Form ADV Part 2A: Firm Brochure

COURTLAND PARTNERS, LTD.

INSTITUTIONAL REAL ASSET ADVISOR

Courtland Partners, Ltd. ("Courtland") is an Ohio limited liability company with its headquarters at 127 Public Square, Suite 5050, Cleveland, OH 44124, telephone (216) 522 0330, fax (216) 522 0331, website www.courtland.com and has compiled this brochure on January 13, 2016.

This brochure provides information about the qualifications and business practices of Courtland to act as a fiduciary to institutional investors with respect to their real estate and real asset allocations. If you have any questions about the contents of this brochure, please contact us at (216) 522 0330 or ajm@courtland.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Courtland also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 107444.

Courtland may refer to being a "registered investment adviser" or describe itself as being "registered," however that statement does not imply a certain level of skill or training and such statement should be used accordingly. References to "Items" herein correspond to disclosures required by Part 2A of the SEC brochure rule pursuant to which this brochure has been prepared.

ITEM 2 | Material Changes

Michael J. Humphrey, Courtland's former Managing Principal, passed away suddenly on November 29, 2016. Mr. Humphrey indirectly controlled ninety-percent of the voting rights in Courtland, while Steven C. Novick held a ten-percent voting interest. Mr. Humphrey's wife, Joanne M. Humphrey, now indirectly holds all such voting interests through Pru Corporation and non-voting ownership interests previously held by Mr. Humphrey through Eaton Capital Group, LLC, with Mr. Novick maintaining his direct ten-percent voting interest in Courtland.

Mr. Novick, Courtland's Chief Operating Officer, Mr. Humphrey's partner and co-owner of Courtland, has been named Managing Principal of the firm. In addition, Courtland has established a firm Management Committee to assume management responsibilities at the firm.

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Advisory Business

Item 4. A. Firm Information

Founded in 1995, Courtland is an institutional real asset and real estate advisory services firm. The firm is registered as an investment adviser with the United States Securities and Exchange Commission under the Investment Advisers Act of 1940. Courtland is organized as an Ohio limited liability company, and is owned, indirectly by Joanne M. Humphrey, with Steven C. Novick, Courtland's Managing Principal, holding a ten-percent voting interest. Joanne Humphrey owns her interest in Courtland through Pru Corporation, an Ohio Corporation, and Eaton Capital Group, Ltd. (Pru Corporation has no relation to Prudential Financial, Inc. of Newark, New Jersey or the international financial services group Prudential plc in the United Kingdom or their respective affiliates. Eaton Capital Group, Ltd. has no relation to Eaton Corporation).

Item 4. B. Types of Advisory Services

Courtland has offered institutional real asset investment consulting services to clients since its inception in 1995. The firm originally focused on real estate but has expanded its services to cover infrastructure, timber, and agriculture as well. Firm clients include tax-exempt institutional investors, such as public, corporate, and Taft-Hartley pension plans, as well as foundations, endowments, insurance companies, banks and sovereign wealth funds.

Courtland provides its services either on a retainer or project basis. In rendering investment advice to clients, Courtland acts as a fiduciary. For private pension plan clients, Courtland carries out its responsibilities and duties in accordance with the applicable provisions of the Employee Retirement Income Security Act ("ERISA"). In addition, Courtland provides investment management services to commingled investment vehicles commonly known as private funds.

Courtland has provided institutional clients with a full range of real asset (i.e., real estate, infrastructure, timber and agriculture) consulting services, including the following: policy and annual plan/strategy development; global market conditions reviews and research; manager/partner evaluation and selection, including fee analysis and structuring; portfolio monitoring, including performance measurement and analysis; benchmarking development and selection; investment transaction evaluation and management; co-investment tracking and investment evaluation; and discretionary consulting services. In addition to advising public, corporate, and Taft-Hartley pension plans, and other institutional clients, Courtland serves as a sub-adviser to a manager of two private funds on behalf of one institutional investor. Courtland's clients' investment strategies include core, value and opportunistic real asset, including primarily real estate, investments in domestic and international markets. Courtland's services have included traditional investment consulting and advisory services that complement comprehensive portfolio monitoring and reporting services. With respect to the Funds, previously described, Courtland will serve as the investment manager of the Funds, which are being wound down since the Funds are not accepting any new investors and all of the Funds' capital was allocated to investments prior to the Acquisition. The foregoing services are collectively referred to herein as Courtland's "Services."

Courtland's Services extend to all four quadrants of the real asset (i.e., real estate, infrastructure, timber and agriculture) investment class, namely public equity, public debt, private equity, and private debt. Courtland clients invest in these quadrants either directly (i.e., through individually managed or separate accounts) or indirectly (i.e., through commingled or pooled funds).

Courtland's Services are currently limited to real asset (i.e., real estate, infrastructure, timber and agriculture) consulting, discretionary investment management as previously described, and management of private fund of funds as previously described.

Consulting Services: Courtland engages in the following activities in a typical full service retainer consulting relationship and has also undertaken many of the activities described below in connection with individual special projects:

Strategic Planning and Policy Review	Provide clients with independent and objective advice related to portfolio-level strategies. Establish and refine real asset (i.e., real estate, infrastructure, timber and agriculture) portfolio allocations, investment goals, objectives, and procedures. Review and make appropriate recommendations, supported by appropriate research and investigation, on strategy relative to issues such as investment mix and risk management.
Investment Analysis and Due Diligence	Assist clients, as requested, with respect to evaluating investments, which may require a written recommendation as to the course of action. Assist clients with respect to specific investment opportunities. Provide clients and any investment committees with written recommendations, supported by appropriate research and due diligence investigation, concerning new and existing investments.
Performance Reporting and Research	Assist clients in developing appropriate benchmarks. Provide quarterly customized performance reports that include industry standard return information, benchmark analyses, investment allocation information, risk factor analyses (e.g., sector, market, manager concentrations), quarterly cash flow statements on a portfolio and investment basis and market conditions summaries. Provide quarterly market conditions reports covering the capital markets and risk factors. Produce and present as requested written research studies or investment seminars.
Portfolio Evaluation and Management	Evaluate client investment portfolios through policy development, annual plan/strategy development (including portfolio pacing and investment models) and the presentation of quarterly performance and market conditions reports. Includes the ongoing analysis of managers and investments, including providing manager/partner search activities including completing evaluations of new investments as needed.
Board Meeting Attendance	Meet with the board members and investment management staff of clients, as requested, to present policy, annual plan/strategy, market conditions, performance and other information.

Investment Management: Courtland also provides qualified professional asset manager ("QPAM") real estate advisory services to ERISA-regulated pension plans. Clients may impose restrictions on the types of investments to which Courtland may allocate assets. As previously described, Courtland also provides investment management services pursuant to a written agreement with the Funds, which are being wound down since the Funds are not accepting any new investors and all of the Funds' capital was allocated to investments prior to the Acquisition.

Benchmark, Product/Manager Performance, and Offering Database: Courtland maintains and continues to develop real asset (i.e., real estate, infrastructure, timber and agriculture) investment databases that track investment returns, advisor capabilities, and other capital market information. Courtland generates quarterly information requests to public and private equity real asset managers to obtain detailed information on those firms and their products in order to keep the Courtland manager databases current. These databases provide a tool for conducting manager and pooled fund searches, and for identifying new investment opportunities and programs. Courtland also can identify and design vintage year peer group comparisons (e.g., closed-end fund vintage year comparisons as stated in quartile rankings).

Courtland maintains three proprietary databases internally that include both public and private offerings: (1) the Courtland Partners Index ("CPI"), (2) the Courtland manager/product database, and (3) the Courtland Investment Offerings database.

- CPI and Performance Measurement System. The CPI is a self-administered, proprietary database comprised of client investments which provides both time-weighted and dollar-weighted gross and net performance returns calculated on a quarterly basis. The CPI is updated quarterly with return information from our client investments. These returns are also broken out by risk/return (e.g., core, value, and opportunistic), which facilitate comparison to client portfolio investments by risk/return level. This information can also be used to develop investment and portfolio benchmarks and comparisons to other third-party benchmarks. It contains a large number of active investments of pooled funds, separate accounts, direct investments, and publicly traded securities in which public and ERISA pension funds, endowments and/or foundations currently have investments.

- Courtland Manager/Product Database. Our manager/product database has been developed and maintained by the firm since inception. It includes manager libraries, which include Request-For-Proposal responses, and other manager information in addition to due diligence, return performance, and other relevant market information. This database includes historical reports, marketing presentations, offering memorandums, subscription documents, and market data.

- Courtland Current Offerings Database. To assist in deal tracking, Courtland maintains a Fund Offerings Database. This database includes a substantial number of current offering memoranda, as well as past information, including due diligence questionnaires, due diligence reports and Courtland Investment Committee results, relating to potential client investments. In addition, Courtland provides clients with access to manager product questionnaires, including: historical returns, investment terms, and other information.

Item 4. C. Tailoring Advisory Services to Clients

At the inception of each client relationship, Courtland conducts an initial review and evaluation of a client's real asset (i.e., real estate, infrastructure, timber and agriculture) holdings, as directed by the client, at both the investment and portfolio level. In general, many Courtland clients have investment portfolio exposures that are comprised primarily of real estate with growing interests in infrastructure, timber and agriculture. The investment-level analysis includes: (i) risk management characteristics such as sector, geographic and economic diversification; investment vehicle and structure; investment size; and life cycle;

(ii) performance measurement and attribution analysis, (iii) exit strategies and hold/sell analyses, (iv) manager profiles, and (v) management fee analyses.

Courtland works with clients in developing and/or revising annual business/strategic plans to ensure that each client's policy statement accurately reflects the client's investment objectives and risk/return profile. Courtland reviews portfolio and investment objectives and strategies at least on an annual basis with clients. As part of this review, Courtland completes annual financial models and pacing plans, which are based on existing investment values, unfunded investment commitments, portfolio exposure objectives and manager responses to Courtland questionnaires regarding planned manager investment capital calls and distributions and portfolio composition. These financial models are the basis for making recommendations regarding portfolio changes going forward, including new investment recommendations, investment dispositions and other activities.

Courtland designs customized performance reports that fit each client's needs. Courtland provides clients with performance reports analyzing their real estate portfolios on a quarterly basis. These reports summarize the client's status with respect to accomplishing investment allocation objectives, investment performance, benchmark comparisons, risk factor analyses and cash flow statement results.

Item 4. E. Client Assets under Management

As of the end of the second quarter of 2016 Courtland was advising on approximately $1,990,857,042 of client assets on a discretionary basis, and advising on approximately $63,068,572,450 of client assets on a non-discretionary basis.

Fees and Compensation

Item 5. A.

Advisory Fees in General: Fee arrangements are negotiated individually with each client and vary depending on the nature and scope of the services to be provided. Courtland does not have a standard fee schedule. Rather, fees are charged on a retainer or project basis depending on the nature of the engagement.

A typical retainer-based fee for consulting services includes a flat fixed fee. Retainer agreements also may provide for reimbursement or direct payment of expenses (e.g., travel-related items). Retainer-based fees are payable on a monthly or quarterly basis.

Project-based fees are negotiated for each assignment typically and are based a number of factors, including the scope, size and complexity of the assignment. Fee schedules typically include reimbursable expense items. Project fees generally are billed on a scheduled basis or upon completion of the assignment.

ERISA Accounts: Fee arrangements for QPAM services also are negotiated with each client and vary depending on the nature and scope of the services to be provided. Courtland does not have a standard fee schedule for QPAM services. Fees are charged on a retainer or project basis depending on the nature of the engagement. When serving as a fiduciary pursuant to ERISA, Courtland is subject to ERISA and Internal Revenue Code restrictions concerning certain forms of compensation.

Private Fund Management: With respect to the Funds, Courtland generally charges the Funds an annual asset management fee as a percentage of invested capital. The respective predecessor general partners and managers of the Funds had the ability to negotiate alternative fees on a investor-by-investor basis based on a number of factors including: the complexity of the investor; assets to be placed under management; anticipated future additional assets; related accounts; and reporting requirements. The client specific annual fee schedules have been identified in each respective investor's side letters with the Funds. While not generally initially available to investors, discounts may have been offered to employees, family members and friends of associated persons of Mesirow Financial Investment Management, an affiliate of the previous general partners of the Funds. Fee discounts were provided generally to investors as part of the Acquisition.

With respect to private funds where Courtland is acting either as a sub-adviser or does not take custody over client assets, Courtland charges a negotiated flat fixed advisory fee negotiated with each client.

Courtland does not enter into investment consulting agreements that expressly provide for fees to be paid from soft dollar payments.

With the exception of Courtland's management agreement with the Funds, Courtland's investment advisory agreements generally are terminable by either party without penalty through advance written notice.

Item 5. B. Set-Offs

With respect to Courtland advisory clients, Courtland does not deduct fees, but rather bills clients on a monthly or quarterly basis. With respect to the Funds, Courtland deducts the fees quarterly in advance.

Item 5. C. Other Fees and Expenses

Courtland's fees are in addition to any attorneys, accounting, custodian or other third-party expenses, which are paid directly by the client. Courtland does not receive any portion of such fees or expenses.

Item 5. D. Advanced Payment of Fees

Courtland's clients generally pay for services rendered in arrears. However, the Funds pay for Courtland's services in advance of each quarter on a pro-rated basis.

Performance-Based Fees and Side-By-Side Management

Item 6.

Courtland does not receive any performance-based fees, that is, fees based on a share of capital gains or capital appreciation. However, as disclosed in Schedule D of Form ADV, Part 1A, Courtland's affiliate, Pru Investments, Ltd., may receive a performance-based fee based on the Funds' actual performance over time.

Types of Clients

Item 7.

Courtland provides real asset (i.e., real estate, infrastructure, timber and agriculture) investment services as previously described primarily to tax-exempt institutional investors, including public, corporate, and Taft-Hartley pension plans, as well as foundations, endowments, banks, insurance companies, private funds and sovereign wealth funds.

Methods of Analysis, Investment Strategies, and Risk of Loss

Item 8. A.

Courtland's methods of analysis in providing advisory services apply at both the client allocation and investment levels. At the allocation level, Courtland works with the client to determine the investment objectives and preferences of the client. Courtland clients' investment objectives with respect to real asset allocations include a number of different objectives, including the following: enhancing overall portfolio diversification; preserving capital investment; providing attractive income and cash flow returns; obtaining attractive total returns; providing an inflation-hedge and accessing non-US investment exposures. These investment objectives are determined through multiple client discussions. Additionally, other client advisors are typically consulted to provide asset allocation modeling, setting forth desired real asset exposures based on risk and return assumptions.

After establishing a client's investment objectives, Courtland personnel determine the appropriate risk and return objectives for the client. For example, if a client has a total return focus, which suggests a higher risk and return orientation, then Courtland personnel will develop a portfolio policy and model providing for total return investments (e.g., significant exposure to value and opportunistic investments). If a client prefers a lower risk and return orientation, for example, the client has a focus on preserving capital and obtaining a reasonable cash flow and income return, then Courtland personnel will develop a portfolio policy and model providing for lower risk, core investments. Other portfolio considerations include portfolio liquidity, currency exposures, manager quality and experience, leverage, manager concentration, sector concentration, geographic/market concentration, investment vehicles, investment structure, valuation policies and procedures.

With respect to advising on specific client investments within a policy or strategy, Courtland personnel will evaluate a number of factors in completing investment due diligence. Courtland's due diligence process is a team-based approach. Each proposed transaction is evaluated by a team of our professionals, including at least one member of the Courtland Investment Committee. Courtland's due diligence process with respect to identifying, evaluating, and selecting managers is based on a careful assessment of the plan-specific objectives, the strength of the particular manager and its investment philosophy, and the strength of the manager's strategy and performance relative to that of its peer group.

The initial focus of Courtland's review generally is on the strength of the manager and its investment philosophy. The assessment of a manager consists of both objective and subjective elements. Objective criteria include: the organization, personnel (particularly proposed team members), turnover and succession within the organization, research capability, management fees and costs, ability to co-invest, past performance of investments, unique capabilities and particular areas of expertise, ability to source transactions, the investment allocation process, client list and client investment activity (e.g., how many other clients/investors are pursuing similar investment strategies and how much capital remains to be invested).

Subjective evaluation criteria, which are also important to the process, include: firm culture, reputation, significant firm developments (i.e. sale, litigation, and merger), the ability to execute a particular strategy, and client service history.

The second step in the review process focuses on the features of the particular manager. Elements of a review typically include:

- <u>Verification.</u> Courtland verifies return and performance information provided by the proposed manager with reliable sources independent of the proposed manager, to the extent deemed appropriate.

- <u>References.</u> Courtland contacts a manager's client references, as well as known manager clients who are not listed as references. Courtland may also contact former clients of a manager to determine whether there are any areas of dissatisfaction with client service or manager performance.

- <u>Manager Comparisons.</u> Courtland compares managers in a number of areas, including performance, organization, strategy (including particular areas of expertise), conflicts of interest, and fee structures.

- <u>Performance.</u> Performance tends to be the best measure of a manager's past success and of its potential for success in the future. However, not all managers' track records are directly comparable. Therefore, our analysis accounts for differences in style, property selection, and reporting periods to make more meaningful comparisons. In addition, managers with different scopes of services are evaluated differently.

- <u>Organization.</u> Though secondary to performance, the strength of a manager's organization is of prime importance. Turnover and firm structure are particularly critical in the organization's investment decision-making process.

- <u>Strategy.</u> Current strategy, particularly with respect to market cycle developments and anticipated movements, is critical. Courtland also may compare past strategies with past performance as an indicator of the manager's ability to effectively anticipate real estate market movements and pursue a successful strategy.

<u>Investment Committee:</u> Courtland's Investment Committee is currently comprised of senior firm professionals. Upon completion of interviews and final due diligence, a memorandum is prepared and presented to Courtland's Investment Committee by a lead consultant

responsible for overseeing the due diligence of the proposed investment. Courtland's Investment Committee shall vote unanimously to approve a proposed investment, including the vote of the lead consultant making the presentation, prior to recommending it to a client. Insufficient alignment of interests, unverifiable returns, major pending litigation against the manager, and serious organizational issues have caused the Courtland Investment Committee to reject proposed investments in the past. Other Courtland committees have been established to review proposals relating to Real Estate International Partnership Fund I, L.P. and Real Estate Global Partnership Fund II, L.P. foreign currency forward contracts, as well as general distributions and investment matters relating to the Funds.

Item 8. B.

The material risks represented in pursuing the previously described investment strategies are referenced in response to Item 8. A and are summarized in the following discussion.

Past Manager Performance is not a predictor of future results. The performance of the real asset recommended or undertaken for clients is dependent on future events and is, therefore, inherently uncertain. The respective track records of managed funds and affiliates cannot be relied upon to predict future events due to a variety of factors, including, without limitation, varying business strategies, different local and national economic circumstances, different supply and demand characteristics, varying degrees of competition, and varying circumstances pertaining to the real estate markets.

The use of leverage will expose investors to certain risks. Real asset fund managers, separate account managers, public securities managers, other qualified professional asset managers, and other third parties which Courtland recommends or to which Courtland allocates investment capital (hereinafter a "Manager" or "Managers") may utilize leverage with the goal of enhancing returns. A Manager's failure to obtain leverage at contemplated levels, or to obtain leverage on attractive terms, could have a material adverse effect on investors. Use of leverage will subject investors to risks normally associated with debt financing, including the risk that cash flow will be insufficient to meet required payments of principal and interest, the risk that indebtedness on investments will not be able to be refinanced, or the risk that the terms of such refinancing will not be as favorable as the terms of the existing indebtedness. Managers may incur indebtedness in which recourse is not limited to specific assets and indebtedness which is collateralized by more than one asset, creating a situation where the investment in performing assets could be adversely impacted when those performing assets have been cross-collateralized with assets that become nonperforming.

Courtland clients are subject to the risks of holding leveraged investments. Leverage creates an opportunity for increased return on equity, but at the same time creates risk for investors. For example, leveraging magnifies changes in a fund's net worth. A Manager will leverage assets only when there is an expectation that leverage will provide a benefit, such as enhancing returns, although neither a Manager nor Courtland can assure that the use of leverage will prove to be beneficial. Increases in credit spreads in the market generally may adversely affect the market value of an investor's holdings. Moreover, no Manager can assure that it will be able to meet debt service obligations in general and, to the extent such obligations are not met, there is a risk of loss of some or all of an investor's investments through foreclosure or a financial loss if a Manager is required to liquidate assets, the impact of which could be magnified if such a liquidation is at a commercially inopportune time.

A Manager's attempts to mitigate risk are subject to factors outside of a fund's control. Such factors include the availability of favorable financing and hedging options, which are subject to a variety of additional factors, of which duration and term matching are only two such factors. A fund's credit agreements may impose restrictions on the operation of a fund's business. A Manager may make certain representations, warranties, and affirmative and negative covenants in credit agreements that may restrict a fund's ability to operate while still utilizing those sources of credit. Such representations, warranties, and covenants may include, but are not limited to: restrictions on partnership guarantees, the maintenance of certain financial ratios (including a fund's ratio of debt to equity capital and its debt service coverage ratio), the maintenance of a minimum net worth, restrictions against a change of control of a fund and limitations on alternative sources of capital.

A fund may not have control over its investments. In certain situations, a recommended fund may (a) acquire only a minority interest in a property or other asset in which it invests, (b) rely on independent third-party management or strategic partners with respect to the management of a property or other asset in which it invests, or (c) acquire only a participation interest in an asset underlying an investment. Therefore, a fund may not be able to exercise control over the investment or loan. Such financial assets may involve risks not present in investments where senior creditors, servicers or third-party controlling investors are not involved. In addition, in these circumstances, a fund may not receive sufficient information in order to monitor the performance of its investments. A fund's rights to control the process following a borrower default may be subject to the rights of senior creditors or servicers whose interests may not be aligned with a fund.

Competition for Investments. Managers will compete for the acquisition of investments with many other potential investors, some of which will have greater resources than the recommended funds. There may be intense competition for investments of the type in which a recommended Manager intends to invest, and such competition may result in less favorable investment terms than would otherwise be the case. There can therefore be no assurance that the investments ultimately acquired by a recommended Manager will meet all the investment objectives of a Manager, or that a Manager will be able to invest all of its available funds.

The success of a recommended Manager and a Manager's operating results will be dependent on the availability of attractive investments and a Manager's ability to identify, structure, consummate, leverage, manage and realize returns on attractive investments. In general, the availability of desirable investment opportunities and, consequently, a fund's returns, will be affected by the level and volatility of interest rates, conditions in the financial markets, general economic conditions, the market and demand for investment opportunities, the supply of capital for such investment opportunities, the level of government involvement in capital markets, and the enactment of legislation changing tax and accounting rules historically favorable to investments in real estate. A Manager cannot make any assurances that it will be successful in identifying and consummating investments which satisfy its rate of return objectives or that such investments, once consummated, will perform as anticipated. A Manager may expend significant time and resources in identifying and pursuing targeted investments, some of which may not be consummated.

Limited Transferability of Investment Interests. Real asset fund interests are typically not registered under any U.S. federal securities act or under any applicable state securities laws, nor are any such registration contemplated. No public market for fund interests will develop, and the sale or transfer of fund interests will be subject to certain restrictions contained in a subscription agreement. Consequently, investors may not be able to liquidate their investment in the event of emergency or for any other reason. Purchase of real estate interests is suitable only for persons who have no need for liquidity with respect to their investment.

Investments in Distressed Assets. Courtland may recommend making investments in non-performing or other troubled assets that involve a degree of financial risk. There can be no assurance that a fund's objectives will be realized or that there will be any return of capital. Furthermore, investments in properties or assets operating in workout modes or under Chapter 12 of the U.S. Bankruptcy Code may, in certain circumstances, be subject to additional potential liabilities that could exceed the value of the investor's original investment, including equitable subordination and/or disallowance of claims or lender liability. In addition, under certain circumstances, payments to a fund and distributions by a fund to investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment under applicable law.

Timing. A Manager may be required to make investment decisions on an expedited basis. Investment analyses and decisions by the Manager and a Manager may frequently be required to be undertaken on an expedited basis to take advantage of opportunities. In such cases, the information available to a Manager at the time of making an investment decision may be limited, and a Manager may not have complete information regarding the investment asset(s), such as physical matters, zoning, regulations or other local conditions affecting an investment. Therefore, no assurance can be given that a Manager will have knowledge of all circumstances that may adversely affect an investment. In addition, a Manager expects to rely upon specialized expert input from third-party consultants and service providers in connection with their evaluation of proposed investments.

Co-investors may fail to make capital contributions. If another investor in a fund that Courtland recommends defaults on its obligation to make required capital contributions, it may be difficult for a Manager to make up the shortfall from other sources. The Courtland clients that have invested in such a fund may be required to contribute additional capital to replace such shortfall. Thus, a default by one or more other investors in a fund could cause a fund to lose investment opportunities due to the need to use commitments to fund shortfalls. To the extent that some investors do not honor their commitments, a fund may make draw-downs from the remaining investors to a larger extent or earlier than it otherwise would. If contributions made by such non-defaulting investors and borrowings by a fund are inadequate to cover the defaulted capital contribution, a fund may be unable to pay its obligations when due. In addition, to the extent another investor in a fund fails to fund a drawdown on its commitment, a fund may, in certain circumstances, be forced to increase its leverage or breach its contractual obligations and may be subject to liability stemming from potential breach of contract and tort claims, including significant penalties that could have a material adverse impact on the returns to co-investors (including non-defaulting co-investors).

Real estate investments recommended by Courtland may also have the following risks:

Development Properties. A recommended Manager may invest in real estate investments comprised of properties under development. Purchasing property prior to completion of development and construction, or making loans relating to properties under development, is subject to greater risks than the purchase of properties with operating histories or making loans relating thereto. In connection with the purchase of or making loans with respect to properties under development and construction, a fund will be subject to certain risks, including, without limitation, the risks of unanticipated delays in, or increases in the cost of, development and construction as a result of factors beyond the control of a fund and a Manager. These factors may include, but are not limited to: strikes, adverse weather, material shortages, building restrictions, clearances, environmental impact studies, solvency of the contractor or subcontractors and increases in the cost of labor and materials. In addition, the contractor may not be able to build in conformity with plans and specifications, and the property may not be rented for the amounts or within the time projected. Additional risks may be incurred where a fund makes periodic progress payments or other advances to contractors prior to completion. A Manager may be unable to recover such payments subsequent to any such contractor's default. Such factors can result in increased costs of a project and/or delay in completion and/or loss of anticipated rental revenues and corresponding depletion of a fund's working capital and reserves or loss of a fund's investment. Furthermore, the price paid for a property upon which improvements are to be constructed or completed must of necessity be based upon projections of rental income and expenses or of the fair market value of the property upon completion of construction. Whether the property will operate at such projected income and expense levels or achieve such projected fair market value cannot be determined in most cases until after completion of construction and a number of months of actual operation.

Multifamily Property Risks. A Manager may invest in multifamily properties, which subjects a fund to particular risks. A large number of risk factors may affect the value and successful operation of such properties, including: physical attributes of the property such as its age, condition, design, appearance, access to transportation and construction quality; location of the property; ability of management to provide adequate maintenance and insurance; the types of services or amenities that the property provides; the property's reputation; the level of mortgage interest rates and availability of government incentives, which may encourage tenants to purchase rather than lease housing; presence of competing properties; the tenant mix, such as the tenant population being predominantly students or being heavily dependent on workers from a particular business or personnel from a local industrial unit; adverse local or national economic conditions, which may limit the amount of rent that may be charged and may result in a reduction of timely rent payments or a reduction in occupancy levels; state and local regulations, which may affect the building owner's ability to increase rent to the level of market rents for an equivalent apartment; government assistance/rent subsidy programs; and the inventory of unsold condominium units in the local market that are being rented until economic conditions in the condominium market improve. If any of such risk factors are heightened or the conditions associated with such risk factors deteriorate, a fund's investments in multifamily properties may incur losses. In addition, certain jurisdictions regulate the relationship between an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees, and notification to residents of changed land use, while prohibiting unreasonable rules and retaliatory evictions.

Office Property Risks. A Manager may invest in office properties, which subjects a fund to particular risks. There are a large number of risk factors associated with investments in office properties, including: the impact of the recent recession on the local market and the building's tenants; the quality of an office building's tenants; an economic decline in the business operated by the tenants; the physical attributes of the building in relation to competing buildings (e.g., age, condition, design, appearance, location, access to transportation and ability to offer certain amenities, such as sophisticated building systems and/or business wiring requirements); the physical attributes of the building with respect to the technological needs of the tenants, including the adaptability of the building to changes in the technological needs of the tenants; the diversity of an office building's tenants (or reliance on a single or dominant tenant); the availability of sublease space; the desirability of the area as a business location; the strength, nature and unemployment rates of the local economy, including labor costs and quality, tax environment and quality of life for employees; and an adverse change in population, patterns of telecommuting or sharing of office space and employment growth (which creates demand for office space). To the extent any of such risk factors are heightened or the conditions associated with such risk factors deteriorate, a fund's investments in office properties may incur losses.

Retail Property Risks. A Manager may invest in retail properties, which subjects a fund to particular risks. The value and successful operation of a retail property is sensitive to a number of risk factors, including, but not limited to: changes in consumer spending patterns, local competitive conditions (such as the supply of retail space or the existence or construction of new competitive shopping centers or shopping malls, including, for example, competition between regional malls and local shopping centers and changing consumer preferences for upscale outlet malls, big-box discount stores and price clubs); the bankruptcy or distress of tenants; the availability of sublease space; alternative forms of retailing (such as direct mail, video shopping networks and internet web sites, which reduce the need for retail space by retail companies); the safety, convenience and attractiveness of the property to tenants and their customers or clients; the public perception of the safety of customers at shopping malls and shopping centers; the need to make major repairs or improvements to satisfy the needs of major tenants; traffic patterns and access to major thoroughfares; and unemployment rates in the local economy. The general strength of retail sales also directly affects retail properties. If retail sales by tenants in a fund's properties were to decline, the rents that are based on a percentage of revenues may also decline, and tenants may be unable to pay the fixed portion of their rents or other occupancy costs. The cessation of business by or bankruptcy of a significant tenant can have a material adverse effect on a retail property, not only because of rent and other factors specific to such tenant, but also because significant tenants at a retail property play an important part in generating customer traffic and making a retail property a desirable location for other tenants at such property.

Industrial Property Risks. A Manager may invest in industrial properties, which subjects a fund to particular risks. Significant factors determining the value of industrial properties are: the location of the property (including proximity to supply sources and customers and accessibility to rail lines, major roadways and other distribution channels and transportation routes); the quality of tenants; a reduced demand for industrial space because of a decline in a particular industry segment, property becoming functionally obsolete, building design and adaptability, scarcity of labor sources, changes in access, energy prices, strikes, relocation of highways, the construction of additional highways or other factors; changes in proximity of supply sources; the expenses of converting a previously adapted space to general use; and the location of the property. Concerns about the quality of tenants, particularly major tenants, are similar in both office properties (as discussed above) and industrial properties, although industrial properties may more frequently be dependent on a single or a small number of tenants.

Disciplinary Information

Item 9. A., 9. B., and 9. C.

Courtland has never been involved in any litigation or legal proceedings. No Courtland professionals have ever been a party to any lawsuit or legal matter involving professional services. Courtland has been subject to routine examinations by the SEC and other regulatory agencies. Courtland is not, nor has it ever been subject to, any legal or disciplinary events that would be material to its business or to a client's or prospective client's evaluation of its business or integrity of Courtland management.

Other Financial Industry Activities and Affiliations

Item 10. C.

Courtland has an agreement with the Funds appointing Courtland as an investment manager, as disclosed above. Courtland receives a management fee as disclosed above based in part on the size of the Funds. One Courtland advisory client is invested in two of the Funds. Since the Funds are not accepting any new investors and all of the Funds' capital was allocated to investments prior to the Acquisition, Courtland's primary role will be to oversee the winding down of the Funds.

The general partners of the Funds are managed by two Courtland employees, who have been appointed by Pru Investments, Ltd., a wholly owned subsidiary of Pru Corporation. Courtland and its members, officers and employees will devote to the Funds as much time as it deems necessary and appropriate to manage the business of the Funds. To address the concern that the time and effort of Courtland personnel involved in managing the Funds may detract from Courtland's advisory services, Courtland has hired an accountant assigned exclusively to the Funds and has designated select other personnel to provide the required administrative, investor relations and management services to the Funds.

Courtland also has an agreement with another investment manager to provide real estate sub-advisory services for two parallel fund-of-funds that have been organized in the U.S. to provide a platform for a foreign insurance company to invest in U.S. real estate offerings. Courtland serves as a non-discretionary adviser to these fund-of-funds, which entails providing strategy and pooled fund investment recommendations as well as performance measurement services. Courtland receives a fixed consulting fee under a long-term agreement, which is not based on the size of the allocation. Neither Courtland nor its affiliates receive an incentive fee or interest in this fund-of-funds platform. The compensation provided is consistent with Courtland's other consulting relationships.

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

Item 12. A.

Courtland endeavors to avoid any actual or perceived conflicts of interest. Conflicts of interest exist when a person or firm is involved in an activity or has a personal interest that might interfere with that person's or firm's objectivity or independence in performing his/her or its duties and responsibilities. Accordingly, Courtland prohibits any such activity or personal interest. Courtland has adopted a Code of Ethics and Standards of Professional Responsibility that governs firm personnel conduct, which Courtland will provide a copy of to any client or prospective client upon request. Courtland does not receive fee revenue from other investment managers. Courtland does not invest in transactions or with managers that it recommends to clients.

Brokerage Practices

Item 12.

Courtland does not use broker-dealers for client transactions.

Review of Accounts

Item 13.

Courtland's Services are limited to real asset (i.e., real estate, infrastructure, timber and agriculture) related consulting and discretionary investment management as previously described.

Client Referrals and Other Compensation

Item 14.

Courtland does not compensate any third-party for client referrals.

Custody

Item 15.

With respect to advisory clients, Courtland does not have custody of other client assets/funds. These advisory clients may receive account statements directly from the financial institution, bank, or other qualified custodian. With respect to the assets of the Funds, Courtland has custody of the assets of the Funds.

Investment Discretion

Item 16.

Courtland offers discretionary consulting services to some clients. In these relationships Courtland initially works with clients to develop an investment strategy based on the risk/return level desired by the client. Courtland then develops a detailed investment policy statement that sets forth the client's investment policies and guidelines. Courtland's investment activities are then implemented on a discretionary basis, i.e., Courtland has the authority to determine the investments to be made and disposed of so long as those decisions are consistent with the client's approved policy and strategy statements.

Courtland's discretionary consulting services generally do not include the acquisition, asset management, or disposition of individual properties. Rather, Courtland's discretionary services relate to the identification and selection of management firms or pooled funds that are responsible for these activities. This is also true with respect to Courtland's management of the Funds. Courtland's due diligence process on managers and pooled funds is based on a careful assessment of a number of factors, as previously described.

Voting Client Securities

Item 17.

Courtland does not have authority to vote client interests with respect to non-discretionary advisory clients. However, regarding discretionary clients and the Funds, Courtland has the authority to exercise discretion in taking actions on behalf of its clients. Courtland's management agreements with discretionary clients and the Funds require Courtland to act in a prudent manner in exercising its fiduciary duties including cases requiring that Courtland act on a client's behalf. In the past, Courtland clients' investment interests have been aligned with respect to their interests in real asset investments. Therefore, to date Courtland has not had to address conflicts of interest with respect to voting client securities. Upon request, Courtland clients and their counsel may be provided with copies of any proxy voting policies and procedures.

Financial Information

Item 18. A.

Courtland does not solicit fees six months or more in advance.

Item 18. B.

Courtland is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients with respect to its discretionary authority.

Item 18. C.

Courtland has not been the subject of a bankruptcy petition.