fund</i>	d person of your firm?	Yes No ○ ⊙
Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)     (i) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors, respond "not applicable."     BELVERON REAL ESTATE PARTNERS, LLC  ng your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ?  de only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) alion used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by suct son.  fs Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 26, (i) is "yes", "respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer.      No Information Filed	are and send investor account statements to the private fund's investors?	
statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable." BELVERON REAL ESTATE PARTNERS, LLC ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? Ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such son. <b>res</b> Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer 'yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is 'yes,'' respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses more than one marke must complete questions (b) through (g) separately for each marketer. No Information Filed TE FUND TE FUND		
ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? Indee only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>ison</i> . <b>PERS</b> Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer 'yes' whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is 'yes,'' respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) separately for each marketer. No Information Filed TE FUND <b>IDENTIFY FUND</b>	e (rest of the) private fund's investors, respond "not applicable."	stor account
Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes? You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) separately for each marketer. No Information Filed ATE FUND <b>tion About the Private Fund</b>		Yes I
to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one market must complete questions (b) through (g) separately for each marketer.           No Information Filed	ces of someone other than you or your employees for marketing purposes?	0
ATE FUND tion About the Private Fund	to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than	
ion About the Private Fund	No Information Filed	
Nome of the private fund		
Name of the <i>private fund</i> :		
BELVERON PARTNERS FUND III VENTURE LP	/ENTURE LP	
<i>Private fund</i> identification number: (include the "805-" prefix also)		
805-1941223765		
nder the laws of what state or country is the <i>private fund</i> organized:		

State:

Delaware

Country: United States

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or *persons* serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

	BPRE THREE LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
••	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	~	e
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	<sup>o</sup>	e
	Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-f arrangement or reporting on the funds separately.	feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds the following questions:	s ansı	wer
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a singl ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or in and each class (or series) invests substantially all of its assets in a single master fund.		sts,
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of w they are also private funds or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other	0	
-	than "money market funds," to the extent provided in Instruction 6.e.)?	0	e
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund ⊙ real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11	Current gross asset value of the private fund		
11.	Current gross asset value of the <i>private fund</i> : \$ 65,661,960		

## <u>Ownership</u>

12. Minimum investment commitment required of an investor in the *private fund*: \$ 3,755,000

	NOT fund	E: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents).	s of th	е
13.	Appi 4	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha 1%	at is the approximate percentage of the private fund beneficially owned by you and your related persons:		
15.	(a) 100'	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: %		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	Wha 0%	at is the approximate percentage of the private fund beneficially owned by non-United States persons:		
<u>Υοι</u>	ur Adv	visory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?		•
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," I question blank.		
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	. ,	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) is leave this question blank.	; "no,"	'
		No Information Filed		
			Yes	No
19.	-	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Appi 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	vate C	Offering		
			Yes	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	$\odot$
22.	lf ve	s, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. SI	ERVI	CE PROVIDERS		
<u>Auc</u>	ditors		Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?		
	. ,	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	o o	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	e	Č
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.	e	
		(b) Name of the auditing firm:		

NOVOGRADAC & COMPANY

	The location of the auditing	initi s'once responsible for the pr			
	City: SOUTHFIELD	Stat Mich	te: higan	Country: United States	
			ingan		Yes
(d)	Is the auditing firm an indep	endent public accountant?			o
(e)	Is the auditing firm registere	d with the Public Company Accou	unting Oversight Board?	2	۲
	If yes, Public Company Acc	ounting Oversight Board-Assigned	d Number:		
	474				
(f)	If "yes" to (e) above, is the a	uditing firm subject to regular insp	pection by the Public Co	ompany Accounting Oversight Board in accordance with	n its rules? 💿
					Ye
(g) Are the	e private fund's audited finan	cial statements for the most recer	ntly completed fiscal ye	ar distributed to the private fund's investors?	e
			d since your last <i>annua</i>	I updating amendment contain unqualified opinions?	
O Ye	es 🔿 No 💿 Report Not Yet	Received			
lf you	check "Report Not Yet Rece	ived," you must promptly file an a	mendment to your Form	n ADV to update your response when the report is avail	lable.
e Broker					Ye
a) Does t	the <i>private fund</i> use one or r	nore prime brokers?			c
	• • • • •	yes," respond to questions (b) the questions (b) through (e) separate	•	h prime broker the <i>private fund</i> uses. If the <i>private fund</i> er.	uses more than
•					
			No Information F	Filed	
			No Information F	Filed	
			No Information F	Filed	Ye
odian	the <i>private fund</i> use any cus	todians (including the prime broke			Ye
odian (a) Does t	answer to question 25.(a) is		ers listed above) to hol rough (g) below for eac		G
(a) Does to lf the a custod	answer to question 25.(a) is	yes," respond to questions (b) this stions (b) through (g) separately t	ers listed above) to hol rough (g) below for eac	d some or all of its assets?	G
odian a) Does t If the a custod	answer to question 25.(a) is dian, you must complete que <b>ional Custodian Information</b>	Yyes," respond to questions (b) the stions (b) through (g) separately the stions (b) through (g) separately the sting of the strength (g) separately the sting of the strength (g) separately the sting of the strength (g) separately the strength (g) separa	ers listed above) to hol rough (g) below for eac for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us	es more than one
odian (a) Does t If the a custod Addit	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a)	Yyes," respond to questions (b) the stions (b) through (g) separately the stions (b) through (g) separately the sting of t	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea	d some or all of its assets?	es more than one
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a) Does to If the a custod Addit (b) (c)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian:	Yyes," respond to questions (b) this stions (b) through (g) separately the <b>: 1 Record(s) Filed.</b> s "yes," respond to questions (b) uestions (b) through (g) separate	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us	es more than one
odian (a) Does to If the a custod Addit (b) (c)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of o FIRST REPUBLIC BANK	Yyes," respond to questions (b) this stions (b) through (g) separately the <b>: 1 Record(s) Filed.</b> s "yes," respond to questions (b) uestions (b) through (g) separate	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u	es more than one
a) Does to If the a custod Addit (b) (c) (d)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of o FIRST REPUBLIC BANK The location of the custodia City:	Pyes," respond to questions (b) thistions (b) through (g) separately to the stions (b) through (g) separately to the stions (b) Filed.	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u sets (city, state and country): Country:	es more than one
a) Does to If the a custod Addit (b) (c) (d)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of o FIRST REPUBLIC BANK The location of the custodia	Pyes," respond to questions (b) thistions (b) through (g) separately to the stions (b) through (g) separately to the stions (b) Filed.	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u	es more than one
A) Does to If the a custod Addit (b) (c) (d)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of o FIRST REPUBLIC BANK The location of the custodia City:	lyes," respond to questions (b) thistions (b) through (g) separately f <b>: 1 Record(s) Filed.</b> Is "yes," respond to questions (b) uestions (b) through (g) separate custodian: n's office responsible for <i>custody</i>	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u sets (city, state and country): Country:	es more than one
a) Does to If the a custod Additi (b) (c) (d) (e)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of c FIRST REPUBLIC BANK The location of the custodia City: SAN FRANCISCO Is the custodian a <i>related p</i>	lyes," respond to questions (b) thistions (b) through (g) separately f <b>: 1 Record(s) Filed.</b> Is "yes," respond to questions (b) uestions (b) through (g) separate custodian: n's office responsible for <i>custody</i>	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u sets (city, state and country): Country:	es more than one
Dodian (a) Does f If the a custod (b) (c) (d) (e) (f)	answer to question 25.(a) is dian, you must complete que <b>cional Custodian Information</b> e answer to question 25.(a) todian, you must complete q Legal name of custodian: FIRST REPUBLIC BANK Primary business name of c FIRST REPUBLIC BANK The location of the custodia City: SAN FRANCISCO Is the custodian a <i>related p</i>	lyes," respond to questions (b) thistions (b) through (g) separately f <b>: 1 Record(s) Filed.</b> s "yes," respond to questions (b) uestions (b) through (g) separate custodian: n's office responsible for <i>custody</i> <i>erson</i> of your firm?	ers listed above) to hol rough (g) below for eac for each custodian. through g) below for ea ly for each custodian.	d some or all of its assets? h custodian the <i>private fund</i> uses. If the <i>private fund</i> us ach custodian the <i>private fund</i> uses. If the <i>private fund</i> u sets (city, state and country): Country:	es more than one

YWC0TIKBQM2JV8L4IV08

### Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator. Additional Administrator Information : 1 Record(s) Filed. If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator. (b) Name of administrator: PRAGUE AND COMPANY PC (c) Location of administrator (city, state and country): City: State: Country: BOSTON Massachusetts **United States** Yes No (d) Is the administrator a *related person* of your firm? • • O (e) Does the administrator prepare and send investor account statements to the private fund's investors? O Yes (provided to all investors) O Some (provided to some but not all investors) O No (provided to no investors) (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." BELVERON REAL ESTATE PARTNERS, LLC 27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0% Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Marketers Yes No 28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  $\circ$  $\odot$ You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you

No Information Filed

### A. PRIVATE FUND

### Information About the Private Fund

- 1. (a) Name of the private fund: BELVERON PARTNERS FUND IV JV, LLC
  - (b) Private fund identification number: (include the "805-" prefix also) 805-1492037032

2. Under the laws of what state or country is the private fund organized:

must complete questions (b) through (g) separately for each marketer.

State: Delaware

Country: **United States** 

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): Yes No

#### $\odot$ 0

	Name of General Partner, Manager, Trustee, or Director				
	BPRE FOUR LLC				
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.				
	No Information Filed				
4.	The private fund (check all that apply; you must check at least one):				
	<ul> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> </ul>				
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940				
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.				
	No Information Filed				
		Yes	No		
6.	(a) Is this a "master fund" in a master-feeder arrangement?		_		
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	$\odot$		
	No Information Filed				
		Yes	No		
	(c) Is this a "feeder fund" in a master-feeder arrangement?		-		
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	$\odot$		
	Name of private fund:				
	Name of private fund.				
	Private fund identification number:				
	(include the "805-" prefix also)				
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	s ans	wer		
	No Jefermation Filed				
	No Information Filed				
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.	-			
		Yes	No		
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$		
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also private funds or registered investment companies.	wheth	er		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	$\circ$		
		Yes	No		
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other	0	o		
	than "money market funds," to the extent provided in Instruction 6.e.)?	0	e		
10.	What type of fund is the <i>private fund</i> ?				
	🗢 hedge fund 🔍 liquidity fund 🔍 private equity fund 💿 real estate fund 🔍 securitized asset fund 🔍 venture capital fund 💭 Other <i>private fund</i> :				
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.				
11.	Current gross asset value of the private fund:				
	\$ 0				
<u>Ow</u>	mership				

12. Minimum investment commitment required of an investor in the private fund:

	\$ 0 NC	TE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents	of th	ie
	fun			
13.	Apj 2	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wh 100	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : )%		
15.	(a) 0%	What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ©	
16.	Wh 0%	at is the approximate percentage of the private fund beneficially owned by non-United States persons:		
Yo	ur Ao	lvisory Services	Vee	Na
17.	(a)	Are you a subadviser to this private fund?	Yes	NO ©
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," le question blank.		
		No Information Filed		
			Yes	No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?		$\odot$
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	"no,"	,
		No Information Filed		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NC	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Ap 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	vate	Offering		
21.	На	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ©
22.	lf y	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. S	ERV	ICE PROVIDERS		
<u>_</u> Au	ditor	S		
			Yes	No

23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	$^{\circ}$	$\odot$
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\circ$	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete		

questions (b) through (f) separately for each auditing firm.

No Information Filed

(g) Are the *private fund's* audited financial statements for the most recently completed fiscal year distributed to the *private fund's* investors? C

(h) Do all of the reports prepared by the auditing firm for the *private fund* since your last *annual updating amendment* contain unqualified opinions?

## ○ Yes ○ No ○ Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No

## Prime Broker

<ul> <li>(a) Does the <i>private fund</i> use one or more prime brokers?</li> <li>If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> use prime broker, you must complete questions (b) through (e) separately for each prime broker.</li> </ul>		ime broker the private fund uses. If the private fund uses more th	O an on	
		No Information Filed	I	
dia	an			Yes
a)	Does the private fund use any custodians (including	the prime brokers listed above) to hold so	me or all of its assets?	$\odot$
	If the answer to question 25.(a) is "yes," respond to a custodian, you must complete questions (b) through		ustodian the private fund uses. If the private fund uses more than	one
	Additional Custodian Information : 1 Record(s) File	ed.		
	custodian, you must complete questions (b) throu (b) Legal name of custodian:		custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more tha	n one
	FIRST REPUBLIC BANK (c) Primary business name of custodian: FIRST REPUBLIC BANK			
	(c) Primary business name of custodian:	sible for <i>custody</i> of the <i>private fund</i> 's assets	(city, state and country):	
	<ul> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office respons City:</li> </ul>	State:	Country:	
	<ul> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office response</li> </ul>		Country: United States	Ves N
	<ul> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office respons City:</li> </ul>	State: California	Country: United States Y	(es N
	<ul> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office respons City: SAN FRANCISCO</li> </ul>	State: California	Country: United States Y	-
	<ul> <li>(c) Primary business name of custodian: FIRST REPUBLIC BANK</li> <li>(d) The location of the custodian's office respons City: SAN FRANCISCO</li> <li>(e) Is the custodian a <i>related person</i> of your firm?</li> </ul>	State: California	Country: United States Y	-

## Administrator

١	Yes	No	
26. (a) Does the <i>private fund</i> use an administrator other than your firm?	$\odot$	$\circ$	
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete ques	stion	IS	
(b) through (f) separately for each administrator.			

Additional Administrator Information : 1 Record(s) Filed.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of administrator: PRAGUE AND COMPANY PC

City:

(c) Location of administrator (city, state and country):

State:

		BOSTON	Massachusetts	United States	
		N I 4 I I I I I I			Yes No
		a) is the administrator	a related person of your firm?		00
	(6	e) Does the administra	tor prepare and send investor account statements to	o the <i>private fund</i> 's investors?	
		O Yes (provided to	all investors) ${\displaystyle \mathop{\mathbb{C}}}$ Some (provided to some but not all	investors) 💿 No (provided to no investors)	
	(f	statements are not s	stion 26.(e) is "no" or "some," who sends the investo sent to the (rest of the) <i>private fund's</i> investors, respo STATE PARTNERS, LLC	or account statements to the (rest of the) <i>private fund</i> 's ond "not applicable."	s investors? If investor account
27.	0%			was valued by a <i>person</i> , such as an administrator, tha	
		-		e established for that asset, if any, including obtaining , and fee calculations (including allocations) was the	
<u>Ma</u>	<u>rketers</u>				Yes No.
28.	(a) Doe	es the <i>private fund</i> use t	he services of someone other than you or your emp	loyees for marketing purposes?	0 0
	to q	uestion 28.(a) is "yes,"		ant, finder, introducer, municipal advisor or other soli- such marketer the <i>private fund</i> uses. If the <i>private fur</i>	-
			No li	nformation Filed	
	RIVATE F	UND			
4		an of the mainster from the			
1.		ne of the <i>private fund</i> : VERON PARTNERS FI			
		vate fund identification r			
	-	lude the "805-" prefix al -5388072902	so)		
2.	Under th	ne laws of what state or	country is the <i>private fund</i> organized:		
	Stat		Country:		
	Dela	aware	United Sta	tes	
3.	(a) Nan	ne(s) of General Partne	r, Manager, Trustee, or Directors (or <i>persons</i> serving	g in a similar capacity):	
		of General Partner, Mar FOUR LLC	nager, Trustee, or Director		
	(b) If fili	ing an <i>umbrella registra</i>	ation, identify the filing adviser and/or relying adviser	(s) that sponsor(s) or manage(s) this private fund.	
			No Info	ormation Filed	
Л	The priv	rate fund (check all that	apply; you must check at least one):		
ч.	-			section 3(c)(1) of the Investment Company Act of 1940	)
				section 3(c)(7) of the Investment Company Act of 1940	
5.	List the	name and country, in E	nglish, of each foreign financial regulatory authority	with which the <i>private fund</i> is registered.	
			No Info	prmation Filed	
					Yes No
6.	(a) Is th	nis a "master fund" in a	master-feeder arrangement?		0.0

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:	ls ansv	ver
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also <i>private funds</i> or registered investment companies.	whethe	er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		©
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 49,551,647		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 50,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of th	e
13.	Approximate number of the <i>private fund's</i> beneficial owners: 61		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 6%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales	Yes	No

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

of the fund limited to qualified clients?

### Your Advisory Services

17. (a) Are you a subadviser to this private fund?

0%

# Yes No

0	$\odot$

 $\circ$   $\circ$ 

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17.(a) is "no," leave this question blank.

No Information Filed	
Yes	s No

18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?

(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18.(a) is "no," leave this question blank.

	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	)%		
<u>Priv</u>	te Offering		
		Yes	No
21.	las the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	o	0

22. If yes, provide the *private fund's* Form D file number (if any):

Form D file number	
021-287408	

## **B. SERVICE PROVIDERS**

## Auditors

		Yes	No
23. (a	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	$\odot$	$\circ$
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\odot$	$^{\circ}$
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		

the answer to question 23.(a)(1) is "yes," uestions (b) through (f) separately for eac		w. If the <i>private fund</i> uses more than one auditing fi	irm, you must complete
b) Name of the auditing firm:			
NOVOGRADAC & COMPANY			
c) The location of the auditing firm's offic	e responsible for the <i>private fund's</i> audit (	sity, state and country):	
City:	State:	Country:	
SOUTHFIELD	Michigan	United States	
			Yes
d) Is the auditing firm an <i>independent pu</i>	blic accountant?		o
e) Is the auditing firm registered with the	Public Company Accounting Oversight Bo	pard?	©
If yes, Public Company Accounting Ov 474	ersight Board-Assigned Number:		

Do all of the reports prepared by the auditing firm f	for the <i>private fund</i> since your last <i>annual u</i>	deting amondment contain ungualified aniniana?	
		dating amendment contain unqualitied opinions?	
O Yes O No 💿 Report Not Yet Received			
If you check "Report Not Yet Received," you must	t promptly file an amendment to your Form A	DV to update your response when the report is availab	ole.
Broker			
Does the private fund use one or more prime brok	kers?		Yes
		rime broker the <i>private fund</i> uses. If the <i>private fund</i> us	O ses more than or
prime broker, you must complete questions (b) the			
	No Information File	d	
ian di seconda di s			Yes
Does the private fund use any custodians (includi			o
If the answer to question 25.(a) is "yes," respond to custodian, you must complete questions (b) throu		ustodian the private fund uses. If the private fund uses	more than one
Additional Custodian Information : 1 Record(s) F	Filed.		
If the answer to question 25.(a) is "yes," respon custodian, you must complete questions (b) thr		custodian the private fund uses. If the private fund use	es more than one
(b) Legal name of custodian: FIRST REPUBLIC BANK			
(c) Primary business name of custodian: FIRST REPUBLIC BANK			
(d) The location of the custodian's office respo	nsible for <i>custody</i> of the <i>private fund's</i> asset	s (city, state and country):	
City:	State:	Country:	
			Yes
City:	State: California	Country:	Yes I
City: SAN FRANCISCO	State: California m?	Country:	
City: SAN FRANCISCO (e) Is the custodian a <i>related person</i> of your firm	State: California m?	Country:	
City: SAN FRANCISCO (e) Is the custodian a <i>related person</i> of your firm (f) If the custodian is a broker-dealer, provide in -	State: California m?	Country:	
City: SAN FRANCISCO (e) Is the custodian a <i>related person</i> of your firm (f) If the custodian is a broker-dealer, provide in - CRD Number (if any):	State: California m? its SEC registration number (if any):	Country:	0
City: SAN FRANCISCO (e) Is the custodian a <i>related person</i> of your firm (f) If the custodian is a broker-dealer, provide in - CRD Number (if any): (g) If the custodian is not a broker-dealer, or is	State: California m? its SEC registration number (if any):	Country: United States	0

Additional Administrator Information : 1 Record(s) Filed.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of administrator:

PRAGUE AND COMPANY PC

	(c) Location of administ	rator (city, state and country):		
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	Yes No
	(d) Is the administrator	a related person of your firm?		0 0
	(e) Does the administra	tor prepare and send investor account statemen	its to the <i>private fund's</i> investors?	
	O Yes (provided to	all investors) ${igcar_{igcar{O}}}$ Some (provided to some but not	t all investors) 👩 No (provided to no investors)	
	statements are not s	stion 26.(e) is "no" or "some," who sends the invesent to the (rest of the) <i>private fund's</i> investors, re STATE PARTNERS, LLC	estor account statements to the (rest of the) <i>private fund's</i> investors? If in espond "not applicable."	nvestor account
27. Du 0%		at percentage of the <i>private fund's</i> assets (by valu	ue) was valued by a <i>person</i> , such as an administrator, that is not your <i>re</i>	elated person?
lno va	clude only those assets wher		dure established for that asset, if any, including obtaining any relevant q ons, and fee calculations (including allocations) was the valuation dete	
Market	ters			
				Yes No
28. (a)	) Does the <i>private fund</i> use t	the services of someone other than you or your e	employees for marketing purposes?	00
	to question 28.(a) is "yes,"		isultant, finder, introducer, municipal advisor or other solicitor, or similar ach such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more the second secon	-
		Ν	No Information Filed	
A. PRIV	ATE FUND			
<u>Informa</u>	tion About the Private Fund			
1. (a`	) Name of the private fund:			
(4)	BELVERON PARTNERS FI	JND IV VENTURE LP		
(b)	) Private fund identification n	umber:		
	(include the "805-" prefix al	so)		
	805-6799794333			
2. Ur	nder the laws of what state or	country is the <i>private fund</i> organized:		
2. 01	State:	Country	y:	
	Delaware	United	States	
3. (a)	) Name(s) of General Partne	r, Manager, Trustee, or Directors (or <i>persons</i> ser	rving in a similar capacity):	
N	ame of General Partner, Mai	nager, Trustee, or Director		
В	PRE FOUR LLC			
(b)	) If filing on umbrollo register	ation identify the filing advicer and/or relying adv	$i_{1}$	
(d)	, in ming an unibrena registra		<i>iser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> . Information Filed	
		apply; you must check at least one): on from the definition of investment company und	ler section 3(c)(1) of the Investment Company Act of 1940	

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	<i>Private fund</i> identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the maste arrangement or reporting on the funds separately.	r-feede	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fun the following questions:	ds ans	ver
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sir ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	-	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of	whethe	ər
	they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	-	-
		0	0
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		©
10.	What type of fund is the <i>private fund</i> ?		
	○ hedge fund ○ liquidity fund ○ private equity fund ☉ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 131,988,845		
<u>Ow</u>	mership		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 3,143,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).	nts of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners: 5		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 100%		
		Yes	No

<sup>(</sup>b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to *qualified clients*?

Yur Advisory Services         17. (a) Are you a subadydier to file private fund?         (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to quest			
(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question Datak.         (a) Do any investment advisers (other than the investment advisers itsel in Section 7.B.(1).A.3.(b) advise the <i>private fund</i> .         (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question blank.         No Information Filed         11. Are your clearts solicited to invest in the private fund?         NOTE: For purposes of this question, do not consider leader funds of the private fund.         20. Approximately what percentage of your clients has invested in the private fund?         Private Offering         21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?         22. If yes, provide the private fund's financial statements subject to an annual audit?         (a) (1) Are the private fund's financial statements subject to an annual audit?         (b) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?         If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (r) below. If the private fund uses more than one auditing firm, y questions (b) through (f) separately for each auditing firm.         23. (a) (1) Are the private fund's financial statements subject to an annual audit?         (b) through (f) separately for each auditing firm.         Vocus			
<ul> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question blank.</li> <li>No Information Filed</li> <li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b) advise the <i>private fund</i>. If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question blank.</li> <li>No Information Filed</li> <li>19. Are your clients solicited to invest in the private fund?</li> <li>No Information Filed</li> <li>10. Are your clients solicited to invest in the private fund?</li> <li>No Information Filed</li> <li>21. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?</li> <li>22. If yes, provide the <i>private fund</i>'s Form D file number (if any):</li> <li>If yes, provide the <i>private fund</i>'s Form D file number (if any):</li> <li>No Information Filed</li> <li>3. SERVICE PROVIDERS</li> <li>Auditors</li> <li>23. (a) (1) Are the <i>private fund</i>'s financial statements subject to an annual audit?</li> <li>(b) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li> <li>If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li> <li>If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li> <li>If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li> <li>If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (r) below. If the <i>private fund</i> uses more than one audiing firm, y questions (b) through (f) separately for each audiing firm.</li> <li>NOVGRADAC &amp; COMPANY</li> <li>(c) The location of the auditing firm: NVVGRADAC &amp; COMPANY</li> <li>(d) Is the a</li></ul>		Yes	No
question blank.       No Information Filed         18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund?         (b) If the answer to question 18.(a) is 'yes,' provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to the vertice that of the private fund?         NOTE: For purposes of this question, do not consider feeder funds of the private fund.         20. Approximately what percentage of your clients has invested in the private fund?         0%.         Private Offering         21. Has the private fund's francial statements subject to an annual audit?         (c) If the answer to question 23.(a)(1) is 'yes,' respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y Questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y questions (b) through (f) below. If the private fund uses more than one auditing firm, y SUTHFIELD         (c) The location o		0	$\odot$
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questions (b) through (f) separately for each auditing firm.         Additional Auditor Information : 1 Record(s) Filed.         If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         NOVOGRADAC & COMPANY         (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):         City:       State:         SOUTHFIELD         (d) Is the auditing firm an independent public accountant?		$\odot$	0
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         NOVOGRADAC & COMPANY         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         SOUTHFIELD         Michigan       United States         (d) Is the auditing firm an <i>independent public accountant</i> ?	, you must complete		
questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm: NOVOGRADAC & COMPANY         (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: SOUTHFIELD         State:       Country: Michigan         (d) Is the auditing firm an <i>independent public accountant</i> ?			
NOVOGRADAC & COMPANY         (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: State: Country: SOUTHFIELD         SOUTHFIELD       Michigan         (d) Is the auditing firm an <i>independent public accountant</i> ?	m, you must complete	Э	
City: SOUTHFIELDState: MichiganCountry: United States(d) Is the auditing firm an independent public accountant?			
SOUTHFIELD       Michigan       United States         (d) Is the auditing firm an <i>independent public accountant</i> ?       Is the auditing firm an <i>independent public accountant</i> ?			
(d) Is the auditing firm an <i>independent public accountant</i> ?			
	Ye	es	No
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	c		0
	e	0	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 474			
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance	nce with its rules?	ð	0

		Yes	s No
(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	$\odot$	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
	◯ Yes ◯ No ☉ Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
Prime E	Broker		
		Yes	s No
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	0	
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more prime broker, you must complete questions (b) through (e) separately for each prime broker.	ore than o	ne
	No Information Filed		
Custodi	ian		
		Yes	s No
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	o	0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more	than one	
	custodian, you must complete questions (b) through (g) separately for each custodian.		
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more custodian, you must complete questions (b) through (g) separately for each custodian.	re than on	e
	(b) Legal name of custodian: FIRST REPUBLIC BANK		
	FIRST REPUBLIC BANK		
	(c) Primary business name of custodian: FIRST REPUBLIC BANK		
	(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):		
	City: State: Country:		
	SAN FRANCISCO California United States		
		Yes	No
	(e) Is the custodian a <i>related person</i> of your firm?	0	•
	(i) If the sustadius is a basis depict equivalent $C = 0$ resistantian symbol (if equiv)		
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):		
	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) YWC0TIKBQM2JV8L4IV08		
Admini	strator		
		Yes	s No
26. (a)	Does the private fund use an administrator other than your firm?	$\odot$	0
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complet (b) through (f) separately for each administrator.	te questio	ons
	Additional Administrator Information : 1 Record(s) Filed.		
	If the appropriate question 26 (a) is "yes," represent to questions (b) through (f) below. If the private fund was more than any editional test and the second test of test o	nloto	
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complexitions (b) through (f) separately for each administrator.	JIELE	

(c)	Location of administrate	or (city, state and country):			
	City:	State:	Country:		
	BOSTON	Massachusetts	United States		
				Yes	s
(d)	Is the administrator a r	elated person of your firm?		0	
(-)		prepare and send investor account statements t investors) C Some (provided to some but not all			
(f)	statements are not ser	on 26.(e) is "no" or "some," who sends the investo t to the (rest of the) <i>private fund's</i> investors, respo TATE PARTNERS, LLC	or account statements to the (rest of the) <i>private fund's</i> in ond "not applicable."	vestors? If investor accou	JUL

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

## Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

 $\circ \circ$ 

No Information Filed

### A. PRIVATE FUND

### Information About the Private Fund

- 1. (a) Name of the *private fund*: BELVERON PARTNERS FUND V JV, LLC
  - (b) *Private fund* identification number: (include the "805-" prefix also) 805-7104100332
- 2. Under the laws of what state or country is the *private fund* organized: State:
  - Delaware

Country: United States

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or *persons* serving in a similar capacity):

BPRE FIVE, LLC		
b) If filing an umbrella registration	tify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	

4. The *private fund* (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	0
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	<sup>-</sup> -feedei	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder func- the following questions:	ls ansv	ver
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin	gle fun	d
	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	interes	its,
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.	whethe	er
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	$\odot$
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the private fund:		
	\$0		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$0		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documer fund).	ts of th	е
13.	Approximate number of the <i>private fund's</i> beneficial owners: 2		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		

0%

	• •	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	Wha	at is the approximate percentage of the private fund beneficially owned by non-United States persons:		
<u>Υοι</u>	ır Ad	visory Services		
17	(a)	Are you a subadviser to this private fund?	Yes	
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," I question blank.	o eave	€ this
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	$\circ$	$\odot$
(b)	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	"no,"	
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	$\odot$
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.		roximately what percentage of your <i>clients</i> has invested in the private fund?		
	0%			
<u>Priv</u>	vate (	Offering	M	
21	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	
21.	1143	the private fund even felled of an exemption from registration of its securities under Regulation D of the decurities Act of 1955.	0	0
22.	lf ye	es, provide the <i>private fund's</i> Form D file number (if any): No Information Filed		
B. SI	ERVI	CE PROVIDERS		
<u>Auc</u>	ditors		Vaa	Na
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	Yes	
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	0 0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete	0	<sup>o</sup>
		questions (b) through (f) separately for each auditing firm.		
		No Information Filed		
	(g)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	Yes	No
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?	·	Č
	()	○ Yes ○ No ○ Report Not Yet Received		
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
	_			
<u>Pri</u>	<u>ne B</u>	roker	Yes	No
24.	(a)	Does the <i>private fund</i> use one or more prime brokers?	0	$\odot$
		If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more th prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	

No Information Filed

### **Custodian**

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one

Additional Custodian Info	rmation : 1 Record(s) Filed.			
	n 25.(a) is "yes," respond to questions nplete questions (b) through (g) sepa		custodian the <i>private fund</i> uses. If the <i>private</i>	<i>fund</i> uses more than
(b) Legal name of custo FIRST REPUBLIC B				
(c) Primary business na FIRST REPUBLIC B				
(d) The location of the d	custodian's office responsible for cust	tody of the <i>private fund's</i> assets	(city, state and country):	
City:		State:	Country:	
SAN FRANCICSO		California	United States	
				Ye
(e) Is the custodian a re	elated person of your firm?			c
(f) If the custodian is a	broker-dealer, provide its SEC registr	ration number (if any):		
CRD Number (if any (g) If the custodian is no		er but does not have an SEC r	egistration number, provide its <i>legal entity ide</i>	<i>ntifier</i> (if any)
	ot a broker-dealer, or is a broker-deal	er but does not have an SEC i	egistration number, provide its <i>legal entity ide</i>	ntifier (if any)
(g) If the custodian is no	ot a broker-dealer, or is a broker-deal	er but does not have an SEC r	egistration number, provide its <i>legal entity ide</i>	<i>ntifier</i> (if any)
(g) If the custodian is no YWC0TIKBQM2JV8 <u>ator</u>	ot a broker-dealer, or is a broker-deal		egistration number, provide its <i>legal entity ide</i>	
(g) If the custodian is no YWC0TIKBQM2JV8 ator noes the <i>private fund</i> use	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b	?	egistration number, provide its <i>legal entity ide</i>	
<ul> <li>(g) If the custodian is no YWC0TIKBQM2JV8</li> <li>ator</li> <li>ator</li> <li>boos the <i>private fund</i> use the answer to question 2</li> <li>b) through (f) separately for</li> </ul>	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b	?		
<ul> <li>(g) If the custodian is no YWC0TIKBQM2JV8</li> <li>ator</li> <li>coes the <i>private fund</i> use the answer to question 2 b) through (f) separately for Additional Administrator</li> <li>If the answer to question</li> </ul>	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b or each administrator. Information : 1 Record(s) Filed.	? •) through (f) below. If the <i>prive</i>		u must complete que
<ul> <li>(g) If the custodian is no YWC0TIKBQM2JV8</li> <li>ator</li> <li>coes the <i>private fund</i> use the answer to question 2 b) through (f) separately for Additional Administrator</li> <li>If the answer to question</li> </ul>	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b or each administrator. Information : 1 Record(s) Filed.	? •) through (f) below. If the <i>prive</i>	<i>te fund</i> uses more than one administrator, yo	u must complete que
<ul> <li>(g) If the custodian is no YWC0TIKBQM2JV8</li> <li>ator</li> <li>atoes the <i>private fund</i> use the answer to question 2 b) through (f) separately for Additional Administrator</li> <li>If the answer to question questions (b) through (f)</li> <li>(b) Name of administrator</li> </ul>	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b or each administrator. Information : 1 Record(s) Filed.	? •) through (f) below. If the <i>prive</i>	<i>te fund</i> uses more than one administrator, yo	u must complete que
<ul> <li>(g) If the custodian is no YWC0TIKBQM2JV8</li> <li>ator</li> <li>atoes the <i>private fund</i> use the answer to question 2 b) through (f) separately for Additional Administrator</li> <li>If the answer to question questions (b) through (f)</li> <li>(b) Name of administrator</li> </ul>	ot a broker-dealer, or is a broker-deal _4IV09 an administrator other than your firm? 6.(a) is "yes," respond to questions (b or each administrator. Information : 1 Record(s) Filed.	? •) through (f) below. If the <i>prive</i>	<i>te fund</i> uses more than one administrator, yo	u must complete que
<ul> <li>(g) If the custodian is needed with the second se</li></ul>	an administrator other than your firm? an administrator other than your firm? 6.(a) is "yes," respond to questions (b or each administrator. Information : 1 Record(s) Filed. a 26.(a) is "yes," respond to questions separately for each administrator. tor: PANY PC rator (city, state and country):	? •) through (f) below. If the <i>prive</i>	<i>te fund</i> uses more than one administrator, yo	u must complete que

(e) Does the administrator prepare and send investor account statements to the private fund's investors? C Yes (provided to all investors) C Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." BELVERON REAL ESTATE PARTNERS, LLC

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

Yes No

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer

## **Marketers**

28.	(a) Does the	private fund use	the services o	of someone off	her than you o	or vour <i>em</i>	plovees for	marketing purposes?

Yes No

 $^{\circ}$  $\odot$ 

	to question 28.(a) is "yes," respond to questions (b) through (g) below for each must complete questions (b) through (g) separately for each marketer.	such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you						
	No Ir	formation Filed						
A. P	PRIVATE FUND							
<u>Info</u>	ormation About the Private Fund							
1.	(a) Name of the private fund:							
	BELVERON PARTNERS FUND V TE, LP							
	(b) <i>Private fund</i> identification number: (include the "805-" prefix also)							
	805-3246554029							
2.	Under the laws of what state or country is the <i>private fund</i> organized:							
	State: Country:							
	Delaware United Sta	es						
3.	a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):							
	Name of General Partner, Manager, Trustee, or Director	Name of General Partner, Manager, Trustee, or Director						
	BPRE FIVE, LLC							
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser	s) that sponsor(s) or manage(s) this private fund.						
		rmation Filed						
4.	The <i>private fund</i> (check all that apply; you must check at least one):							
••	<ul> <li>(1) qualifies for the exclusion from the definition of investment company under s</li> </ul>	ection 3(c)(1) of the Investment Company Act of 1940						
	$\blacksquare$ (2) qualifies for the exclusion from the definition of investment company under s							
5.	List the name and country, in English, of each foreign financial regulatory authority	vith which the <i>private fund</i> is registered.						
	No Info	rmation Filed						
		Yes No						
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 0						
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the fee							
		rmation Filed						
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes No						
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the ma	ster fund in which this private fund invests?						
	Name of <i>private fund</i> :							
	Private fund identification number:							
	(include the "805-" prefix also)							

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:								
	No Information Filed								
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund.	-							
		Yes	No						
8.	<ul> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles are also <i>private funds</i> or registered investment companies.</li> </ul>		⊙ er						
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0						
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		No ©						
10.	What type of fund is the private fund?								
	○ hedge fund ○ liquidity fund ○ private equity fund ④ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other <i>private fund</i> :								
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.								
11.	Current gross asset value of the <i>private fund</i> : \$ 42,706,725								
<u>Ow</u>	nership								
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 3,000,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of th	าย						
13.	Approximate number of the <i>private fund's</i> beneficial owners: 5								
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%								
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>								
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O						
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%								
<u>Υοι</u>	r Advisory Services								
17	(a) Are you a subadviser to this <i>private fund</i> ?		No						
	<ul> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no," question blank.</li> </ul>	C leave	€ this						
	No Information Filed								
		Yes	No						
18.	<ul> <li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li> <li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question 18.(a) is leave this question blank.</li> </ul>	O is "no,	o						
	No Information Filed								

10	Are your clients solicited to invest in the private fund?		
13.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	С	O
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	_	_
22.	An eyour differes solicited to investe in the private fund? MDE: For purposes of this question, of not consider iterater funds of the private fund? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and or Regulation D of the Securities Act of 1353? The private fund over relied on an exemption from registration of its securities and regulation accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? The answer to question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? (a) I have actual question 23 (a)(1) is "yes." are the financial statements prepared in accordance with U.S. GAAP? (b) I have actual to genetic y to each auditing firm. (c) I have actual to genetic y to each auditing firm. (c) I have actual to genetic y to each auditing firm. (c) I have actual to		
	021-340730		
B. SE	ERVICE PROVIDERS		
Aud	litors		
22	(a) (1) Are the private fund's financial statements subject to an annual audit?	_	
23.			
		_	
	questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
		lete	
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	SOUTHFIELD Michigan United States	Yes	No
	(d) Is the auditing firm an <i>independent public accountant</i> ?	$\odot$	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	o	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	474		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	o	0
		Υe	es No
	(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?		
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?		
	O Yes O No		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prir</u>	ne Broker		
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	_	
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more	Yes No ete  Yes No  Tes No  Yes No  Yes No  Yes No  O  O  Yes No  O  O  Yes No  O  O  O  O  O  O  O  O  O  O  O  O  O	
	prime broker, you must complete questions (b) through (e) separately for each prime broker.		

No Information Filed

## **Custodian**

25	(a)	Doos tho	nrivata	funduco	any austadi	one (includir	a tho	orimo bro	kore listod		to hold	como or all	of its assets?
Z0.	(a)	Dues life	Unvale	iunu use	any custour	ans (incluuii	ig me			abuve)	to noiu	SUME UF all	01 115 255615!

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

	espond to questions (b) through g) below for each (b) through (g) separately for each custodian.	n custodian the <i>private fund</i> uses. If the <i>private fund</i> us	es more than
(b) Legal name of custodian: FIRST REPUBLIC BANK			
(c) Primary business name of custodian FIRST REPUBLIC BANK	:		
(d) The location of the custodian's office	responsible for custody of the private fund's asse	is (city, state and country):	
City:	State:	Country:	
SAN FRANCISCO	California	United States	
(e) Is the custodian a <i>related person</i> of y	our firm?		Ye
(f) If the custodian is a broker-dealer, pro	ovide its SEC registration number (if any):		
- CRD Number (if any):			
(g) If the custodian is not a broker-dealer	, or is a broker-dealer but does not have an SEC	registration number, provide its legal entity identifier (if	any)
YWC0TIKBQM2JV8L4IV09			

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator In	formation : 1 Record(s) Filed.		
•	6.(a) is "yes," respond to questions (b) through (f) be eparately for each administrator.	elow. If the <i>private fund</i> uses more than one administrator, you must complete	
(b) Name of administrato	r:		
PRAGUE AND COMPA	ANY PC		
(c) Location of administra	tor (city, state and country):		
City:	State:	Country:	
BOSTON	Massachusetts	United States	
		Yes	5 N
(d) Is the administrator a	related person of your firm?	0	0
(e) Does the administrato	r prepare and send investor account statements to	the <i>private fund</i> 's investors?	
$^{ m O}$ Yes (provided to all	l investors) ${}_{igodot}$ Some (provided to some but not all in	ivestors) 💿 No (provided to no investors)	
statements are not se	ion 26.(e) is "no" or "some," who sends the investor nt to the (rest of the) <i>private fund's</i> investors, respon TATE PARTNERS, LLC	account statements to the (rest of the) <i>private fund's</i> investors? If investor accound "not applicable."	ınt

Yes No

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

## <u>Marketers</u>

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. P	PRIVATE FUND		
<u>Info</u>	ormation About the Private Fund		
1.	<ul> <li>(a) Name of the <i>private fund</i>:</li> <li>BELVERON PARTNERS FUND V VENTURE, LP</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-8495606672</li> </ul>		
2.	Under the laws of what state or country is the private fund organized:		
	State:     Country:       Delaware     United States		
3.	<ul> <li>(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):</li> <li>Name of General Partner, Manager, Trustee, or Director</li> <li>BPRE FIVE LLC</li> </ul>		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes I	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes I	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-farmed arrangement or reporting on the funds separately.	eeder	
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds the following questions:	answ	er
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a singl ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or ir and each class (or series) invests substantially all of its assets in a single master fund.		S,
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether

	they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		©
10.	What type of fund is the <i>private fund</i> ?		
	○ hedge fund ○ liquidity fund ○ private equity fund   real estate fund ○ securitized asset fund ○ venture capital fund ○ Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 99,687,456		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 100,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents fund).	s of th	e
13.	Approximate number of the <i>private fund's</i> beneficial owners: 4		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 100%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	r Advisory Services	Vaa	Na
17.	(a) Are you a subadviser to this private fund?	Yes	NO ©
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," I question blank.		
	No Information Filed		
		Yes	No
18.	<ul> <li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li> <li>(b) If the answer to guardian 18 (c) is "way" provide the name and SEC file number if any, of the other advisers to the private fund. If the answer to guardian 18 (c) is</li> </ul>	0	O
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s no,	
	No Information Filed		
		Yes	No
19.	Are your clients solicited to invest in the private fund? NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%		
<u>Priv</u>	ate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No C

22. If yes, provide the *private fund's* Form D file number (if any):

	Form D file	number				
	021-326918	3				
B. S	ERVICE PROV	VIDERS				
<u>Au</u>	<u>ditors</u>					
~~~					Ye	es No
23.		he private fund's financial statements s	-			• •
			are the financial statements prepared in a			• •
		swer to question 23.(a)(1) is "yes," res is (b) through (f) separately for each at		the <i>private fund</i> uses more than one auditing firm, you must comple	te	
	Additio	nal Auditor Information : 1 Record(s) I	Filed.			
		answer to question 23.(a)(1) is "yes," r ions (b) through (f) separately for each		r. If the <i>private fund</i> uses more than one auditing firm, you must comp	olete	
	(b) N	ame of the auditing firm:				
	N	OVOGRADAC & COMPANY				
	(c) T	he location of the auditing firm's office	responsible for the private fund's audit (cit	v. state and country):		
		ity:	State:	Country:		
	S	OUTHFIELD	Michigan	United States		
					Yes	No
	(d) Is	the auditing firm an <i>independent publ</i>	lic accountant?		$\odot$	0
	(e) Is	the auditing firm registered with the P	Public Company Accounting Oversight Boa	rd?	$\odot$	0
		yes, Public Company Accounting Over	rsight Board-Assigned Number:			
	(f) If	"yes" to (e) above, is the auditing firm	subject to regular inspection by the Public	Company Accounting Oversight Board in accordance with its rules?	o	0
					Y	es No
	(g) Are the p	private fund's audited financial stateme	ents for the most recently completed fiscal	year distributed to the private fund's investors?		0 0
	(h) Do all of	the reports prepared by the auditing fi	rm for the private fund since your last ann	ual updating amendment contain unqualified opinions?	~	
		O No      Report Not Yet Received				
		·	nust promptly file an amendment to your Fo	orm ADV to update your response when the report is available.		
Dri	me Broker					
<u>F11</u>	IIIe BIOKei				Y	es No
24.	(a) Does the	e <i>private fund</i> use one or more prime b	brokers?		0	•
			nd to questions (b) through (e) below for e ) through (e) separately for each prime bro	ach prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more oker.	than	one
			No Informatio	n Filed		
	L					
<u>Cu</u>	<u>stodian</u>				V	oo No
25.	(a) Does the	e private fund use any custodians (incl	luding the prime brokers listed above) to h	nold some or all of its assets?		es No うつ
			nd to questions (b) through (g) below for e rough (g) separately for each custodian.	ach custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more that	an one	Э
	Additio	nal Custodian Information : 1 Record(	s) Filed.			
			pond to questions (b) through g) below for through (g) separately for each custodian	each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more t	han o	ne

	(b)	Legal name of custodian: FIRST REPUBLIC BANK				
	(c)	Primary business name c FIRST REPUBLIC BANK	f custodian:			
	(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):					
		City: SAN FRANCICSO		State: California	Country: United States	
	(e)	Is the custodian a related	person of your firm?			Yes No ○ ⊙
	(f)	If the custodian is a broke				
		- CRD Number (if any):				
	(g)	If the custodian is not a bi YWC0TIKBQM2JV8L4IV09		er but does not have an SEC	C registration number, provide its <i>legal entity i</i>	dentifier (if any)
<u>Adm</u>	inistrator					
26. (		-	ministrator other than your firm?		<i>vate fund</i> uses more than one administrator,	Yes No • • •
		rough (f) separately for eac			vale rund uses more than one administrator,	you must complete questions
	Addi	tional Administrator Inform	nation : 1 Record(s) Filed.			
	que	r, you must complete				
		Name of administrator: PRAGUE AND COMPANY	PC			
	(c)	Location of administrator (	city, state and country):			
		City: BOSTON	State: Massachusetts		Country: United States	
						Yes No
	(d)	Is the administrator a rela	ted person of your firm?			00
	<ul> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?</li> <li>O Yes (provided to all investors)</li> <li>O Some (provided to some but not all investors)</li> <li>O No (provided to no investors)</li> </ul>					
(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private is statements are not sent to the (rest of the) private fund's investors, respond "not applicable." BELVERON REAL ESTATE PARTNERS, LLC						stors? If investor account
	During you 0%	ur last fiscal year, what per	centage of the <i>private fund's</i> asso	ets (by value) was valued b	y a <i>person</i> , such as an administrator, that is n	ot your related person?
v		•	•	•	for that asset, if any, including obtaining any r culations (including allocations) was the valua	• • • • •
<u>Mark</u>	<u>eters</u>					
28. (	(a) Does	the private fund use the se	rvices of someone other than yo	u or your <i>employees</i> for ma	arketing purposes?	Yes No ○ ⊙

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. Pl	RIVATE FUND		
<u>Info</u>	rmation About the Private Fund		
1.	<ul> <li>(a) Name of the <i>private fund</i>:</li> <li>BELVERON PARTNERS FUND V, LP</li> <li>(b) <i>Private fund</i> identification number:</li> <li>(include the "805-" prefix also)</li> <li>805-7089447887</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State:Country:DelawareUnited States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director BPRE FIVE LLC		
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> .		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	<ul> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed	Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-farangement or reporting on the funds separately.	eeder	
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds the following questions:	answ	ver
	No Information Filed		

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	What type of fund is the <i>private fund</i> ?		
	○ hedge fund ○ liquidity fund ○ private equity fund <sup>③</sup> real estate fund <sup>○</sup> securitized asset fund <sup>○</sup> venture capital fund <sup>○</sup> Other <i>private fund</i> :		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 53,648,934		
<u>Ow</u>	nership		
12	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 100,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	nts of th	he
13.	Approximate number of the <i>private fund's</i> beneficial owners: 72		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yoı</u>	Ir Advisory Services	¥	N
17.	(a) Are you a subadviser to this private fund?	res O	No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no, question blank.	" leave	this
	No Information Filed		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	Yes	No ©
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.	is "no,	
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	$\odot$
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%		
<u>Priv</u>	vate Offering		
04	Healthe private fund over relied on an exemption from registration of its appreciate Derivities. Defities Derivities Act of 40000		No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	$\odot$	0

22. If	es, provide the <i>private fund</i> 's Form D file number (if any):							
F	Form D file number							
0	)21-323722							
SER	VICE PROVIDERS							
udito	ors							
3. (a	a) (1) Are the <i>private fund</i> 's financial statemen	ents subject to an annual audit?			es.N ⊙ (			
	(2) If the answer to question 23.(a)(1) is "ye	ves," are the financial statements prepared in ac	ccordance with U.S. GAAP?		⊙ (			
	If the answer to question 23.(a)(1) is "yes," questions (b) through (f) separately for eac		the private fund uses more than one auditing firm, you must compl	ete				
	Additional Auditor Information : 1 Record	d(s) Filed.						
	If the answer to question 23.(a)(1) is "ye questions (b) through (f) separately for e		. If the <i>private fund</i> uses more than one auditing firm, you must com	ıplete				
	(b) Name of the auditing firm: NOVOGRADAC & COMPANY							
	(c) The location of the auditing firm's of	ffice responsible for the <i>private fund's</i> audit (city	y, state and country):					
	City: SOUTHFIELD	State: Michigan	Country: United States					
		Wiengan		Yes	No			
	(d) Is the auditing firm an <i>independent</i>	public accountant?		$\odot$	0			
	(e) Is the auditing firm registered with the	he Public Company Accounting Oversight Boar	rd?	$oldsymbol{\circ}$	0			
	If yes, Public Company Accounting 474	Oversight Board-Assigned Number:						
	(f) If "yes" to (e) above, is the auditing f	firm subject to regular inspection by the Public	Company Accounting Oversight Board in accordance with its rules?	$\odot$	0			
				Y	es I			
(0	g) Are the <i>private fund</i> 's audited financial stat	tements for the most recently completed fiscal	year distributed to the private fund's investors?	(	•			
(ł	<ul> <li>Do all of the reports prepared by the auditin</li> </ul>	ing firm for the <i>private fund</i> since your last <i>annu</i>	ual updating amendment contain unqualified opinions?					
	O Yes O No 💿 Report Not Yet Receive	}d						
	If you check "Report Not Yet Received," yo	ou must promptly file an amendment to your Fo	orm ADV to update your response when the report is available.					
rime	Broker			Y	es N			
4. (a	a) Does the <i>private fund</i> use one or more pri	ime brokers?			0 (			
		espond to questions (b) through (e) below for ea ns (b) through (e) separately for each prime bro	ach prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses mor oker.	-	_			
	, ,							

No Information Filed

## **Custodian**

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

	Legal name of custodian: FIRST REPUBLIC BANK			
(c)	Primary business name of custodian: FIRST REPUBLIC BANK			
(d)	The location of the custodian's office resp	oonsible for <i>custody</i> of the <i>private fund's</i> as		
	City: SAN FRANCICSO	State: California	Country: United States	
(e)	Is the custodian a <i>related person</i> of your f	firm?		· · · · · · · · · · · · · · · · · · ·
(f)	If the custodian is a broker-dealer, provide	e its SEC registration number (if any):		
	- CRD Number (if any):			
(g)	If the custodian is not a broker-dealer, or i YWC0TIKBQM2JV8L4IV09	is a broker-dealer but does not have an SE	C registration number, provide its <i>legal entit</i> y	<i>y identifier</i> (if any)
oes the b) th	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond rough (f) separately for each administrator.	to questions (b) through (f) below. If the p	rivate fund uses more than one administrato	r, you must complete qu
Does f the b) th <b>Addi</b>	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond rough (f) separately for each administrator. itional Administrator Information : 1 Record	d to questions (b) through (f) below. If the p		
f the b) th <b>Addi</b> If tl	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond rough (f) separately for each administrator. itional Administrator Information : 1 Record	d to questions (b) through (f) below. If the p rd(s) Filed.	<i>rivate fund</i> uses more than one administrato	
Does f the b) th Addi	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a	d to questions (b) through (f) below. If the p rd(s) Filed.		
Does f the b) th Addi If th que	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC	d to questions (b) through (f) below. If the p rd(s) Filed.		
Does f the b) th Addi If th que	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co	a to questions (b) through (f) below. If the p rd(s) Filed.	e <i>private fund</i> uses more than one administra	
Does f the b) th Addi If th que	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co City: State	a to questions (b) through (f) below. If the p rd(s) Filed.		
Does f the b) th Addi If th que	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co City: State	d to questions (b) through (f) below. If the p rd(s) Filed.	<i>private fund</i> uses more than one administra Country:	itor, you must complete
Does f the b) th Addi (b) (c)	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co City: State	a to questions (b) through (f) below. If the p rd(s) Filed.	<i>private fund</i> uses more than one administra Country:	
Does f the b) th Addi (b) (c) (d)	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. <b>itional Administrator Information : 1 Recor</b> he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co City: State BOSTON Mass	a to questions (b) through (f) below. If the p rd(s) Filed. and to questions (b) through (f) below. If the administrator.	e <i>private fund</i> uses more than one administra Country: United States	itor, you must complete
Does f the b) th Addi (b) (c) (d)	a the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respond arough (f) separately for each administrator. itional Administrator Information : 1 Recorr he answer to question 26.(a) is "yes," respo estions (b) through (f) separately for each a Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, state and co City: State BOSTON Mass Is the administrator a <i>related person</i> of yo Does the administrator prepare and send	a to questions (b) through (f) below. If the p rd(s) Filed. and to questions (b) through (f) below. If the administrator.	e <i>private fund</i> uses more than one administra Country: United States	itor, you must complete

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

## Marketers

	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answe to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.
	No Information Filed
A. PF	IVATE FUND
<u>Infor</u>	nation About the Private Fund
1.	(a) Name of the <i>private fund</i> : BELVERON SWEEPER FUND I LP
	(b) Private fund identification number:
	(include the "805-" prefix also)
	805-2972467291
2.	Under the laws of what state or country is the <i>private fund</i> organized:
	State:     Country:       Delaware     United States
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director BELVERON SWEEPER FUND I GP, LLC
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
	No Information Filed
	<ul> <li>The private fund (check all that apply; you must check at least one):</li> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> <li>List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.</li> </ul>
	No Information Filed
	Yes N
6.	(a) Is this a "master fund" in a master-feeder arrangement?
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ? No Information Filed
	Yes N
	(c) Is this a "feeder fund" in a master-feeder arrangement?
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:
	Private fund identification number: (include the "805-" prefix also)
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answe the following questions:
	No Information Filed

Ш

	("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or	interes	sts,
	and each class (or series) invests substantially all of its assets in a single master fund.	Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	o
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also private funds or registered investment companies.	-0-	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	۲
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 16,881,094		
<u>Ow</u>	mership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 5,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documen fund).	ts of th	ıe
13.	Approximate number of the <i>private fund's</i> beneficial owners: 30		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>	V	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	res ©	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yoı</u>	ur Advisory Services	N	NI-
17.	(a) Are you a subadviser to this private fund?		No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.	C leave	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	o
	<ul> <li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the answer to question 18.(a) leave this question blank.</li> </ul>	~	-0-
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		o
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		

## Private Offering

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?
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0	$\odot$

22. If	f yes, provide the <i>private fund's</i> Form D file number (if any): No Information Filed		
	RVICE PROVIDERS		
D. OLIN			
<u>Audite</u>	<u>ors</u>	Ye	es No
23. (a	a) (1) Are the private fund's financial statements subject to an annual audit?	c	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	œ	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	Э	
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complequestions (b) through (f) separately for each auditing firm.	ete	
	(b) Name of the auditing firm: NOVOGRADAC & COMPANY		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City:     State:     Country:       SOUTHFIELD     Michigan     United States		
		Yes	No
	(d) Is the auditing firm an <i>independent public accountant</i> ?	$oldsymbol{\circ}$	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	$\odot$	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 474		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	o	0
		Ye	es No
(0	g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	c	
(1	h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?	_	
	O Yes O No ☉ Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.		
<u>Prime</u>	e Broker		
24. (a	a) Does the <i>private fund</i> use one or more prime brokers?	-	es No
27. (0	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more t prime broker, you must complete questions (b) through (e) separately for each prime broker.	C than c	~ ~
	No Information Filed		
<u>Custo</u>	<u>odian</u>	Ve	es No
25. (a	a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	e e	
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more that custodian, you must complete questions (b) through (g) separately for each custodian.		

Additional Custodian Information : 1 Record(s) Filed.

(h)				
(0)	Legal name of custodian: FIRST REPUBLIC BANK			
(c)	Primary business name of custo FIRST REPUBLIC BANK	dian:		
(d)	The location of the custodian's or	ffice responsible for <i>custody</i> of the <i>private fund</i>	d's assets (city, state and country):	
	City: SAN FRANCISCO	State: California	Country: United States	
(e)	Is the custodian a related person	o of your firm?		
(f)	If the custodian is a broker-deale	r, provide its SEC registration number (if any):		
	- CRD Number (if any):			
ator	YWC0TIKBQM2JV8L4IV08			
Does	the <i>private fund</i> use an administra			
	the private rand use all administre	ator other than your firm?		
the	-	' respond to questions (b) through (f) below. If	the <i>private fund</i> uses more than one administrator, yo	ou must complete q
f the s b) thr	answer to question 26.(a) is "yes,'	' respond to questions (b) through (f) below. If nistrator.	the <i>private fund</i> uses more than one administrator, yo	ou must complete q
f the s b) thr <b>Addi</b> t	answer to question 26.(a) is "yes,' rough (f) separately for each admin tional Administrator Information :	respond to questions (b) through (f) below. If nistrator. <b>1 Record(s) Filed.</b> es," respond to questions (b) through (f) below.	the <i>private fund</i> uses more than one administrator, yo	
f the s b) thr Addit If th que	answer to question 26.(a) is "yes," rough (f) separately for each admin tional Administrator Information : he answer to question 26.(a) is "ye	respond to questions (b) through (f) below. If nistrator. <b>1 Record(s) Filed.</b> es," respond to questions (b) through (f) below.		
f the s b) thr Addii If th que (b)	answer to question 26.(a) is "yes," ough (f) separately for each admin tional Administrator Information : he answer to question 26.(a) is "ye estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta	respond to questions (b) through (f) below. If nistrator. <b>1 Record(s) Filed.</b> s," respond to questions (b) through (f) below. or each administrator.	If the <i>private fund</i> uses more than one administrator,	
f the s b) thr Addii If th que (b)	answer to question 26.(a) is "yes," ough (f) separately for each admin tional Administrator Information : he answer to question 26.(a) is "ye estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC	respond to questions (b) through (f) below. If nistrator. <b>1 Record(s) Filed.</b> s," respond to questions (b) through (f) below. or each administrator.		you must complete
f the s b) thr Addii If th que (b) (c)	answer to question 26.(a) is "yes," rough (f) separately for each admin tional Administrator Information : he answer to question 26.(a) is "ye estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, sta City:	respond to questions (b) through (f) below. If nistrator. <b>1 Record(s) Filed.</b> as," respond to questions (b) through (f) below. for each administrator. ate and country): State: Massachusetts	If the <i>private fund</i> uses more than one administrator, Country:	

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

28.	(a) Does the private fund use the services of someone other than you or your employees for marketing purposes?	0	$\odot$
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one ma must complete questions (b) through (g) separately for each marketer.		
	No Information Filed		
A. Pr	RIVATE FUND		
<u>Infor</u>	mation About the Private Fund		
1.	(a) Name of the <i>private fund</i> :		
	CHC EQUITIES, LP		
	(b) <i>Private fund</i> identification number: (include the "805-" prefix also)		
	805-8837381669		
2	Under the laws of what state or country is the <i>private fund</i> organized:		
2.	State: Country is the private rund organized.		
	Georgia United States		
3.	<ul> <li>(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):</li> <li>Name of General Partner, Manager, Trustee, or Director</li> </ul>		
	BELVERON PARTNERS FUND IV JV, LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		_
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	_	-
	Name of private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.	r-feeder	r
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund	ds ansv	ver
	the following questions:		
	No Information Filed		

	("ma	FE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing aster fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i each class (or series) invests substantially all of its assets in a single master fund.		
			Yes	No
8.	(a)	Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
		TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v v are also private funds or registered investment companies.	vhethe	ər
	(b)	If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
			Yes	No
9.		ing your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other "money market funds," to the extent provided in Instruction 6.e.)?	0	©
10.	Wha	at type of fund is the <i>private fund</i> ?		
	O r	hedge fund <sup>O</sup> liquidity fund <sup>O</sup> private equity fund <sup>©</sup> real estate fund <sup>O</sup> securitized asset fund <sup>O</sup> venture capital fund <sup>O</sup> Other <i>private fund</i> :		
	ΝΟΤ	TE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rent gross asset value of the <i>private fund</i> : 9,839		
<u>Ow</u>	nersł	hip		
12.		imum investment commitment required of an investor in the private fund:		
	\$ 0 NOT fund	ΓΕ: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document I).	s of th	ie
13.	Appi 46	roximate number of the private fund's beneficial owners:		
14.	Wha 29%	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ⓒ	No O
16.	Wha 0%	at is the approximate percentage of the private fund beneficially owned by non-United States persons:		
You	r Adv	visory Services		
17.	(a)	Are you a subadviser to this private fund?	Yes	No ©
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	~	-0-
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) i leave this question blank.	s "no,'	I
		No Information Filed		
			Yes	No
19.	-	your <i>clients</i> solicited to invest in the private fund?	$\circ$	$\odot$
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.		

0%

<sup>20.</sup> Approximately what percentage of your *clients* has invested in the *private fund*?

### Private Offering

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund's* Form D file number (if any):

questions (b) through (f) separately for each auditing firm.

No Information Filed

## **B. SERVICE PROVIDERS**

### Auditors

			res	NO
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	$\odot$	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\odot$	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete		

Additional Auditor Information : 1 Record(s) Filed.							
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.							
(b)	(b) Name of the auditing firm:						
	NOVOGRADAC & COMPANY						
(c)	The location of the auditing firm's office responsible for	the private fund's audit (city, state a	nd country):				
	City:	State:	Country:				
	SOUTHFIELD	Michigan	United States				
				Yes	No		
(d)	Is the auditing firm an independent public accountant?			$\odot$	0		
(e)	Is the auditing firm registered with the Public Company	Accounting Oversight Board?		$\odot$	0		
	If yes, Public Company Accounting Oversight Board-As	signed Number:					
	474	-					
(f)	If "yes" to (e) above, is the auditing firm subject to regula	ar inspection by the Public Compan	Accounting Oversight Board in accordance with its rules?	$\odot$	0		
		· · · ·		e	· ·		

(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

○ Yes ○ No <sup>⊙</sup> Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

## Prime Broker

	Yes	No
24. (a) Does the <i>private fund</i> use one or more prime brokers?	0	$\odot$
If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more that	n one	;
prime broker, you must complete questions (b) through (e) separately for each prime broker.		

No Information Filed

## **Custodian**

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

Yes No

 $\odot$   $\odot$ 

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Yes No

	stodian, you must complete question			h custodian the <i>private fund</i> uses. If t	he <i>private fund</i> uses more tha
(b)	Legal name of custodian: FIRST REPUBLIC BANK				
(c)	Primary business name of custod FIRST REPUBLIC BANK	ian:			
(d)	The location of the custodian's off	ice responsible for <i>custody</i> o	-		
	City: SAN FRANCICSO		State: California	Country: United States	
					,
(e)	Is the custodian a related person of	of your firm?			
(f)	If the custodian is a broker-dealer,	provide its SEC registration	number (if any):		
	-				
	CRD Number (if any):				
(g)	If the custodian is not a broker-dea	aler, or is a broker-dealer bu	t does not have an SEC	registration number, provide its <i>lega</i>	l entity identifier (if any)
(9)	YWC0TIKBQM2JV8L4IV09			registration number, provide no lega	
Does	the private fund use an administrat		bugh (f) below. If the <i>pri</i>	vate fund uses more than one admini	strator, you must complete qu
Does f the a	the private fund use an administrat	respond to questions (b) thro	bugh (f) below. If the <i>pri</i>	<i>vate fund</i> uses more than one admini	strator, you must complete qu
Does f the a (b) thr	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," i	respond to questions (b) thro istrator.	ough (f) below. If the <i>pri</i>	<i>vate fund</i> uses more than one admini	strator, you must complete qu
Does f the a (b) thr <b>Addit</b>	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," r rough (f) separately for each admini tional Administrator Information : 7	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> -," respond to questions (b) th		<i>vate fund</i> uses more than one admini	
f the a (b) thr Addit	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," i rough (f) separately for each admini <b>tional Administrator Information :</b> <i>i</i> ne answer to question 26.(a) is "yes	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> -," respond to questions (b) th			
Does if the a (b) thr <b>Addit</b> If th que	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," r rough (f) separately for each admini <b>tional Administrator Information :</b> <i>i</i> ne answer to question 26.(a) is "yes estions (b) through (f) separately for	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> -," respond to questions (b) th			
Does if the a (b) thr Addin If th que (b)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," i rough (f) separately for each admini <b>tional Administrator Information :</b> the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator:	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) th r each administrator.			
Does if the a (b) thr Addin If th que (b)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini tional Administrator Information : <i>i</i> the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat City:	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) th r each administrator. te and country): State:		<i>private fund</i> uses more than one adm Country:	
Does if the a (b) thr Addin If th que (b)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini tional Administrator Information : the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) th r each administrator.		<i>private fund</i> uses more than one adm	inistrator, you must complete
Does if the a (b) thr Addit If th que (b) (c)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini tional Administrator Information : <i>i</i> the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat City:	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) th r each administrator. te and country): State: Massachusetts		<i>private fund</i> uses more than one adm Country:	
Does (b) thr Addit If th que (b) (c)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini- tional Administrator Information : " the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat City: BOSTON Is the administrator a <i>related pers</i>	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) the r each administrator. te and country): State: Massachusetts teon of your firm?	nrough (f) below. If the	<i>private fund</i> uses more than one adm Country: United States	inistrator, you must complete Ye
Does f the ; (b) thr Addit If th que (b) (c) (d)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini tional Administrator Information : 7 the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat City: BOSTON	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) the reach administrator. te and country): State: Massachusetts teon of your firm? and send investor account states	nrough (f) below. If the private i	orivate fund uses more than one adm Country: United States	inistrator, you must complete Ye
Does f the ; (b) thr Addit If th que (b) (c) (d)	the <i>private fund</i> use an administrat answer to question 26.(a) is "yes," in rough (f) separately for each admini- tional Administrator Information : " the answer to question 26.(a) is "yes estions (b) through (f) separately for Name of administrator: PRAGUE AND COMPANY PC Location of administrator (city, stat City: BOSTON Is the administrator a <i>related pers</i> Does the administrator prepare ar O Yes (provided to all investors)	respond to questions (b) thro istrator. <b>1 Record(s) Filed.</b> ," respond to questions (b) the r each administrator. te and country): State: Massachusetts con of your firm? Ind send investor account state Some (provided to some based)	nrough (f) below. If the private the priva	orivate fund uses more than one adm Country: United States	inistrator, you must complete Ye

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

		Yes No
28	3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?	0 0
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similate to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more must complete questions (b) through (g) separately for each marketer.	ilar <i>person</i> . If the answer
	No Information Filed	
	No Information Filed	
A. F	PRIVATE FUND	
<u>Info</u>	ormation About the Private Fund	
1.	(a) Name of the <i>private fund</i> :	
	MERCANTILE AFFORDABLE MEMBERS, LLC	
	(b) Private fund identification number:	
	(include the "805-" prefix also)	
	805-4364508434	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	Massachusetts United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director	
	BELVERON PARTNERS FUND III JV, LLC	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	
4.	The private fund (check all that apply; you must check at least one):	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
	<ul> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
		Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 0
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	00
	No Information Filed	
	(a) In this a "feader fund" is a master feader arrangement?	Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	00

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:

Private fund identification number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

Yes No  $\odot$ 

 $\odot$ 

	$^{\circ}$	$\odot$
If the	ans	wer

2	.8.	(a)	Does the pr	rivate fund	use the se	rvices of	someone	other than	you or	your <i>emp</i>	<i>loyees</i> f	or mark	teting	purposes

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	-	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also private funds or registered investment companies.	whethe	эr
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	$\circ$
_		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	O
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund 💿 real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the private fund:		
	\$ 16,378,336		
<u>Ow</u>	nership		
12	Minimum investment commitment required of an investor in the private fund:		
	\$ 0		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document	ts of th	ıe
	fund).		
13	Approximate number of the <i>private fund's</i> beneficial owners:		
10.	6		
14.	What is the approximate percentage of the private fund beneficially owned by you and your related persons:		
	32%		
15	(a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:		
15.	(a) what is the approximate percentage of the private rand beneficially owned (in the aggregate) by funds of funds.		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales	0	0
	of the fund limited to <i>qualified clients</i> ?		
40			
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yoı</u>	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	$\odot$
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.	leave	this
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	©
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a)	is "no,"	
	leave this question blank.		
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		

## Private Offering

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund's* Form D file number (if any):

No Information Filed

### **B. SERVICE PROVIDERS**

### Auditors

			res	NO
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	$\odot$	$\circ$
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\odot$	$\circ$

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Ad	Additional Auditor Information : 1 Record(s) Filed.							
11	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.							
(t	<b>)</b> )	Name of the auditing firm:						
		NOVOGRADAC & COMPANY						
(0	;)	The location of the auditing firm's office responsible for the pr	rivate fund's audit (city, state and country):					
		City: Stat	e: Country:					
		SOUTHFIELD Mich	higan United States					
			Y	'es	No			
(0	d)	Is the auditing firm an independent public accountant?	c c	•	0			
(€	e)	Is the auditing firm registered with the Public Company Accou	unting Oversight Board?	•	0			
	If yes, Public Company Accounting Oversight Board-Assigned Number:							
		474						
(f	)	If "yes" to (e) above, is the auditing firm subject to regular insp	pection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0			

	Yes	No	C
(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	$\odot$	С	5
(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?			
◯ Yes ◯ No ☉ Report Not Yet Received			

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

### Prime Broker

		Yes	Nc
24.	) Does the <i>private fund</i> use one or more prime brokers?	0	$\odot$
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more t	han on	e
	prime broker, you must complete questions (b) through (e) separately for each prime broker.		

No Information Filed

## **Custodian**

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Additional Custodian Information	on : 1 Record(s) Filed.			
	a) is "yes," respond to questions (b) questions (b) through (g) separate		custodian the <i>private fund</i> uses. If the <i>priv</i>	<i>rate fund</i> uses more than
(b) Legal name of custodian: FIRST REPUBLIC BANK				
(c) Primary business name o FIRST REPUBLIC BANK	f custodian:			
(d) The location of the custod	lian's office responsible for <i>custody</i>	of the private fund's assets	(city, state and country):	
City:		State:	Country:	
SAN FRANCISCO		California	United States	
				Ye
(e) Is the custodian a <i>related</i>	person of your firm?			0
(f) If the custodian is a broke	r-dealer, provide its SEC registration	on number (if any):		
- CRD Number (if any):				
YWC0TIKBQM2JV8L4IV08		Sur does not have an SEC I	egistration number, provide its <i>legal entity</i>	
trator				
trator				Ň
Does the <i>private fund</i> use an ad	-	arough (f) bolow. If the prive	to funduces more than one administrator	
Does the <i>private fund</i> use an ad	s "yes," respond to questions (b) th	nrough (f) below. If the <i>priva</i>	<i>te fund</i> uses more than one administrator	
Does the <i>private fund</i> use an ad If the answer to question 26.(a) i	s "yes," respond to questions (b) th h administrator.	nrough (f) below. If the <i>priva</i>	<i>te fund</i> uses more than one administrator	
Does the <i>private fund</i> use an add If the answer to question 26.(a) i (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b)		<i>te fund</i> uses more than one administrator	, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) i (b) through (f) separately for eac Additional Administrator Inform	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b)			, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) i (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator.			, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) i (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa (b) Name of administrator:	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator.			, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) is (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa (b) Name of administrator: PRAGUE AND COMPANY	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator.			, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) i (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator (	s "yes," respond to questions (b) th h administrator. <b>nation : 1 Record(s) Filed.</b> a) is "yes," respond to questions (b) rately for each administrator.		<i>vate fund</i> uses more than one administrat	, you must complete ques
Does the <i>private fund</i> use an add If the answer to question 26.(a) is (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) separately (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator ( City: BOSTON	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator. PC (city, state and country): State: Massachusetts		<i>vate fund</i> uses more than one administrat	, you must complete que: or, you must complete Yes
Does the <i>private fund</i> use an add If the answer to question 26.(a) if (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) separately (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator ( City:	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator. PC (city, state and country): State: Massachusetts		<i>vate fund</i> uses more than one administrat	, you must complete que
Does the <i>private fund</i> use an add If the answer to question 26.(a) if (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator ( City: BOSTON (d) Is the administrator a <i>rela</i>	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator. PC (city, state and country): State: Massachusetts	through (f) below. If the pri	<i>vate fund</i> uses more than one administrat Country: United States	, you must complete que or, you must complete Yes
Does the <i>private fund</i> use an add If the answer to question 26.(a) if (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) separately (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator ( City: BOSTON (d) Is the administrator a <i>rela</i> (e) Does the administrator pr	s "yes," respond to questions (b) th h administrator. nation : 1 Record(s) Filed. a) is "yes," respond to questions (b) rately for each administrator. <sup>a</sup> PC (city, state and country): State: Massachusetts ated person of your firm?	through (f) below. If the private fur	<i>vate fund</i> uses more than one administrat Country: United States	, you must complete que: or, you must complete Yes
Does the <i>private fund</i> use an add If the answer to question 26.(a) if (b) through (f) separately for eac Additional Administrator Inform If the answer to question 26.(a questions (b) through (f) sepa (b) Name of administrator: PRAGUE AND COMPANY (c) Location of administrator ( City: BOSTON (d) Is the administrator a <i>rela</i> (e) Does the administrator pr O Yes (provided to all inv (f) If the answer to question 2	s "yes," respond to questions (b) th h administrator. <b>nation : 1 Record(s) Filed.</b> a) is "yes," respond to questions (b) rately for each administrator. PC (city, state and country): State: Massachusetts <i>Nassachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i> <i>Massachusetts</i>	through (f) below. If the print statements to the <i>private fur</i> e but not all investors) © N	<i>vate fund</i> uses more than one administrat Country: United States <i>nd's</i> investors? o (provided to no investors) ments to the (rest of the) <i>private fund's</i> inv	, you must complete que or, you must complete Yes

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

## Marketers

28.	(a)	Does the private fund use the services of someone other than you or your employees for marketing purposes?	$\odot$
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
		No Information Filed	
A. Pl	RIVA	TE FUND	
		on About the Private Fund	
mor	mau		
1.		Name of the <i>private fund</i> : STARRETT CITY AFFORDABLE LP, LLC	
	(b)	Private fund identification number: (include the "805-" prefix also)	
		805-3172236650	
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized:	
		State: Country:	
		Delaware United States	
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
		me of General Partner, Manager, Trustee, or Director LVERON PARTNERS FUND IV JV, LLC	
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		No Information Filed	
4.	The	private fund (check all that apply; you must check at least one):	
		<ol> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ol>	
	1.	(2) qualities for the exclusion norm the definition of investment company under section 5(C)(7) of the investment company Act of 1940	
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
		No Information Filed	
6.	(a)	Is this a "master fund" in a master-feeder arrangement?	
0.		If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	$\odot$
		No Information Filed	
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	
		If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	o
		Name of <i>private fund</i> :	
		Private fund identification number: (include the "805-" prefix also)	
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feede ngement or reporting on the funds separately.	r
7.	-	ou are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answ following questions:	ver

Yes No

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund.	-	
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also <i>private funds</i> or registered investment companies.	vhethe	÷r
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes O	
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 42,393,135		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 0		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).	ts of th	IE
13.	Approximate number of the <i>private fund's</i> beneficial owners: 3		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 45%		
15.	<ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ⓒ	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Υοι</u>	ur Advisory Services	Voc	No
17.	(a) Are you a subadviser to this private fund?	Yes	©
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.		
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.	s "no,'	•
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	
	0%	

Private Offering			
	Yes	s N	lo
21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	¢	•

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

**B. SERVICE PROVIDERS** 

### Auditors

		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	$\odot$	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\odot$	0

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

	ne answer to question 23.(a)(1) is "yes, estions (b) through (f) separately for ea		v. If the <i>private fund</i> uses more than one auditing firm, you mus	complete	
(b)	Name of the auditing firm:				
	NOVOGRADAC & COMPANY				
(c)	The location of the auditing firm's offic	ce responsible for the <i>private fund's</i> audit (ci	ty, state and country):		
	City:	State:	Country:		
	SOUTHFIELD	Michigan	United States		
				Yes	5
(d)	Is the auditing firm an independent po	ublic accountant?		۲	
(e)	Is the auditing firm registered with the	Public Company Accounting Oversight Boa	ard?	o	
	If yes, Public Company Accounting O	versight Board-Assigned Number:			
	474				
(f)	If "yes" to (e) above, is the auditing fir	m subject to regular inspection by the Public	Company Accounting Oversight Board in accordance with its ru	ıles? 💿	

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

○ Yes ○ No <sup>⊙</sup> Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

## Prime Broker

Yes No 24. (a) Does the private fund use one or more prime brokers? 0 0 If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

**Custodian** 

 $\circ$  $\odot$ 

 $\odot$ 0

		ion : 1 Record(s) Filed.			
		a) is "yes," respond to question e questions (b) through (g) sep		h custodian the <i>private fund</i> uses. If the <i>priva</i>	<i>te fund</i> uses more th
(b)	Legal name of custodian FIRST REPUBLIC BANK				
(c)	Primary business name FIRST REPUBLIC BANK				
(d)		dian's office responsible for <i>cu</i>	ustody of the private fund's asse		
	City: SAN FRANCICSO		State: California	Country: United States	
			Camornia		
(e)	Is the custodian a related	<i>t person</i> of your firm?			
(f)	If the custodian is a broke	er-dealer, provide its SEC regis	stration number (if any):		
	- CRD Number (if any):				
f the	the <i>private fund</i> use an ac answer to question 26.(a)			vate fund uses more than one administrator,	you must complete q
Does f the b) thi	the <i>private fund</i> use an ac answer to question 26.(a) rough (f) separately for eac	is "yes," respond to questions		vate fund uses more than one administrator,	you must complete q
Does f the b) thi <b>Addi</b> If th	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for ea <b>tional Administrator Infor</b> ne answer to question 26.(	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed.	(b) through (f) below. If the priv ns (b) through (f) below. If the p	<i>vate fund</i> uses more than one administrator, the second s	
Does f the b) thi <b>Addi</b> If th que	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for ea <b>tional Administrator Infor</b> ne answer to question 26.(	is "yes," respond to questions ch administrator. <b>mation : 1 Record(s) Filed.</b> a) is "yes," respond to questior arately for each administrator.	(b) through (f) below. If the priv ns (b) through (f) below. If the p		
Does f the b) thi Addi If th que	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for eac <b>tional Administrator Infor</b> ne answer to question 26.( estions (b) through (f) sepa Name of administrator:	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed. a) is "yes," respond to question arately for each administrator.	(b) through (f) below. If the priv ns (b) through (f) below. If the p		
Does f the b) thi Addi If th que	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for eac <b>tional Administrator Infor</b> ne answer to question 26.( estions (b) through (f) sepa Name of administrator: PRAGUE AND COMPAN	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed. a) is "yes," respond to question arately for each administrator.	(b) through (f) below. If the priv ns (b) through (f) below. If the p		
Does f the b) thi Addi If th que	the <i>private fund</i> use an ac answer to question 26.(a) rough (f) separately for eac <b>tional Administrator Infor</b> ne answer to question 26.( estions (b) through (f) sepa Name of administrator: PRAGUE AND COMPAN <sup>1</sup> Location of administrator	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed. a) is "yes," respond to question arately for each administrator. Y PC (city, state and country):	(b) through (f) below. If the priv ns (b) through (f) below. If the p	<i>private fund</i> uses more than one administrato	r, you must complete
Does f the b) thi Addi If th que (b) (c)	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for eac <b>tional Administrator Infor</b> ne answer to question 26.( estions (b) through (f) sepa Name of administrator: PRAGUE AND COMPAN <sup>1</sup> Location of administrator City:	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed. a) is "yes," respond to question arately for each administrator. Y PC (city, state and country): State: Massachusetts	(b) through (f) below. If the priv ns (b) through (f) below. If the p	<i>private fund</i> uses more than one administrato Country:	
Does f the b) thi Addi If th que (b) (c)	the <i>private fund</i> use an ad answer to question 26.(a) rough (f) separately for eac <b>tional Administrator Infor</b> ne answer to question 26.( estions (b) through (f) sepa Name of administrator: PRAGUE AND COMPAN Location of administrator City: BOSTON Is the administrator a <i>rel</i> Does the administrator p	is "yes," respond to questions ch administrator. mation : 1 Record(s) Filed. a) is "yes," respond to question arately for each administrator. Y PC (city, state and country): State: Massachusetts ated person of your firm? repare and send investor acco	(b) through (f) below. If the priv ns (b) through (f) below. If the p	orivate fund uses more than one administrato Country: United States	r, you must complete Ye

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such

## <u>Marketers</u>

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purpose	28.	(a)	Does the private t	fund use the services of	someone other than yo	ou or your employees for	marketing purposes
------------------------------------------------------------------------------------------------------------------	-----	-----	--------------------	--------------------------	-----------------------	--------------------------	--------------------

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

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#### No Information Filed

#### Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Pro	oprie	ary Interest in <i>Client</i> Transactions		
A.	Do	you or any <i>related person</i> :	Yes	No
	(1)	buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?	0	$\odot$
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	0	$\odot$
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	0	$\odot$

# Sales Interest in Client Transactions

B. Do you or any related person:

- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory client securities are sold to 0  $\odot$ or bought from the brokerage customer (agency cross transactions)?
- (2) recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for which you or any related  $^{\circ}$  $\odot$ person serves as underwriter or general or managing partner?
- (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales  $\mathbf{O}$  $\odot$ commissions as a broker or registered representative of a broker-dealer)?

#### **Investment or Brokerage Discretion** C. Do you or any related person have discretionary authority to determine the: Yes No (1) securities to be bought or sold for a *client's* account? $\odot$ $\circ$ (2) amount of securities to be bought or sold for a *client's* account? $\odot$ $\circ$ (3) broker or dealer to be used for a purchase or sale of securities for a *client's* account? $\odot$ $\circ$ (4) commission rates to be paid to a broker or dealer for a *client's* securities transactions? $\odot$ 0 D. If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons? $\circ \circ$ E. Do you or any related person recommend brokers or dealers to clients? 0 $\odot$ F. If you answer "yes" to E. above, are any of the brokers or dealers related persons? 0 0 G. (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in • 💿 0 connection with *client* securities transactions? (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the $\circ$ 0 Securities Exchange Act of 1934? H. (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals? $^{\circ}$ $\odot$ (2) Do you or any related person, directly or indirectly, provide any employee compensation that is specifically related to obtaining clients for the firm (cash or non-cash $\odot$ $\circ$ compensation in addition to the employee's regular salary)? I. Do you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related person) for client $\circ$ • 💿 referrals? In your response to Item 8.1., do not include the regular salary you pay to an employee.

In responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.1.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

### Item 9 Custody

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

(1) Do you have custody of any advisory clients':

(a) cash or bank accounts?

(b) securities?

0  $\odot$ 

 $\sim$ G

Yes No

Yes No

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.

(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a) \$	(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B. (2).

B. (1) In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody* of any of your advisory *clients*':

(a) cash or bank accounts?
(b) securities?
(c) 
(c)

Yes No

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You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a) \$	(b)

- C. If you or your *related persons* have *custody* of *client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:
   (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
  - (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the
  - (3) An independent public accountant conducts an annual surprise examination of client funds and securities.
  - (4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

).	Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients?	Yes	No	
	(1) you act as a qualified custodian	$\circ$	$\odot$	
	(2) your related person(s) act as qualified custodian(s)	$\circ$	$\odot$	

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F. If you or your *related persons* have *custody* of *client* funds or securities, how many *persons*, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

## SECTION 9.C. Independent Public Accountant

investors in the pools.

D.

1

You must complete the following information for each *independent public accountant* engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each *independent public accountant*.

(1) Name of the *independent public accountant*. NOVOGRADAC & COMPANY

(2) The location of the independent public accountant's office responsible for the services provided:

Number and Street 1: 4000 TOWN CENTER Number and Street 2: SUITE 1700

	City:	State:	Country:	ZIP+4/Postal Code:		
	SOUTHFIELD	Michigan	United States	48075		
					Yes	No
(3)	Is the independent public accountant regist	tered with the Public Compar	y Accounting Oversight Board?		o	0
	If "yes," Public Company Accounting Overs 474	ight Board-Assigned Number	:			
(4)	If "yes" to (3) above, is the <i>independent pub</i> rules?	<i>lic accountant</i> subject to reg	ular inspection by the Public Company Acc	counting Oversight Board in accordance with its	o	0
(5)	The <i>independent public accountant</i> is engated. A.  ✓ audit a pooled investment vehicle B.  ☐ perform a surprise examination of <i>clie</i> C.  ☐ prepare an internal control report	-				
(6)	Since your last annual updating amendment internal controls contain unqualified opinio		red by the <i>independent public accountant</i>	that audited the pooled investment vehicle or that ex	amine	ed
	• Yes					
	O No					
	C Report Not Yet Received					
		must promptly file an amend	ment to your Form ADV to update your res	ponse when the accountant's report is available.		
tem	10 Control Persons					
	s Item, we ask you to identify every <i>person</i> the ser only.	at, directly or indirectly, contro	ols you. If you are filing an <i>umbrella registra</i>	tion, the information in Item 10 should be provided for	or the	filing
Sche	• • • •	ect owners. If this is an amen		information about your direct owners and executive ou reported on either Schedule A or Schedule B (or b	ooth) t	hat
A.	Does any <i>person</i> not named in Item 1.A. or S	Schedules A, B, or C, directly o	or indirectly, <i>control</i> your management or p	olicies?	O	s No ⊙
	If yes, complete Section 10.A. of Schedule D					
	If any <i>person</i> named in Schedules A, B, or C please complete Section 10.B. of Schedule [		le D is a public reporting company under S	Sections 12 or 15(d) of the Securities Exchange Act c	of 1934	4,
BECT	ION 10.A. Control Persons					
			No Information Filed			

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

### Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the *filing adviser* and all *relying advisers* under an *umbrella registration*.

Your advisory affiliates are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

		Yes	No
Do	any of the events below involve you or any of your supervised persons?	0	$\odot$
Fo	"yes" answers to the following questions, complete a Criminal Action DRP:		
Α.	In the past ten years, have you or any advisory affiliate:	Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	0	$\odot$
	(2) been <i>charged</i> with any <i>felony</i> ?	0	$\odot$
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are c pending.	urrenti	ly
B.	In the past ten years, have you or any advisory affiliate:		
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to	0	o

(2) been charged with a misdemeanor listed in Item 11.B.(1
------------------------------------------------------------

commit any of these offenses?

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

 $\odot$ 

For	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	$\odot$
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	$\odot$
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	$\odot$
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	$\odot$
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	$\odot$
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	$\circ$	$\odot$
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	o
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	$\circ$	$\odot$
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	0	$\odot$
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	0
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	0	o
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	o
G.	Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	$\odot$
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
H.	(1) Has any domestic or foreign court:	Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	$\odot$
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	$\odot$
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	$\odot$
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	$\odot$

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

		Yes	No
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	$\circ$	0
<i>lf</i> "y	yes," you do not need to answer Items 12.B. and 12.C.		
B.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent	~	~

(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent of fiscal year?

### Schedule A

### **Direct Owners and Executive Officers**

(c) Complete each column.

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.

- 2. Direct Owners and Executive Officers. List below the names of:
  - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
  - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75%
  - A 5% but less than 10% C 25% but less than 50% E 75% or more

7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

		I	1				1
FULL LEGAL NAME (Individuals: Last Name,	DE/FE/I	Title or Status	Date Title or Status	Ownership	Control	PR	CRD No. If None: S.S. No. and Date of Birth, IRS
First Name, Middle Name)			Acquired MM/YYYY	Code	Person		Tax No. or Employer ID No.
VERDON, ANTHONY, JOSEPH	I	CHIEF FINANCIAL OFFICER	05/2014	NA	Y	N	2527687
Odland, Paul, Thomas	1	FOUNDER AND MANAGING PARTNER	08/2006	NA	Y	N	6612338
ODLAND-PARAISO 2004 FAMILY TRUST	DE	OWNER	05/2004	E	Y	N	
PENCE, MICHAEL, PERRY	I	CHIEF OPERATING OFFICER	12/2019	NA	Y	N	2749216
Watson, Samantha, Anne	I	CHIEF COMPLIANCE	12/2020	NA	Y	N	7324713

			OFFICER						
Scł	nedule B								
Inc	direct Owners								
1.	Complete Schedule B only if you are subm which asks for information about your direct	-				ation abou	t your indirect	own	ers; you must first complete Schedule A,
2.	Indirect Owners. With respect to each owner	er listed o	on Schedule A (except indi	ividual owne	ers), list below:				
	<ul> <li>(a) in the case of an owner that is a corpo a class of a voting security of that corpo</li> </ul>		ach of its shareholders tha	t beneficially	y owns, has the rig	ght to vote	e, or has the po	owei	to sell or direct the sale of, 25% or more of
		w, daught	er-in-law, brother-in-law,	or sister-in-l	-		-		stepparent, grandparent, spouse, sibling, e/she has the right to acquire, within 60
	<ul><li>(b) in the case of an owner that is a partner</li><li>25% or more of the partnership's capit</li></ul>		l general partners and tho	se limited a	nd special partne	rs that hav	ve the right to	rece	ive upon dissolution, or have contributed,
	(c) in the case of an owner that is a trust,	the trust a	and each trustee; and						
	(d) in the case of an owner that is a limiter LLC's capital, and (ii) if managed by e	•			that have the righ	t to receiv	e upon dissolu	ition	, or have contributed, 25% or more of the
3.	Continue up the chain of ownership listing reached, no further ownership information			ə a public re	porting company	(a compai	ny subject to S	Secti	ons 12 or 15(d) of the Exchange Act) is
4.	In the DE/FE/I column below, enter "DE" if t individual.	the owne	r is a domestic entity, "FE"	if the owner	r is an entity incor	porated or	domiciled in a	a for	eign country, or "I" if the owner is an
5.	Complete the Status column by entering the securities owned (if more than one is issued		s status as partner, truste	e, elected m	nanager, sharehol	lder, or me	ember; and fo	r sha	areholders or members, the class of
6.	Ownership codes are: C - 25% but less D - 50% but less		% E - 75% or more % F - Other (general pa	artner. truste	e. or elected man	ager)			
7.	(a) In the <i>Control Person</i> column, enter "Y that under this definition, most executiv	es" if the	person has control as def	ined in the G	Glossary of Terms	to Form A			-
	(b) In the PR column, enter "PR" if the own	ner is a p	ublic reporting company u	Inder Sectio	ns 12 or 15(d) of t	he Exchar	nge Act.		
	(c) Complete each column.								
	LL LEGAL NAME (Individuals: Last Name, st Name, Middle Name)		Entity in Which Interest is Dwned	Status	Date Status Acquired MM/YY		ship Control Person	PR	<i>CRD</i> No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
Oc	lland, Paul, Thomas	1	ODLAND-PARAISO 2004 FAMILY TRUST	TRUSTEE	05/2004	F	Y	N	6612338
PA	RAISO, MICHELLE S		ODLAND-PARAISO 2004 FAMILY TRUST	TRUSTEE	05/2004	F	Y	N	XXX-XX-XXXX
Scł	nedule D - Miscellaneous								
	u may use the space below to explain a res	ponse to	an Item or to provide any	other inform	nation.				
Pr	vate funds listed in Section 7.B.(1) with \$0	gross as	sets are special purpose v	/ehicles. Th	e gross assets of	these fun	ds are include	d in	other funds listed in Section 7.B.(1).
Scł	nedule R								

No Information Filed

 DRP Pages

 CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

 No Information Filed

 REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

 No Information Filed

 CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

 No Information Filed

Exemption from brochure delivery requirements for SEC-registered	advisers							
SEC rules exempt SEC-registered advisers from delivering a firm broc clients, you do not have to prepare a brochure.	chure to some kinds of clients. If these ex	emptions excuse you from delivering a brochure to all of your advisory						
Yes N								
Are you exempt from delivering a brochure to all of your clients under t	hese rules?	0 0						
If no, complete the ADV Part 2 filing below.								
Amend, retire or file new brochures:								
Brochure ID	Brochure Name	Brochure Type(s)						
249564	BELVERON FORM ADV PART 2A	Private funds or pools						

## Part 3

Part 2

CRS	Type(s)	Affiliate Info	Retire
There are no CRS filings to	o display.		

Execution Pages	
DOMESTIC INVESTMENT ADVISER EXECUTION PAGE	

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

## Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

### Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: SAMANTHA WATSON Printed Name: SAMANTHA WATSON

Adviser *CRD* Number: 282072

Date: MM/DD/YYYY 01/04/2021 Title: CHIEF COMPLIANCE OFFICER

### NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

### 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940,

or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing.

## 2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

## 3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

## Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
Printed Name:
Adviser CRD Number:
282072

Date: MM/DD/YYYY Title: